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FLORIDA PROFIT/NON PROFIT CORPORATION
BRYNMAR HOMEOWNERS ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
BRYNMAR HOMEOWNERS ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLE I
NAME**

The name of this corporation shall be BRYNMAR HOMEOWNERS 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. At all times during the Association's existence, the Association shall take such actions as are necessary from time to time to make sure that said Association remains in good standing in the State of Florida.

**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, Easements, and Restrictions for Brynmar (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 Constituent Documents or pursuant to the Association Act. Unless otherwise specifically prohibited by the Constituent 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, Owners, Directors or Officers.

**ARTICLE IV
PRINCIPAL OFFICE**

The initial principal office and mailing address of the Association is located at 6442 Commerce Park Drive, Suite #2, Fort Myers, Florida 33966.

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ARTICLE V
REGISTERED OFFICE AND AGENT

Sean Froelich, whose address is 6442 Commerce Park Drive, Suite #2, Fort Myers, Florida 33966, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI
DISSOLUTION OF THE ASSOCIATION

Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

6.1 All Eligible Property shall be automatically deemed withdrawn by Declarant, with Declarant thereafter authorized to further evidence the withdraw of the Eligible Property by execution of a Supplemental Declaration describing the real property withdrawn, which Declarant may then Record.

6.2 Conveyance to a not for profit corporation homeowners' association similar to the Association or conveyance or dedication to any applicable Governmental Authority determined by the Board to be appropriate for such conveyance or dedication, which Governmental Authority is willing to accept such conveyance or dedication, of any property, duties, and responsibilities of the Association, which association or Governmental Authority shall then be responsible for the operation and maintenance thereof. With respect to the Association's responsibility for the operation and maintenance of the Surface Water Management System and Conservation Areas, such obligation must be transferred to and be accepted by an entity which satisfies the requirements of Section 40E-4.361(3) of the Code, and must be approved by the District prior to dissolution. If no other association or Governmental Authority will accept such property, duties, and responsibilities, then it will be conveyed to a trustee appointed by the Circuit Court of Orange County, Florida, which trustee shall sell such property free and clear of the limitations imposed by the Constituent Documents upon terms established by the Circuit Court of Orange County, Florida. That portion of the Property consisting of the Surface Water Management System and Conservation Areas cannot be altered, changed or sold separate from the lands associated therewith. The proceeds of such a sale shall first be used for the payment of any debts or obligations constituting a lien on such property, then for the payment of any obligations incurred by the trustee in the operation, maintenance, repair and upkeep of such property. The excess proceeds, if any, from the property shall be distributed among Members in a proportion that is equal to the proportionate share of such Members in the Common Expenses of the Association.

ARTICLE VII
MEMBERSHIP

Every 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,

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restrictions, benefits, interests and limitations granted pursuant to the Governing Documents and the provisions of the Association Act.

ARTICLE VIII
VOTING RIGHTS

8.1 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 Constituent Documents.

8.2 Unless elsewhere specifically provided to the contrary in the Declaration or these Articles, any provision of the Constituent Documents which requires the vote or approval of a majority or other specified fraction or percentage of the total voting interests of the Voting 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 Voting Members 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 Voting Members.

8.3 Except as provided otherwise in the Declaration or these Articles, a quorum at Member meetings shall consist of thirty percent (30%) of the total voting interests of the Voting Members, 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 Voting 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 Constituent 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 Voting Members shall constitute a quorum for the transaction of such item of business by that class, unless provided to the contrary in the Constituent Documents or otherwise required by Florida law. After a quorum has been established at a meeting, the 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 IX
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

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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> |
|---------------------|--|
| Sean Froelich | 6442 Commerce Park Drive, Suite #2, Fort Myers, FL 33966 |
| Daniel Traylor | 4514 Cole Avenue, Suite 617, Dallas, TX 75205 |
| Thomas Traylor, Jr. | 4514 Cole Avenue, Suite 617, Dallas, TX 75205 |

ARTICLE X
OFFICERS

The affairs of the Association shall be administered by the Officers. Until Turnover, all Officers shall be appointed by the Declarant and shall serve at the pleasure of the Declarant; provided, however, that if at anytime Declarant is not permitted under Florida Law to appoint such Officers, then Declarant, as the Class "B" Member, shall have the right to elect all such Officers in accordance with the terms and procedures of the Declaration. Commencing with the Turnover Meeting, the Officers shall be elected by the Board, and they shall serve at the pleasure of the Board. 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:

| | |
|---|--|
| Sean Froelich/President | 6442 Commerce Park Drive, Suite #2 Fort Myers, FL 33966 |
| Daniel Traylor/Vice President | 4514 Cole Avenue, Suite 617, Dallas, TX 75205 |
| Thomas Traylor, Jr./ Secretary and Treasurer | 4514 Cole Avenue, Suite 617, Dallas, TX 75205 |

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ARTICLE XI
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 XII
INDEMNIFICATION

12.1 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 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

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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.

12.2 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.

12.3 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 XIII
BYLAWS

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

ARTICLE XIV
INCORPORATOR

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

| <u>Name</u> | <u>Address</u> |
|---------------|--|
| Sean Froelich | 6442 Commerce Park Drive, Suite #2, Fort Myers, FL 33966 |

ARTICLE XV
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, 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.

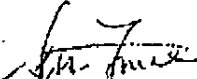
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IN WITNESS WHEREOF, the undersigned has signed this Articles of Incorporation
this 06 day of September, 2012.

"INCORPORATOR"



Sean Froelich

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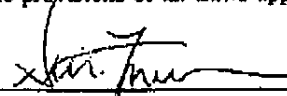
**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS**

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.

BRYNMAR HOMEOWNERS ASSOCIATION, INC., desiring to organize as a not for profit corporation under the laws of the State of Florida, with its registered office at 6442 Commerce Park Drive, Suite #2, Fort Myers, FL 33966, has named Sean Froelich, located at the above-registered office, as its registered agent to accept service of process within this State.

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.



Sean Froelich

Dated: September 6, 2012

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