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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Bridgewater Village Master
(Corporation Name) (Document #)

2. Property Owners' Association, Inc
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Photocopy

- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

RECEIVED
2002 AUG 15 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

FILED

2002 AUG 15 PM 3:30

081502
Examiner's Initials

ARTICLES OF INCORPORATION
OF
BRIDGEWATER VILLAGE MASTER PROPERTY OWNERS'
ASSOCIATION, INC.,
a Florida not for profit corporation

2002 AUG 15 PM 3:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 617, and Orange County Code Section 38-1382, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation, not for profit, and do hereby certify as follows:

RECITALS:

1. Orange County Code, Chapter 38, Zoning, Article VIII, Planned Development District, Division 8, Village Planned Development Code, Section 38-1380 through Section 38-1390, provides regulations to ensure development in accordance with the adopted specific area plan ("SAP") for any particular village for which such SAP has been adopted under the Orange County Comprehensive Policy Plan.
2. On March 2, 1999 the Orange County Commissioners adopted the Bridgewater Village SAP.
3. The property located within Bridgewater Village SAP is set forth in a diagram attached to the Declaration as Exhibit "D". A legal description of the property "(Property)" is attached the Declaration as Exhibit "A." The Property is sometimes referred to herein as the "village," the "Village," "Bridgewater Village" or the "Village of Bridgewater."
4. Section 38-1382 (c) of the Orange County Code provides that all development within the Village shall: (i) participate in a mandatory village master property owners association and (ii) provide evidence establishing such participation at the time of recording a plat within the village.
5. Summerport Land Company, a Florida corporation, successor to Bridgewater Development Company, Inc., a Florida corporation, is preparing to develop and plat a portion of the Property within the Bridgewater Village SAP.
6. These Articles of Incorporation shall establish the master village property owner's association over all of that property within the Village of Bridgewater as that village is created under the Bridgewater Village SAP, and which may be amended in the future.

(Exhibit "B" to the Declaration of Covenants for the Village of Bridgewater)

7. It is intended that the village property owners association established hereunder shall be utilized by all property in the Village of Bridgewater to obtain compliance with and carry out the intent of Section 38-1382 (c) of the Orange County Code.

8. As used herein, the term "Developer" shall mean Summerport Land Company, a Florida corporation, and its successors and assigns.

ARTICLE I

NAME

The name of this Corporation shall be **BRIDGEWATER VILLAGE MASTER PROPERTY OWNERS' ASSOCIATION, INC.**, a Florida not for profit corporation, hereinafter referred to as the "Association" or "Corporation."

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association shall be located initially at 527 Main Street, Windermere, Florida 34786, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Association shall be located at 527 Main Street, Windermere, Florida 34786, and the initial registered agent of the Association at that address shall be Thomas J. Karr, Jr. The Association may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association is formed for the following specific purposes:

(a) The Association is organized for purposes authorized under Chapter 617 of 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 Bridgewater Village 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 Village of Bridgewater.

(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 of Bridgewater.

(d) Upon request by the Local Planning Agency, the Association shall, at least once every year, submit reports to the Local Planning Agency on the status of the Village of Bridgewater and the SAP. The Association may recommend to the Local Planning Agency any changes to the SAP or to the Village Planned Development Code, Orange County Code, Sections 38-1380, et seq.

(e) The Association may take such actions as set forth herein and not in conflict with the above purposes. Provided, however, the Association shall not have authority over nor maintain public lands.

(f) The Association may exercise all of the powers, enforcement rights and privileges, and shall perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants For The Village of Bridgewater, hereinafter called the "Declaration," applicable to the Property and to be recorded in the Public Records of Orange County, Florida and as the same may be amended from time to time as therein provided.

(g) The Bridgewater Village Master Property Owners' Association, Inc. shall not have any power to fix, levy, collect or enforce payment by any lawful means any charges or assessments; but shall have the power to pay all expenses in connection with the course of and incident to its business and conduct, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(h) The Association shall have the power to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property to be brought under the terms and conditions of the Articles, Bylaws and Declaration.

(i) The Association shall have the power to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

(j) The Association shall have power to 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, including, without limitation, cash funds from the Local Planning Agency relating to special taxing districts and adequate public facilities, all in connection with the affairs of the Association;

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are as set forth herein.

ARTICLE V

MEMBERSHIP AND VOTING

The qualification of the members, the manner of their admission to membership, termination of such membership, and voting by members shall be as follows:

A. Membership. Every person or entity who is an Owner shall be a Member of the Bridgewater Master Association. Notwithstanding the foregoing, any such person or entity who merely holds record ownership as security for the performance of an obligation shall not be a Member of the Bridgewater Master Association. The Developer covenants and agrees, and each Member of the Bridgewater Master Association, by virtue of his, her or its acceptance of a deed or other conveyance therefor, whether or not it shall be so expressed in any such deed or other conveyance, shall be deemed to covenant and agree, to all the terms, provisions, covenants, conditions and restrictions of this Declaration.

