

No 2000003519



ACCOUNT NO. : 072100000032

REFERENCE : 572332 7270666

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

FILED
2002 MAY -9 PM 1:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : May 9, 2002

ORDER TIME : 10:06 AM

ORDER NO. : 572332-005

CUSTOMER NO: 7270666

800005500528--6

CUSTOMER: Douglas Bowdoin, Esq
Beusse, Brownlee, Bowdoin &
Wolter, P.a.
Suite 2500
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: VILLAGE OF BRIDGEWATER MASTER
PROPERTY OWNERS ASSOCIATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS:

RECEIVED
02 MAY -9 AM 11:28
DIVISION OF CORPORATION

Angie Glisar
5/9/02

EFFECTIVE DATE

5/7/02

FILED

**ARTICLES OF INCORPORATION
OF**

2002 MAY -9 PM 1:58

VILLAGE OF BRIDGEWATER MASTER PROPERTY OWNERS ASSOCIATION, INC.
TALLAHASSEE FLORIDA

The undersigned, acting as the incorporator of a corporation not for profit pursuant to Florida Statutes, Chapter 617, and Orange County Code Section 38-1382, certifies:

ARTICLE I

Name

The name of the corporation is Village of Bridgewater Master Property Owners Association, Inc. (the "Association").

ARTICLE II

Purpose

The Association is formed for the following specific purposes:

(a) The Association is organized for purposes authorized under Chapter 617 of the Florida Statutes and under Orange County Code Section 38-1382, and for the promotion and preservation of the vision, objectives, goals, and policies embodied in the Village of Bridgewater Specific Area Plan (the "SAP") approved and adopted by the Board of County Commissioners of Orange County, Florida, and on file with the Orange County Planning Department for all of the lands within the boundaries of the SAP for the Village of Bridgewater (the "Village").

(b) The Association shall serve as an advisory board to the Local Planning Agency under Chapter 30 of the Orange County Code regarding the Village of Bridgewater, the SAP, and related Orange County Code provisions.

(c) The Association shall serve as an advisory board to the Local Planning Agency regarding the use of funds from any special taxing district or as collected in the provision of adequate public facilities for the Village.

(d) The Association shall, at least once each year, submit reports to the Local Planning Agency on the status of the Village and the SAP. The Association may recommend to the Local Planning Agency any changes to the SAP or to the Village Development Code.

(e) The Association may take such actions not in conflict with the above purposes which will preserve and enhance the value of the members' properties within the Village.

The Association does not contemplate pecuniary gain or profit to the members thereof.

The Association shall not have authority over nor maintain public lands.

ARTICLE III

Powers

The Association shall have the power to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of a homeowners' association including establishing rules and regulations for the Association as set forth in that certain Declaration of Covenants (the "Declaration"), applicable to land within the SAP, and recorded or to be recorded in the Public Records of the Clerk of Orange County, Florida, and as the same may be amended from time to time as therein provided;

(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 Association, and to enter into contracts for the rendering of services for the benefit of the Association; and

(c) Have and to exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise.

ARTICLE IV

Commencement of Corporate Existence

The Association shall commence corporate existence when these Articles of Incorporation are signed and shall have perpetual existence until dissolved according to law.

ARTICLE V

Principal Office of the Association

The principal office of the Association is 13519 Lake Cawood Drive, Windermere, FL 34786.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Association is 13519 Lake Cawood Drive, Windermere, FL 34786, and the name of the initial registered agent at that address is Richard A. Elliott.

ARTICLE VII
Membership and Voting

The Association shall have two classes of membership:

Class A: Class A members shall be every person or entity who owns a fee simple or undivided fee simple interest in any Village Lot (defined below) which is capable of being separately conveyed.

Each Class A member shall have one vote regardless of the number of Village Lots or interests in Village Lots owned by such Class A member.

"Village Lot" means:

1. any platted lot within the Village zoned after June 6, 1995, for use as a residence in accordance with the SAP and Village Development Code as a result of having been processed as or as a part of a Village Planned Development in accordance with the SAP and Village Development Code; or

2. any platted or unplatted lot, tract, unit, or other subdivision of real property within the Village zoned or approved after June 6, 1995, for any use other than a residence, in accordance with the SAP and Village Development Code as a result of having been processed as or as a part of a Village Planned Development in accordance with the SAP and Village Development Code.

Class B: Class B members shall be every person or entity who is not a Class A member and who:

(1) owns a fee simple or undivided fee simple interest in any one or more parcels (hereinafter a "Parcel") which may be a platted or unplatted lot, tract, unit, or other subdivision of real property within the Village, provided that such Parcel is larger than one-fourth (1/4) of an acre, is capable of being separately conveyed, and provided that such Parcel is not a Village Lot; and

(2) expressly requests to become a Class B member of the Association and pays the annual Class B membership dues of \$30.00 for the initial calendar year of membership and for each calendar year thereafter during which such membership continues.

