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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 24 2008
D.A. WHITE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 767307 82866A

AUTHORIZATION : *L. J. Coleman*

COST LIMIT : \$ 70.00

ORDER DATE : October 23, 2008

ORDER TIME : 9:05 AM

ORDER NO. : 767307-005

CUSTOMER NO: 82866A

DOMESTIC FILING

NAME: BAY LAKE RESORT OWNERS'
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

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CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

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**ARTICLES OF INCORPORATION
OF
BAY LAKE RESORT OWNERS' ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

2009 OCT 23 A 10:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of the laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is BAY LAKE RESORT OWNERS' ASSOCIATION, INC. (the "Association").
2. Principal Office. The initial principal office of the Association is 500 South Florida Avenue, Suite 700, Lakeland, Florida 33801. The mailing address of the Association is 500 South Florida Avenue, Suite 700, Lakeland, Florida 33801.
3. Registered Office - Registered Agent. The street address of the Registered Office of the Association is 500 South Florida Avenue, Suite 800, Lakeland, Florida 33801. The name of the Registered Agent of the Association is Craig B. Hill.
4. Definitions. A declaration entitled Master Declaration of Covenants, Conditions and Restrictions for Bay Lake Resort has been or will be recorded in the Public Records of Polk County, Florida (the "Declaration"), and shall govern all of the operations of a community to be commonly known as Bay Lake Resort ("Bay Lake"). All initially capitalized terms herein shall have the meanings ascribed thereto in the Declaration, unless otherwise defined herein.
5. Purpose of the Association. The Association is formed to:
 - 5.1. Provide for ownership, operation, maintenance and preservation of the Surface Water Management System Facilities, to the extent that the Association is the entity responsible for the operation and maintenance of the Surface Water Management System Facilities.
 - 5.2. Perform the duties delegated to it in the Declaration.
 - 5.3. Administer the interests of the Association and the Owners.
 - 5.4. Promote the health, safety and welfare of the Owners.
 - 5.5. Collect Assessments, charges and other amounts due, if any, to the Association.

6. Not For Profit. The Association is a not for profit Florida corporation and does not contemplate pecuniary gain or profit.
7. Powers of the Association. The Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to the following:
 - 7.1. To perform all the duties and obligations of the Association set forth in the Declaration, these Articles of Incorporation ("Articles"), and the Bylaws of the Association ("Bylaws") and to take any other action necessary for the purposes for which the Association is organized.
 - 7.2. To enforce and interpret, by legal action or otherwise, the provisions of the Declaration, these Articles, and the Bylaws, and any rules, regulations, covenants, restrictions and agreements governing or binding the Association and/or Bay Lake, either for the benefit of the Association, directly, or in conjunction with, or on behalf of, the Owners.
 - 7.3. To operate and maintain the Surface Water Management System Facilities, which includes, without limitation, all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas, subject to the rules and regulations of the District, as applicable.
 - 7.4. To fix, levy, collect and enforce payment, by any lawful means, of all Assessments, charges or other dues payable to the Association pursuant to the terms of the Declaration, these Articles, the Bylaws, and any rules and regulations.
 - 7.5. To fix, levy, collect, and enforce payment, by any lawful means, of all fines imposed in accordance with Florida law and the terms of the Declaration, to maintain order within Bay Lake and to encourage observance of the terms of the Declaration, these Articles and the Bylaws.
 - 7.6. To pay all Association expenses, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against property owned by the Association.
 - 7.7. To acquire (by gift, purchase, or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property in connection with the functions of the Association except as limited by the Declaration.
 - 7.8. To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