B. Voting Rights.

1. Regarding Association, Planning, and Bridgewater SAP Matters. With regard to administrative and operational decision-making of the Bridgewater Master Association, Planning and Bridgewater SAP Matters, only current Voting Members who are members of the Board of Directors of the Bridgewater Master Association shall have any voting powers or voting rights under voting consideration is relevant to this Declaration. The Board of Directors shall have the sole discretion in determining whether any matters pertaining to the Bridgewater Master Association require a vote of the Board or a vote of the Members of the Bridgewater Master Association. All Owners of any Parcel or Parcels, Village Lot or Village Lots shall have no voting rights or voting powers under this Declaration, except as specifically provided immediately below. Additionally, with the exception of any member of the Board of Directors who is also an officer of the Bridgewater Master Association, the officers of the Bridgewater Master Association shall have the powers and authorities vested as provided in the Articles and Bylaws of the Bridgewater Master Association, but shall have no voting rights, voting powers, or voting decisions regarding Bridgewater Master Association as provided above.

2. Regarding Election of the Board of Directors. For the sole purpose of the Members electing Board of Directors for the Bridgewater Master Association from time to time, each Member shall have limited voting powers and voting rights as follows: one (1) vote per platted residential single family lot; one (1) vote for each townhouse unit on a platted townhouse tract; one (1) vote for every four (4) rental apartment units, whether such rental apartment tract is platted or not; one (1) vote for every 1,000 square feet of commercial land use entitlement, whether such commercial tract is platted or not; five (5) votes for every unplatted single family residential lot; and five (5) votes for each townhouse unit on an unplatted townhouse tract.

C. Member's Interest Restricted. No Member shall have any interest in the funds and assets of the Bridgewater Master Association. The funds and assets of the Bridgewater Master Association shall belong solely to the Bridgewater Master Association, subject to the limitation that the same be expended, held or used for the benefit of the Members, for the purposes authorized by the Orange County BCC and in this Declaration, and used or expended in accordance with the Articles and Bylaws of the Bridgewater Master Association.

D. Member Registration With Bridgewater Master Association. Upon becoming a Member of the Bridgewater Master Association, such Member shall register with the Bridgewater Master Association by providing the Secretary of the Bridgewater Master Association with a certificate containing the following information: (a) legal name of owner, or owners, and in case the form of ownership is anything other than a natural person or persons, the name of the authorized representative, officer or manager of the Member entity (b) mailing address for purposes of receiving notices hereunder, (c) and telephone number. The certificates on file with the Bridgewater Master Association Secretary shall be valid until superceded by a subsequent certificate, or until there is a change in the ownership of the Village Lot or Parcel concerned.

E. Transfer Prohibited. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his or her Village Lot or Parcel. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein and in the Declaration and Bylaws of the Association.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) directors, who need not be Members. The number of directors may be either increased or diminished from time to time as provided in the Bylaws. The Developer shall initially appoint the three (3) member to the Board of Directors of the Association, who shall serve for initial terms as provided below, and whose appointment shall be effective as of the date of filing these Articles of Incorporation with the Florida Department of State. The name, address and initial term of the initial members of the Board of Directors of this Association are:

<u>Name</u>	<u>Address</u>	<u>Initial Term</u>
John L. "Chip" Webb	527 Main Street Windermere, FL 34786	3 years
Donald R. Allen, Jr.	527 Main Street Windermere, FL 34786	4 years
Thomas J. Karr, Jr.	527 Main Street Windermere, FL 34786	5 years

Directors may be removed with or without cause.

Upon expiration of the appointment term of John L. "Chip" Webb, as the initial Director with the three (3) year appointment term, at the next regularly scheduled annual meeting of the Members, the Members shall elect by vote one replacement member of the Board of Directors for John L. "Chip" Webb, which replacement member shall serve for a term of three (3) years. To avoid any vacancies on the Board, the incumbent Board members may appoint at their sole

discretion, an interim member of the Board to serve during the time after the expiration of each of the initial Board member appointments, up until the date upon which a replacement member of the Board is elected by the Members. The same replacement procedure for the remaining initial Board members shall apply for Donald R. Allen, Jr., and for Thomas J. Karr, Jr., as their respective terms as initial members of the Board of Directors expire. As and when the elected term of any member of the Board of Directors, expires, the Members shall similarly elect a replacement member for the Board at the next regularly scheduled annual meeting of the Members, to each serve for three (3) year elected terms. Should any Director resign or be removed prior to the expiration of his or her term, then in such event, the remaining two (2) incumbent Directors shall appoint a substitute Director to serve for the remainder of that respective term.