Each Class B member shall have one vote regardless of the number of Parcels, interests in Parcels, or number of acres owned by such Class B member.

ARTICLE VIII
Assessment

Class A. Each Class A member is obligated to be a member of the Association and to pay the Association's assessment for each and every Village Lot owned by such Class A member, which, if not paid, may result in a lien against each such Village Lot.

Class A membership is appurtenant to and may not be separated from ownership of any Village Lot which is subject to assessment by the Association.

Class B. No Class B member is obligated to be or remain a member of the Association and shall cease to be a member of the Association upon the date such Class B member voluntarily withdraws from membership, such Class B member's annual Class B membership dues remain unpaid for more than sixty (60) days after being provided by the Association with a written request for such payment, or such Class B member ceases to own an interest in a Parcel.

No assessment, charge, or fee shall result in a lien against any Parcel in the Village which is not a Village Lot.

ARTICLE IX
Board of Directors

The affairs of the Association shall be managed initially by a board of three (3) directors who shall serve until the organizational meeting. The names and addresses of the persons who are to act in the capacity of the initial directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Richard A. Elliott	13519 Lake Cawood Drive Windermere, FL 34786
Linda J. Dowling	13604 Lake Cawood Drive Windermere, FL 34786
Kenneth C. Mette	8669 Commodity Circle, Ste. 102 Orlando, FL 32819

At the organizational meeting and at each annual meeting of the members thereafter, the Board of Directors shall be determined as follows:

At-Large Directors. The Association members shall by majority vote elect three (3) directors. The three directors elected at large by the

Association members shall be divided into three classes: Class 1, Class 2, and Class 3. Each at-large director shall serve for terms ending on the date of the third annual meeting of the Association members following the annual meeting at which such director was elected; provided, however, that the Class 1 director shall hold office until the annual meeting of the members in 2003, the Class 2 director shall hold office until the annual meeting of the members in 2004, and the Class 3 director shall hold office until the annual meeting of the members in 2005. No at-large director may be removed from office except by a vote of three-fourths of the Association members then entitled to vote. Whenever any vacancy on the board of directors shall occur due to the death, resignation, retirement, or removal of an at-large director, a majority of directors then in office, although less than a majority of the entire board, shall fill the vacancy or vacancies for the balance of the unexpired term or terms. At the end of the term so filled, a successor or successors shall be duly elected by the members and shall qualify.

Association Directors. Each homeowners' association in the Village in which members other than the developer (as defined in Section 617.307, Florida Statutes) have elected a majority of the members of such homeowners' association's boards of directors, and in which there are not less than fifty (50) members, shall designate one person to serve as a director.

ARTICLE X **Initial Officers**

The affairs of the Association shall be managed by a President, Vice President, Secretary and Treasurer, and such other officers as permitted in the Bylaws. The names and addresses of those persons who are to act as the officers of the Association until the election of their successors are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Richard A. Elliott	President	13519 Lake Cawood Drive Windermere, FL 34786
Linda J. Dowling	Vice President	13604 Lake Cawood Drive Windermere, FL 34786
Kenneth C. Mette	Secretary/Treasurer	<u>FINANCIAL FREEDOM OF FL</u> <u>8669 COMMODITY CIRCLE,</u> <u>ORLANDO, FL 32819</u> STE. 102

The above-named officers shall serve until the organizational meeting of the Board of Directors of the Association, at which time officers shall be elected by the Directors and shall hold office until the election of their successors.

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.

ARTICLE XII
Amendments

Amendment of these Articles shall require the affirmative vote of two-thirds (2/3) of all of the members of each class of members.

ARTICLE XIII
Bylaws

The Bylaws of this Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 7th day of MAY, 2002.



Richard A. Elliott, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

Village of Bridgewater Master Property Owners Association, Inc. (the "Association"), desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Richard A. Elliott as its Registered Agent to accept service of process within the State of Florida with its registered office located at 13519 Lake Cawood Drive, Windermere, FL 34786.

ACKNOWLEDGEMENT

I, Richard A. Elliott, having been named as Registered Agent for the Association at the place designated in this Certificate, hereby agree to act in this capacity; I am familiar with and accept the obligations of Section 607.325, Florida Statutes, as the same may apply to the Association; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Association relating to the proper and complete performance of my duties as Registered Agent.

Dated this 7th day of MAY, 2002.


Richard A. Elliott, Registered Agent

FILED
2002 MAY -9 PM 1:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA