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From: Gail S. Andre

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PLEASE ARRANGE FILING OF THE ARTICLES OF INCORPORATION OF THE BRIDGE WATER PHASE II HOMEOWNERS' ASSOCIATION, INC. A NOT FOR PROFIT CORPORATION. WITH AN EFFECTIVE DATE OF TODAY, AUGUST 15, 2001, AND RETURN TO ME A CERTIFICATION AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANT IN THIS MATTER.

Gail S. Andre

FLORIDA NON-PROFIT CORPORATION**THE BRIDGE WATER PHASE II HOMEOWNERS' ASSOCIATION, I**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
THE BRIDGE WATER PHASE II HOMEOWNERS' ASSOCIATION, INC.
A NOT FOR PROFIT CORPORATION**

In compliance with the requirements of Florida Statutes, Chapter 720, the undersigned, who is a resident of the State of Florida, and who is of full age, the purpose of forming a Florida corporation not for profit, and do hereby certifies:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is THE BRIDGE WATER PHASE II HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not-for-profit (hereinafter called the "Association").

ARTICLE II

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 5401 Kirkman Road, Suite 525, Orlando, Florida 32819.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 5401 Kirkman Road, Suite 525, Orlando, Florida 32819, and William Moore is hereby appointed the initial registered agent of this Association at that address. The registered agent shall maintain copies of all permits for the benefit of the Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which the Association is formed are to provide for maintenance, preservation and architectural control of the Lots and Common Area within the Property which is the subject of the Declaration described below, together with such Additional Property located in Orange County, Florida, which may be brought within the jurisdiction of the Association from time to time, and to promote the health, safety, and welfare of the residents within the above-described property and such additions thereto as may hereto be brought within the jurisdiction of the Association for this purpose to:

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(a) Exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in that certain Declaration of Conditions and Restrictions for Bridge Water Phase II, hereinafter called the "Declaration", applicable to the Property and recorded in Official Records Book 5972, Page 4066 of the Public Records of Orange County, Florida, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length (all capitalized terms, unless otherwise provided herein, shall have the same meaning as defined in the Declaration) and pursuant to Florida Statutes, Chapter 720;

(b) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association consistent with the terms of the Declaration.

(d) borrow money, and with the assent of two-thirds (2/3) of the Lot Owners (excluding the Declarant), mortgage or pledge, any or all of its real or personal property as security for money borrowed by debts incurred;

(e) dedicate, sell, or transfer all or any part of the Common Areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the Lot Owners (excluding the Declarant), agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and Common Area, provided that any merger, consolidation, or annexation shall comply with the requirements of the Declaration;

(g) have and to exercise any and all powers, rights and privileges with a corporation organized under Florida Not For Profit Corporation Act by law may now or hereafter have or exercise; and

(h) operate, maintain, and manage the Surface Water or Stormwater Management System in a manner consistent with the requirements of the St. Johns River Water Management District Permit applicable to the Property, and all applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein. The Association shall levy and collect adequate assessments against members of the Association for the maintenance and repair

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of the Surface Water or Stormwater Management Systems including but not limited to work within retention areas, drainage structures and drainage easements.

(i) operate, maintain and manage the Common Area. The Association shall levy and collect adequate assessments against Members of the Association for the maintenance of the Common Area.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any residential Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separate from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have three (3) classes of voting Membership:

(a) Class A. Class A Members shall be all of the Owner of improved residential Lots, except Declarant or persons or entities who purchase or own more than one Lot and hold that Lot or Lots for the purpose of construction of residential units thereon for the purpose of selling such Lot or Lots to Class A Members, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot. When reference is made herein or in the Declaration or in the Association's Bylaws to a majority or a specific percentage or fraction of Members to establish a quorum or to carry a vote, such references shall be deemed to mean and refer to such majority, percentage or fraction entitled to vote on the basis of one (1) vote per Lot.

(b) Class B. The Class B Member shall be Declarant and shall be entitled to three (3) votes for each residential Lot owned. The Class B Membership shall cease and be converted to Class A Membership on the happening of any of the following events, whichever occurs earlier (whereupon the Class A and Class C Membership shall be obligated to elect the Board of Directors and assume control of the Association):

(1) One-hundred and twenty (120) days after the conveyance of the Lot to Class A Member that causes the total number of votes held by all Class A Members to equal the number of votes held by the Class B Member.

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(2) Three (3) months after ninety percent (90%) of the maximum number of residential Lots allowed for the Property have been conveyed to Class A Members.