Election of members to the Board of Directors by the Members shall be by secret written ballot executed by the Member of record entitled to vote. No proxy voting shall be allowed for the election of any Director(s). The Election shall be conducted as follows:

(a) Sixty (60) days prior to the Election a notice shall be sent to all Members of record. The notice shall include the initial notice of the Election/Annual Meeting, and an intent to be candidate form.

(b) Any Member who wishes to be considered as candidate for the Board must fill out and send back the Intent to Be Candidate Form Forty (40) days prior to the meeting. They may send one 8 ½ inch sheet which gives their background to be mailed out to Members at the second mailing.

(c) Thirty (30) days prior to the annual meeting a second notice of the meeting will be sent to all Members of record. The second mailing will include:

1. The official notice of meeting and detailed Agenda.
2. Proxy which can be used for quorum purposes only.
3. Ballot, ballot envelope, and an outer envelope with owner signature line.

Owners will be instructed to vote for the proper number of persons and terms will be clearly stated. Owners must record the vote on the ballot, place the ballot in the ballot envelope and place the ballot envelope in the outer envelope and sign it. All ballots must be received prior to the opening of the ballots on election night. Once the first ballot is opened no further ballots will be received. The polls are closed at that point. The Directors will verify that all envelopes received with ballots are signed by the duly qualified number. If not the Directors shall write on the envelope, "Rejected" and the reason. The Directors will sign an affidavit recording the results of the election. The persons receiving the highest number of votes shall be elected and serve terms as outlined above. A total of twenty percent (20%) of all Members of record is required to have a valid election.

ARTICLE VII

OFFICERS

The Board of Directors shall elect a President, Vice President and Secretary/Treasurer and as many additional Vice Presidents and Assistant Secretary/Treasurers as the Board shall

determine. The President shall be elected from among the membership of the Board of Directors but no other officer needs to be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President and Secretary/Treasurer or Assistant Secretary/Treasurer be held by the same person.

The affairs of the Association shall be administered by the officers designated in the Bylaws of the Association. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or a Director of the Association.

The names and addresses of the officers who will serve until their successors are designated are as follows:

<u>Office:</u>	<u>Name:</u>	<u>Address:</u>
President	Thomas J. Karr, Jr.	527 Main Street Windermere, FL 34786
Vice President	Donald R. Allen, Jr.	527 Main Street Windermere, FL 34786
Vice President	Edward Neill	527 Main Street Windermere, FL 34786
Secretary/Treasurer	John L. "Chip" Webb	527 Main Street Windermere, FL 34786

ARTICLE VIII

DISSOLUTION

The Association shall exist in perpetuity; provided, however, if the Association is dissolved, the assets and property of the Association shall be conveyed to an appropriate agency of local government. In the event that such conveyance or dedication is refused, the assets and property of the Association shall be conveyed or dedicated to a similar nonprofit corporation, association or other organization to be devoted to such similar purposes. In any event, the Association may only be dissolved with the assent given in writing and signed by not less than the representatives of two-thirds (2/3rds) of each class of Members.

ARTICLE IX

COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

This Association shall commence corporate existence on the date of filing these Articles with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE X

AMENDMENT

This Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and shall require the assent of a majority of each class of Members.

ARTICLE XI

INCORPORATOR

The name and street address of the person signing these Articles as Incorporators is:

Thomas J. Karr, Jr. 527 Main Street, Windermere, FL 34786

ARTICLE XII

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board.

ARTICLE XIII

INDEMNIFICATION

In addition to any rights and duties under applicable law, this Association shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XIV

DEFINITIONS

Capitalized terms contained herein shall have the definitions and meanings set forth herein, or in the Bylaws or in the Declaration of Covenants, Conditions and Restrictions for Village of Bridgewater.

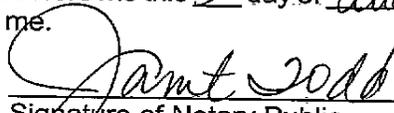
IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto set his hand and seal this 5 day of August, 2002.



Thomas J. Karr, Jr. (SEAL)

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 5th day of August, 2002, by Thomas J. Karr, Jr., who is personally known to me.



Signature of Notary Public
Janet Todd

(Print Notary Name)
My Commission Expires: 1/8/06
Commission No.: DD077871

(Affix Notary Stamp)



Janet Todd
My Commission DD077871
Expires January 08, 2006

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

BRIDGEWATER VILLAGE MASTER PROPERTY OWNERS' ASSOCIATION, INC. desiring to organize as a corporation under the laws of the State of Florida with its registered office and principal place of business at 527 Main Street, Windermere, Florida 34786 has named and designated Thomas J. Karr, Jr. as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

HAVING BEEN NAMED to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 5th day of August, 2002.



Thomas J. Karr, Jr., Registered Agent

FILED
2002 AUG 15 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA