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FLORIDA NON-PROFIT CORPORATION

BELLE MEADE RESIDENTS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
BELLE MEADE RESIDENTS ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all of whom are residents of the State of Florida and all of whom are of full legal age, have this day voluntarily associated themselves together for the purpose of forming a corporation, not for profit, and do hereby certify:

ARTICLE I.
NAME OF CORPORATION

The name of the corporation is **BELLE MEADE RESIDENTS ASSOCIATION, INC.** (hereafter called the "Association").

ARTICLE II.
PRINCIPLE OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 235 North Westmonte Drive, Altamonte Springs, Florida 32714.

ARTICLE III.
REGISTERED OFFICE AND REGISTERED AGENT

Kyle A. Sanders, whose address is 235 North Westmonte Drive, Altamonte Springs, Florida 32714, is hereby appointed the initial registered agent of this Association.

ARTICLE IV.
DEFINITIONS

Unless otherwise provided herein to the contrary, all terms and words utilized herein shall be as defined in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Belle Meade dated November ____, 2004, and recorded or to be recorded in the Public Records of Orange County, Florida (the "Declaration").

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**ARTICLE V.
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots, Residences and Common Area within those certain tracts of land more particularly described in the Declaration as Exhibit "A" and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(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;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of Members mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been approved by a two-thirds (2/3) vote of the Members present at any meeting of the Association therefor if a quorum has been established, 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 such merger, consolidation or annexation shall be approved by a two-thirds

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(2/3) vote of the Members present at any meeting of the Association therefor if a quorum has been established;

(g) operate, maintain and manage the surface water or stormwater management system in a manner consistent with the applicable St. Johns River Water Management District ("District") permit requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained therein;

(h) fix, levy, collect and enforce against Members payment of assessments adequate for the costs of maintenance and operation of the surface water or stormwater management system, including but not limited to, work within retention areas, drainage structures and drainage easements; and

(i) have and exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE VI. **MEMBERSHIP**

Every Owner of a Lot which is subject 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 an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII. **MEETING OF MEMBERS; QUORUM REQUIREMENTS**

The presence at any meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, the Declaration or the By-Laws.

ARTICLE VIII. **VOTING RIGHTS**

The Association shall have two (2) classes of voting membership

Class A. The Class A Member(s) shall be all Owners, with the exception of Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any

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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.

Class B. The Class B Member shall be Declarant, and shall be entitled to nine (9) votes for each Lot owned. The Class B membership shall cease and be converted to a Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when ninety percent (90%) of the maximum number of residences allowed for the Property have been conveyed to Class A Members; or
- (b) on March 31, 2020; or
- (c) sooner, at the election of Declarant.

From and after the happening of these events, whichever occurs earlier, the Class B Member shall be deemed Class A Member entitled to one (1) vote for each Lot in which it holds the interest required for membership.

ARTICLE IX. **BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of three (3) Directors, who need not be Members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are as follows:

<u>NAME OF DIRECTORS</u>	<u>ADDRESS</u>
Kyle A. Sanders.	235 North Westmonte Drive Altamonte Springs, Florida 32714
Kevin Kramer	235 North Westmonte Drive Altamonte Springs, Florida 32714
Pamela K. Lynch	235 North Westmonte Drive Altamonte Springs, Florida 32714

At the first annual meeting the Members shall elect one (1) Director for a term of one (1) year, one (1) Director for a term of two (2) years and one (1) Director for a term of three (3) years, and at each annual meeting thereafter the Members shall elect one (1) Director for a term of three (3) years.

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ARTICLE X.
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) 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 the 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.

dissolution or final liquidation of the Association, the responsibility
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., or any successor provision, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XI.
DURATION

 The corporation shall exist perpetually.

ARTICLE XII.
INCORPORATOR

The name and address of the incorporator is as follows:

Kyle A. Sanders
235 North Westmonte Drive
Altamonte Springs, Florida 32714

ARTICLE XIII.
AMENDMENTS

Amendment of these Articles of Incorporation shall require the assent of seventy-five percent (75%) of each class of Members. Amendment of these Articles of Incorporation may be proposed by the Board of Directors and shall be voted on at a Special Meeting of the membership duly called for that purpose, or at an annual meeting of the membership; provided, however, the foregoing requirement as to a meeting of the membership shall not be construed to prevent the Members from waiving notice of a meeting; provided further, if Members (and/or persons holding valid proxies) with not less than seventy-five percent (75%) of the votes of each class of Members sign a written consent manifesting their intent that an amendment to these Articles of Incorporation be adopted, then such amendment shall thereby be

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adopted as though proposed by the Board of Directors and voted on at a meeting of the membership as hereinabove provided.

ARTICLE XIV.
BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by a majority vote of a quorum of each class of Members voting in person or by proxy.

ARTICLE XV.
INDEMNIFICATION

Subject to and consistent with the requirements and procedures for such indemnification under the applicable provisions of the Florida Statutes, the Association shall defend, indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding (other than an action by or in the right of the Association), whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, officer, committee member or agent of the Association, from and against any and all liabilities, expenses (including attorneys' and paralegal's fees and for all stages prior to and in connection with any such action, suit or proceeding, including all appellate proceedings), judgments, fines and amounts paid in settlement as long as actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe this conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.


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ARTICLE XVI.
FHA/VA APPROVAL

As long as there is Class B Membership, the following actions will require the prior approval of the Federal Housing Administration ("FHA") or the Veterans Administration ("VA"): annexation of additional properties, mergers and consolidations, mortgaging of Common Areas, dissolution and amendment of these Articles of Incorporation. Such approval, however, shall not be required where the amendment is made to correct errors, omissions or conflicts or as required by any institutional lender so that such lender will make, insure or guaranty mortgage loans encumbering the Lots, or as required by

Such approval shall be deemed given if either agency fails to deliver written notice of its disapproval of any amendment to Developer or to the Association within thirty (30) days after a request for such approval is delivered to the agency by certified mail, return receipt requested, or equivalent delivery, and such approval shall be conclusively evidenced by certificate of Developer or the Association that the approval was given or deemed given.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of the Association, has executed these Articles of Incorporation this 3rd day of ~~November, 2004~~ ^{MARCH, 2005}.



Kyle A. Sanders

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 3rd day of ~~November, 2004~~ ^{MARCH 2005}, by KYLE A. SANDERS, who [☒] is personally known to me or [☐] has produced _____ as identification.

(NOTARY SEAL)

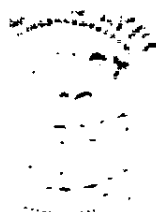
PAMELA K. LYNCH
Notary Public, State of Florida
My comm. exp. Aug. 5, 2007
Comm. No. DD 202514


(Notary Signature)

PAMELA K. LYNCH
(Notary Name Printed)

Commission No. DD 202514

Commission Expires: 8-5-07



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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida General Corporation Act, the following is submitted, in compliance with said statute:

That Belle Meade Residents Association, Inc. is desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at the City of Altamonte Springs, County of Orange, State of Florida, has named Kyle A. Sanders, whose address is 235 North Westmonte Drive, Altamonte Springs, Florida 32714, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with § 607.325, Florida



Kyle A. SandersDated: ~~March~~ ²⁰⁰⁵ November 3, 2004

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TALLAHASSEE, FLORIDA