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FLORIDA PROFIT/NON PROFIT CORPORATION  
WINDERMERE TRAILS STORMWATER MANAGEMENT  
ASSOCIATION,

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
WINDERMERE TRAILS STORMWATER MANAGEMENT ASSOCIATION, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLE I  
NAME**

The name of this corporation shall be WINDERMERE TRAILS STORMWATER MANAGEMENT ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles of Incorporation ("Articles") as the "Association."

**ARTICLE II  
DURATION**

Existence of the Association shall commence with the filing of these Articles with the Florida Department of State Division of Corporations. The Association shall have perpetual existence.

**ARTICLE III  
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association is organized for the purpose of enforcing, and fulfilling the objectives and purposes stated in, the Declaration of Covenants, Conditions and Easements for Windermere Trails Stormwater Management Association, Inc. (the "Declaration") to be recorded in the Public Records of Orange County, Florida. Capitalized terms used above or herein without definition shall have the same meanings given to such terms in the Declaration. The Association shall have all the powers of a not for profit corporation organized under Chapter 617 of the laws of the State of Florida, subject, however, only to such limitations upon the exercise of such powers as are expressly set forth in the Governing Documents. Unless otherwise specifically prohibited by the Governing Documents or Florida law, any and all functions, duties and powers of the Association shall be fully transferable in whole or in part. Any instrument affecting such a transfer shall specify the duration thereof and an express means and method of revocation. The Association is not formed for pecuniary profit and the Association shall not pay dividends, and no part of any income or assets of the Association shall be distributed to its Members, Residential Owners, Directors, or Officers.

**ARTICLE IV  
PRINCIPAL OFFICE**

The initial principal office and mailing address of the Association is located at 25A Hanover Road, Suite 310, Florham Park, NJ 07932.

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**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

C T Corporation System, whose address is 1200 South Pine Island Road, Plantation 33324, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

**ARTICLE VI**  
**MEMBERSHIP**

Each Person which qualifies as a Member of the Association in accordance with the Declaration shall be a Member of the Association, and such membership shall carry all rights, restrictions, benefits, interests and limitations granted pursuant to the Governing Documents.

**ARTICLE VII**  
**VOTING RIGHTS**

7.1 A Member's right to vote shall vest immediately upon such Member's qualification for membership as provided in the Declaration and these Articles. All voting rights of a Member shall be exercised in accordance with and subject to the restrictions and limitations provided in the Governing Documents.

7.2 Unless elsewhere specifically provided to the contrary in the Declaration or these Articles, any provision of the Governing Documents which requires the vote or approval of a majority or other specified fraction or percentage of the total voting interests of the Members of the Association, shall be deemed satisfied by either of the following:

A. The vote in person or by proxy of the majority or other specified fraction or percentage of the total voting interests of the Members of the Association at a meeting duly called and noticed pursuant to the provisions of the Bylaws dealing with Annual Meetings or Special Meetings of the Members.

B. Written consents signed by the majority or other specified fraction or percentage of the total voting interests of the Members of the Association.

7.3 Except as provided otherwise in the Declaration or these Articles, a quorum at Member meetings shall consist of seventy-five percent (75%) of the total voting interests of the Members of the Association, whether represented in person or by proxy. Subject to any contrary provision or requirement contained in the Declaration, if a quorum is present, the affirmative vote of a majority of voting interests of the Members represented at a meeting and entitled to vote on the subject matter shall constitute the acts of the Members, except when approval by a greater vote is required by the Governing Documents or by Florida law. When a specified item of business is required to be voted upon by a particular class of Members, a majority of the voting interests such class of Members shall constitute a quorum for the transaction of such item of business by that class, unless provided to the contrary in the Articles, in the Declaration, or otherwise required by Florida law. After a quorum has been established at a meeting, the

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subsequent withdrawal of a Member so as to reduce the number of votes at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors who shall be appointed or elected pursuant to the provisions of the Declaration and the Bylaws. The number of Directors constituting the initial Board of Directors shall be three (3). The names and addresses of the persons who are to act in the capacity of initial Directors until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Brett H. Owings	25A Hanover Road, Suite 310, Florham Park, NJ 07932
Louis Friedel	2000 Avenue of the Stars, Suite 1020, Los Angeles, CA 90067
Jonathan Grebow	25A Hanover Road, Suite 310, Florham Park, NJ 07932

**OFFICERS**

The affairs of the Association shall be administered by the Officers. The names and addresses of the persons who are to act in the capacity of Officers until the appointment/election and qualification of their successors are:

Jonathan Grebow - President; 25A Hanover Road, Suite 310, Florham Park, NJ 07932  
Louis Friedel - Vice President; 2000 Avenue of the Stars, Suite 1020, Los Angeles, CA 90067  
Brett H. Owings - Secretary/Treasurer; 25A Hanover Road, Suite 310, Florham Park, NJ 07932

**ARTICLE IX**  
**AMENDMENT**

These Articles may be changed, amended or modified at any time and from time to time, by the Members, Declarant, or the Board, in the same manner as the Members, Declarant, or the Board may change, amend or modify the Declaration, as set forth in the Declaration.

**ARTICLE X**  
**INDEMNIFICATION**

10.1 Every Director and every Officer shall be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his

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being or having been a Director or Officer of the Association, or having served at the Declarant's or the Association's request as a director or officer of any other Person, whether or not he so serves the Association at the time such expenses are incurred, regardless of by whom the proceeding is brought, except in relation to matters as to which any such Director or Officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

10.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding, if authorized by a majority of the Directors, only upon receipt of a written agreement or undertaking by or on behalf of such Director or Officer to repay such amounts if it shall ultimately be determined that such Director or Officer is not to be indemnified by the Association as authorized by these Articles.

10.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any Person who is or was a Director or Officer, or is or was serving at the request of the Declarant or the Association as a director or officer of another Person, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

#### ARTICLE XI BYLAWS

The first Bylaws of the Association shall be adopted by the Declarant and may be amended, amended or rescinded in the manner provided in the Bylaws.

#### ARTICLE XII INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

Name

Address

George P. Graham, Esq.

Akerman Senterfitt, 420 S. Orange Ave.,  
Ste. 1200, Orlando, FL 32801

#### ARTICLE XIII NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that in the Board's discretion,

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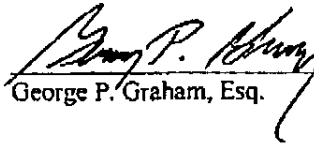
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membership in the Association may, from time to time, be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned has signed this Articles of Incorporation this 9th day of November, 2011.

"INCORPORATOR"

  
George P. Graham, Esq.

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR SERVICE OF PROCESS**

Pursuant to the provisions of Chapters 48 and 617 of the Florida Statutes, the corporation identified below hereby submits the following Certificate Designating Registered Agent for Service of Process ("Certificate") in designation of the registered office and registered agent in the State of Florida.

WINDERMERE TRAILS STORMWATER MANAGEMENT ASSOCIATION, INC., desiring to organize as a not for profit corporation under the laws of the State of Florida, with its registered office at 1200 South Pine Island Road, Plantation, FL 33324, has named C T Corporation System, located at the above-registered office, as its registered agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

Having been named as registered agent for the above-stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida, accept to act as registered agent for the above-stated corporation, and agree to comply with the provisions of all laws applicable to the performance of such office.

C T Corporation System

By: Juan Grajeda  
Assistant Secretary

Its: \_\_\_\_\_

Dated: November 9, 2011

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