- 7.9. To participate in mergers and consolidations with other not for profit corporations organized for the same purposes.
- 7.10. To employ personnel and retain independent contractors and to contract for management of the affairs of the Association, and maintenance of Bay Lake and the Surface Water Management System Facilities, as provided in the Declaration and to delegate in such contracts all or any part of the powers or duties of the Association.
- 7.11. To contract for services, if any, to be provided to, or for the benefit of, the Association, Owners, the Surface Water Management System Facilities and Bay Lake, as provided in the Declaration such as, but not limited to, maintenance, garbage pick-up and utility services.
- 7.12. To establish committees and delegate certain of its functions to those committees.
- 7.13. To sue and be sued.
- 7.14. To contract for services to be provided for operation and maintenance of the Surface Water Management System Facilities, as applicable, including the employment of a maintenance company if desired.
- 7.15. To require all Owners to be Members of the Association.
- 7.16. To adopt, publish, promulgate and enforce rules, regulations, covenants, restrictions or agreements governing the Association, Bay Lake, the Common Areas and Common Area facilities, and the Surface Water Management System Facilities and to take any other action necessary for the purposes for which the Association is organized, including, without limitation, the adoption, publication, promulgation and enforcement of rules and regulations regarding architectural and aesthetic control, standards and design requirements for Bay Lake.
- 7.17. To have and to exercise any and all powers, rights and privileges which a not for profit corporation organized under the laws of the State of Florida may now, or hereafter, have or exercise.
8. Association Lawsuits. The Board of Directors shall have no duty to bring any suit against any party and the Board of Directors is permitted to apply a rule of reasonableness when determining whether to bring suit against any party.
9. Membership and Voting Rights. Each Owner and Declarant shall be a Member of the Association. Owners and Declarant shall have the voting rights set forth in the Declaration

and the Bylaws. In the event of any conflict between the Declaration and Bylaws, the Declaration shall control.

10. Board of Directors. The affairs of the Association shall be managed by a Board of Directors having an odd number with not less than three (3) nor more than five (5) members. The initial number of Directors shall be five (5). The names and addresses of the initial Directors are as follows:

Mark E. Schreiber	500 South Florida Avenue, Suite 700 Lakeland, Florida 33801
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David Scott Owens	500 South Florida Avenue, Suite 700 Lakeland, Florida 33801
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Raymond L. Moats	500 South Florida Avenue, Suite 700 Lakeland, Florida 33801
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William C. Reynolds	500 South Florida Avenue, Suite 700 Lakeland, Florida 33801
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Brandi Spence	500 South Florida Avenue, Suite 700 Lakeland, Florida 33801
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The members of the Board of Directors shall be appointed or elected as stated in the Bylaws. The initial members of the Board of Directors or successors of the initial members of the Board of Directors, as appointed in the event of the removal or disability of one or all of said Directors, shall hold office until the next annual meeting of the Members, at which time the successors shall be elected. Each Director thereafter shall hold office until the next annual meeting of the Members and until his or her successor shall have been elected and qualified, or until removed by a majority vote of the Members for misfeasance or malfeasance, at a special meeting of the Members called for that purpose. However, notwithstanding the foregoing or anything to the contrary contained herein, the Declarant shall have the sole and exclusive right to elect and designate all of the members of the Board of Directors until the Turnover Date, as is set forth in the Declaration.

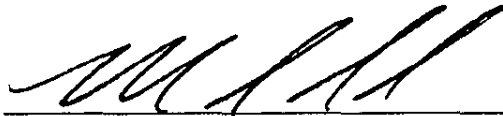
11. Dissolution. In the event of the dissolution of the Association other than incident to a merger or consolidation, any Owner may petition the Circuit Court having jurisdiction over Bay Lake for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Surface Water Management System Facilities (if the Association is then responsible for the management of same) and any real property owned by the Association in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

