

TRANSMITTAL LETTER

NON 000004944

Division of State
Division of Corporations
P. O. Box 6327

Tallahassee, FL 32314

SUBJECT: Butler Bay Units Two and Three Homeowners' Association, Inc.

(PROPOSED CORPORATE NAME -MUST INCLUDE SUFFIX)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 28 PM 2:29

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: (Name) Kenneth G. Harker
(Address) 12001 Lake Butler Blvd.
Windermere, FL. 34786

(Phone) (407) 876 6303

500006100195--9
-06/28/02--01033-013
*****70.00 *****70.00

NOTE: Please provide the original and one copy of the articles.

SMITH JUN 28 2002

ARTICLES OF INCORPORATION
OF
BUTLER BAY UNITS TWO AND THREE HOMEOWNERS ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 28 PM 29

These Articles of Incorporation are created by the subscribing incorporators identified herein, for the purposes set forth below:

ARTICLE I

NAME: The name of the corporation, hereinafter called the "Units Two and Three Association", is BUTLER BAY UNITS TWO AND THREE HOMEOWNERS ASSOCIATION, INC., and its address is c/o Sentry Management, Inc., 2180 W. State Road 434, Suite 5000, Longwood, Florida 34779.

ARTICLE II

DEFINITIONS: Any definitions set forth in the Supplemental Declaration of Covenants, Conditions and Restrictions for Butler Bay Unit Two and the Declaration of Covenants, Conditions and Restrictions for Butler Bay Unit Three, respectively (hereinafter, "Declarations"), as amended, shall apply to the terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Units Two and Three Association is organized is to provide an entity pursuant to the Florida Not-for-Profit Corporation Act (Chapter 617 / 2001), and the Florida Homeowners Association Act (Chapter 720 / 2001), for the operation of Butler Bay Unit Two and Butler Bay Unit Three, homeowner subdivisions located in Orange County, Florida, according to the Plats thereof as recorded in Plat Book 13, Pages 59 and 60, and Plat Book 18, Pages 4-9, respectively, Public Records of Orange County, Florida (hereinafter, "Subdivisions"). The Units Two and Three Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Units Two and Three Association shall be distributed or inure to the private benefit of any members, director or officer. For the accomplishment of its purposes, the Units Two and Three Association shall have all the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declarations, or the Florida Not-for-Profit Corporation Act, including but not limited to, the following:

- (A) To make and collect regular and special Assessments against Members of the Units Two and Three Association to defray the costs, expenses and losses of the Subdivisions and to use the proceeds of Assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the Subdivisions for the benefit of the Owners of the lots in the Subdivisions.
- (C) To purchase insurance upon the Subdivisions for the protection of the Units Two and Three Association and its Members.
- (D) To reconstruct improvements after casualty and to make further improvements of the Subdivisions.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of lots and the operation of the Units Two and Three Association.
- (F) To enforce the pertinent provisions of the Not-for-Profit Corporation Act, the Declarations, these Articles, the Bylaws and Rules and Regulations of the Units Two and Three Association.
- (G) To contract for the management and maintenance of the Subdivisions. Management and maintenance personnel or contractors may assist the Units Two and Three Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation and storage of records, enforcement of rules and maintenance, provided however, the Units Two and Three Association and its officers and directors shall retain at all times the powers and duties specifically required by the Declarations or the Not-for-Profit Corporation Act to be exercised by the Board of Directors or the Membership of the Units Two and Three Association, including but not limited to, the making and levy of Assessments, promulgation of rules and regulations, and execution of contracts on behalf of the Units Two and Three Association.
- (H) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Subdivisions.
- (I) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities contiguous to the lands of the Subdivisions, if intended to provide enjoyment, recreation, or other use or benefit to the Unit Owners.
- (J) To borrow money if necessary to perform its functions hereunder, in accordance with the Bylaws.

All funds and the title to all property acquired by the Units Two and Three Association shall be held for the benefit of its Members in accordance with the provisions of the Declarations, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP:

- (A) The Members of the Units Two and Three Association shall consist of all record Owners of a fee simple interest in one or more lots in the Butler Bay Units Two and Three subdivisions, as further provided in the Bylaws.
- (B) The share of a Member in the funds and assets of the Units Two and Three Association cannot be assigned or transferred in any manner except as an appurtenance to his lot.
- (C) The Owners of each lot, collectively, shall be entitled to the number of votes in Units Two and Three Association matters as set forth in the Declarations of Covenants, Conditions and Restrictions and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Units Two and Three Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Units Two and Three Association may be altered, amended, or rescinded in the manner provided in the Bylaws.

ARTICLE VII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Units Two and Three Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. The initial Directors shall consist of persons owning lots in Butler Bay Units Two and Three named by the Incorporators. All directors shall be Members of the Units Two and Three Association, or spouses of Members, except as otherwise authorized in the Bylaws.

(B) ~~Except for the initial Directors appointed by the Incorporators to the Board of~~

Directors, all Directors of the Units Two and Three Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Units Two and Three Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual membership meeting, and they shall serve at the pleasure of the Board.

(D) The names and addresses of the Members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

L. Karen Taylor, 12549 Butler Bay Court, Windermere, Florida, 34786

Mary L. Berryman, 12137 Crescent Cove Court, Windermere, Florida 34786

Edgar L. Jarvis, 1735 Lake Roberts Court, Windermere, Florida, 34786

ARTICLE VIII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.
- (B) A resolution for the adoption of a proposed amendment may be advanced either by the Board of Directors or by not less than twenty-five percent (25%) of the voting interests of the Units Two and Three Association.
- (C) Except as otherwise required by law, a resolution for the adoption of a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by seventy-five percent (75%) of all voting interests, at any annual or special meeting at which a quorum has been obtained, or by approval in writing by seventy-five

percent (75%) of all voting interests without a meeting, provided that notice of any proposed amendment has been given to the Members of the Units Two and Three Association, and that the notice contains the text of the proposed amendment.

- (D) An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Orange County, Florida.

ARTICLE IX

INITIAL REGISTERED AGENT:

The address of the initial registered office of the Units Two and Three Association shall be:

Sentry Management, Inc.
2180 West SR 434 Suite 5000
Longwood, FL. 32779

The initial registered agent at said address shall be:

James W. Hart, Jr.

WHEREFORE the incorporator identified below has caused these presents to be executed this 12th day of JUNE, 2002.

Kenneth G. Harker

(signature)

Kenneth G. Harker

12001 Lake Butler Blvd.
Windermere, FL. 34786

Rebecca Kramer



Rebecca Kramer
MY COMMISSION # CC779842 EXPIRES
September 30, 2002
BONDED THRU TROY FAIN INSURANCE, INC

Notary Seal next page

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12 day of June, 2002 by Kenneth G. Barker, and _____, who are personally known to me or have produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

Rebecca Kramer
Notary Public

Printed Name Rebecca KRAMER

State of Florida

My Commission

Expires _____



Rebecca Kramer
MY COMMISSION # CC779842 EXPIRES
September 30, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept services of process for the Butler Bay Units Two and Three Homeowners Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

JAMES W HART JR.

BY: [Signature]

02 JUN 28 PM 2:29
STATE OF FLORIDA
DIVISION OF CORPORATIONS