(3) Ten (10) years after the date of the recording of the Declaration in the Public Records of Orange County, Florida, it being understood that notwithstanding the cessation of Class B Membership in accordance with above, if Additional Property is made subject to the Declaration, Class B Membership shall be reinstated for all Lots owned by Declarant so long as seventy-five percent (75%) of the then total number of Lots have not been deeded to Class A Members.

(4) upon voluntary conversion to Class A or Class A Membership by the Declarant.

(c) Class C. Class C Members shall be Owners of Lots other than the Declarant (prior to conversion of the Class B Membership to Class A) who own one or more Lots for the purpose of constructing residential units thereon and selling such Lot or Lots to Class A Members. When more than one (1) person or party holds an interest in any such Lot, all such persons and parties shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot. When reference is made herein or in the Declaration, or in the Association's Bylaws to a majority or a specific percentage or fraction of Members to establish a quorum or to carry a vote, such references shall be deemed to mean and refer to such majority, percentage or fraction entitled to vote on the basis of one (1) vote per Lot.

Notwithstanding the above, Declarant is entitled to elect or appoint at least one (1) member of the Board of Directors of the Association as long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not more than nine (9) directors, who need not be Members of the Association. The initial number of Directors shall be three (3) and may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to serve as the initial directors are:

Sean Froelich

5401 Kirkman Road, Suite 525
Orlando, Florida 32819

William Moore

5401 Kirkman Road, Suite 525
Orlando, Florida 32819

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William Wegner

5401 Kirkman Road, Suite 525
Orlando, Florida 32819**ARTICLE VIII****INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation are as follows:

William Moore

5401 Kirkman Road, Suite 525
Orlando, Florida 32819**ARTICLE IX****OFFICERS**

The affairs of the Association shall be administered by the Officers designed in the Bylaws of the Association as shall be elected by the Board of Directors at its first meeting following the first annual meeting of the general Membership and they shall serve at the pleasure of the Board of Directors. The names and address of the Officers, who shall serve until their successors are elected by the Board of Directors, are as follows:

Sean Froelich

Chairman of the Board and President

William Moore

Vice President

William Wegner

Secretary and Treasurer

ARTICLE X**BYLAWS**

The Bylaws of the Association will be hereinafter adopted at the first meeting of the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, except that the Department of Housing and Urban Development (HUD)/Veterans Administration (VA) shall have the right to veto amendments while there is a Class C membership.

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ARTICLE XI**DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation. The dissolution procedures described in this Article XII are also subject to court approval pursuant to the provisions of the Florida Not For Profit Corporation Act.

ARTICLE XII**DURATION**

The Association shall exist perpetually.

ARTICLE XIII**AMENDMENTS**

Amendment to these Articles of Incorporation shall require the approval of at least two-thirds (2/3) vote of the Lot Owners.

ARTICLE XIV**CONFLICT**

In the event that any provision of these Articles of Incorporation conflicts with any provision of the Declaration, the provision of the Declaration in conflict therewith shall control. If any provision of these Articles of Incorporation conflicts with any provision of the Bylaws, the provisions of these Articles of Incorporation shall control.

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ARTICLE XV

INDEMNIFICATION

The Directors and Officers of the association shall be indemnified by the Association to the fullest extent now or hereafter permitted by law and shall not be personally liable for any act, debt, liability or other obligation of the Association. Similarly, Members are not personally liable for any act, debt, liability or other obligation of the Association. A Member may become liable to the Association for assessments, fees, etc. as provided in the Declaration or as otherwise provided by law.

ARTICLE XVI

HUD/VA APPROVAL

As long as there is a Class B Membership, the following actions will require the prior approval of HUD/VA: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles of Incorporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the incorporator, has executed these Articles of Incorporation this 31st day of July, 2001.

Signed, sealed and delivered

In the presence of:

Rene Searcy
Printed name: Rene Searcy

Cynthia L. Burgess
Printed name: Cynthia L. Burgess

William Moore
William Moore, Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned hereby accepts the foregoing designation as the registered agent for said corporation.

William Moore
William Moore, Registered Agent

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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31st day of July, 2001, by William Moore. He is personally known to me or has produced _____ as identification.

 Cynthia L. Burgess
My Commission CC877067
Expires: October 5, 2003

Cynthia L. Burgess
Notary Public
Printed Name: Cynthia L. Burgess
Commission No.: CC877067
My Commission Expires: 10/5/03