12. Duration. The Association shall have perpetual existence; however, if the Association is dissolved, the control or right of access to the property containing the Surface Water Management System Facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the Surface Water Management System Facilities shall be conveyed to a not for profit corporation similar to the Association, all as applicable.
13. Amendments.
- 13.1. General Restriction on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Declarant unless such amendment receives the prior written consent of Declarant, which consent may be withheld for any reason whatsoever.
- 13.2. Amendments Prior to the Turnover Date. Prior to the Turnover Date, as defined in the Declaration, Declarant shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Declarant's right to amend under this Section 13.2 is to be construed as broadly as possible. In the event that the Association shall desire to amend these Articles prior to the Turnover Date, the Association must first obtain Declarant's prior written consent to any proposed amendment, which consent may be withheld for any reason whatsoever. After receiving the Declarant's consent to the proposed amendment, an amendment identical to that approved by Declarant may be adopted by the Association pursuant to the requirements for amendments from and after the Turnover Date. After approval of the amendment by the Board of Directors, Declarant shall join in such identical amendment.
- 13.3. Amendments After the Turnover Date. After the Turnover Date, but subject to the general restrictions on amendments set forth above, these Articles may be amended at an annual or special meeting called for that purpose by the approval of at least two-thirds (66 2/3 %) of the Board of Directors or the membership of the Association, provided that notice of the text of each proposed amendment was sent to the Members with notice of the meeting.
14. Limitations.
- 14.1. Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

- 14.2. Rights of Declarant. There shall be no amendment to these Articles which shall abridge, reduce, amend, affect or modify the rights of Declarant.
- 14.3 Bylaws. These Articles shall not be amended in a manner that conflicts with the Bylaws.
15. Officers. The Board of Directors shall elect a President, Secretary, Treasurer and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers ("Officer" or "Officers") as the Board of Directors shall from time to time determine. Officers shall be appointed or elected as stated in the Bylaws.
16. Indemnification of Officers and the Board of Directors. The Association shall and does hereby indemnify and hold harmless the Directors and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.
17. Transactions in Which Directors or Officers are Interested. No contract or transaction between the Association and one (1) or more of its Directors or Officers or Declarant, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Officers or Directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, a meeting of the Board of Directors thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorized the contract or transaction.
18. Severability. Invalidation of any of the provisions of these Articles by judgment or court order shall in no way effect any other provision, and the remainder of these Articles shall remain in full force and effect.

19. Conflicts. In the case of any conflict between the Bylaws and these Articles, these Articles shall control; in the case of any conflict between the Declaration and these Articles, the Declaration shall control.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 22nd day of October, 2008, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

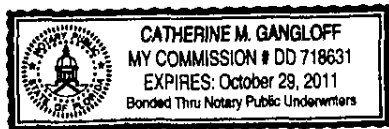


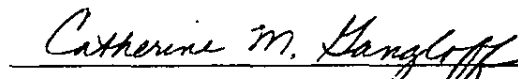
Mark E. Schreiber, its Incorporator

Address: 500 South Florida Avenue, Suite 700
Lakeland, Florida 33801

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 22nd day of October, 2008, by Mark E. Schreiber, as incorporator of BAY LAKE RESORT OWNERS' ASSOCIATION, INC., a Florida not for profit corporation who is personally known to me.





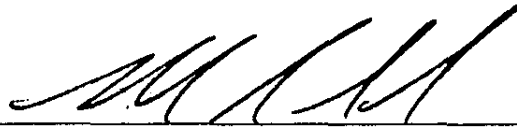
Notary Public, State of Florida at Large

(SEAL)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Florida Statutes, Chapter 48.091 and Chapter 617.0501, the following is submitted:

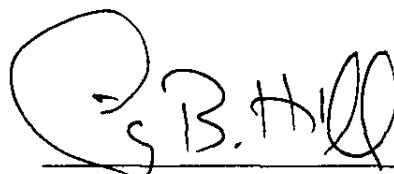
That BAY LAKE RESORT OWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at 500 South Florida Avenue, Suite 700, Lakeland, Florida 33801, has named Craig B. Hill, Esquire, 500 South Florida Avenue, Suite 800, Lakeland, Florida 33801, as its agent to accept service of process within this state.



MARK E. SCHREIBER, Its Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I am familiar with and hereby accept the appointment as registered agent and agree to act in this capacity.



Craig B. Hill, Registered Agent

Craig B. Hill, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA