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FLORIDA PROFIT/NON PROFIT CORPORATION

Butler's Preserve Homeowners Association, Inc.

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February 5, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BAKER & HOSTETLER LLP

SUBJECT: BUTLER'S PRESERVE HOMEOWNERS ASSOCIATION, INC.
REF: W15000008557

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Registered Agent address needs to be consistent wherever it appears in your articles of Incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Jessica A Fason
Regulatory Specialist II

FAX Aud. #: H15000028918
Letter Number: 015A00002399

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BUTLER'S PRESERVE HOMEOWNERS ASSOCIATION, INC.
(Not-For-Profit Corporation)

The undersigned incorporator, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be BUTLER'S PRESERVE HOMEOWNERS ASSOCIATION, INC. The principal address of the corporation is located at 4116 Silver Star Road, Orlando, FL 32808. The Board may move the principal office to any other address in Florida, from time to time. All books and records of the corporation shall be kept at its principal offices or at such other place as permitted by Chapter 720 of the Florida Statutes. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Conditions, Covenant, Easements and Restrictions as the "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

ARTICLE II
PURPOSE

The purpose for which the Association is organized is to provide an entity under the Chapter 720, Florida Statutes ("Act"), as it exists on the date hereof, for the operation of that certain Community located or to be located in Orange County, Florida, created or to be created pursuant to the provisions of its Declaration and the Act, and known as BUTLER'S PRESERVE ("Community").

ARTICLE III
DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration to be recorded in the Public Records of Orange County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV
POWERS

The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common-law and statutory powers of a not-for-profit corporation under the laws of Florida that are not in conflict with the terms of these Articles, the Declaration, the Bylaws, or the Act.

4.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act, all of the powers and duties reasonably necessary for operation of the Community, except as limited by these Articles, the Bylaws, the Declaration and its attendant documents, to

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the extent that they do not conflict with the Act and as may be amended from time to time, including, but not limited to, the following:

(a) To levy, charge, assess and collect fees, charges and assessments from the Owners, and to use the proceeds thereof in the exercise of its powers and duties as the Declaration permits.

(b) To buy, own, operate, lease, sell, trade, and mortgage both real and personal property in accordance with the provisions of the Declaration.

(c) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the rules and regulations for the use of the Common Areas.

(d) To execute all documents or consents, on behalf of all Owners (and their mortgagees), required by all governmental and/or quasi-governmental agencies in connection with land use and development matters (including, without limitation, plats, waivers of plat, unities of title, covenants in lieu thereof, etc.), and in that regard, each Lot Owner, by acceptance of the deed to such Owner's Lot, and each mortgagee of an Lot Owner by acceptance of a lien on said Unit, appoints and designates the President of the Association as such Lot Owner's and mortgagee(s)'s agent and attorney-in-fact to execute any and all such documents or consents.

(e) To maintain, repair, reconstruct, add to, and operate the Common Areas and other property acquired or leased by the Association.

(f) To purchase insurance upon the Common Areas and insurance for the protection of the Association, its Officers, Directors, and Owners.

(g) To make and amend reasonable rules and regulations for the maintenance, conservation, and use of the Common Areas for the health, comfort, safety, and welfare of the Owners.

(h) To approve or disapprove the leasing, transfer of ownership and occupancy to the extent the Declaration authorizes such acts.

(i) To contract for the management and maintenance of the Common Areas, and to authorize a management agent, which may be an affiliate of Developer, to assist the Association in carrying out its duties as set forth in a management agreement, to the extent the agreement does not conflict with these Articles, the Declaration, Bylaws or the Act.

(j) To employ personnel to perform the services required for the proper operation, maintenance, conservation and use of the Community.

4.3 Association Property. To hold in trust for the members all funds, titles to all properties acquired by the Association, and their proceeds, in accordance with the provisions of the Declaration, these Articles of Incorporation, and the Bylaws of the Association. The costs,

expenses, maintenance, care and upkeep of such properties shall be considered common expenses of the Community for the benefit of the members.

4.4 Distribution of Income. The corporation shall have no capital stock or power to declare dividends, nor shall any part of its net earnings inure to the benefit of any member or director of the corporation or to any other private individual. Assets shall be transferred only to another non-profit corporation or a public entity or as otherwise authorized by the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes).

4.5 Limitations. Notwithstanding any provision herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations in accordance with the provisions hereof and of the Declaration, the Bylaws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and Bylaws.

ARTICLE V MEMBERS

5.1 Membership. The members of the Association shall consist of all of the record Owners of Lots in the Community from time to time.

5.2 Acquisition and Termination of Membership. Upon recording of a deed or other instrument of ownership in the Public Records of Orange County, establishing record title to a Lot in the Community, the Owner designated by such instrument shall acquire membership in the Association, and the membership of the prior Owner shall thereby terminate, provided, however, any party who owns more than one Lot shall remain a member of the Association so long as said party shall retain title to or a fee ownership interest in any Lot.

5.3 Assignment. A member's share in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot for which the share is held.

5.4 Voting. On all matters upon which the membership shall be entitled to vote, there shall be one vote for each Lot, which vote a member may exercise or cast in such manner as the Declaration and Bylaws provide. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot owned.

5.5 Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE VI TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless terminated pursuant to the Declaration.

**ARTICLE VII
INCORPORATOR**

The name and address of the subscriber to these Articles of Incorporation is:

Name: Gregory William Allen Address:
4116 Silver Star Road
Orlando, FL 32808

**ARTICLE VIII
OFFICERS**

The affairs of the Association shall be administered by a President, a Secretary, a Treasurer, and such other officers as the Board may from time to time designate. Any person may hold two offices, except that the same person shall not hold the office of President and Secretary. Officers of the Association shall be those set forth herein or elected by the Board at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

Title	Name and address:
President:	Catherine Steck McManus 4116 Silver Star Road Orlando, FL 32808
Secretary	Jessica Martinez 4116 Silver Star Road Orlando, FL 32808
Treasurer	Gregory William Allen 4116 Silver Star Road Orlando, FL 32808

**ARTICLE IX
DIRECTORS**

9.1 Number and Qualification. The affairs of the Association shall be managed by a Board. The membership of the Board shall consist of not less than three (3) Directors, provided that the Board shall always consist of an odd number of Directors and that each Director shall be a Member of the Association.

9.2 Election and Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner provided by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

9.3 Term of Developer's Directors and First Directors. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in office occurring before the first election shall be filled by the remaining Directors and/or the Developer. The first election of Directors shall not be held until the Developer, as defined in the Declaration, is required by law to elect Directors in accordance with Chapter 721, Florida Statutes. The term of the first Board of Directors, or their replacements, shall continue until the Developer voluntarily relinquishes control of the Association, or relinquishes control as required by Chapter 721, Florida Statutes.

9.4 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Title	Name and address:
Director:	Catherine Steck McManus 4116 Silver Star Road Orlando, FL 32808
Director:	Jessica Martinez 4116 Silver Star Road Orlando, FL 32808
Director:	Gregory William Allen 4116 Silver Star Road Orlando, FL 32808

ARTICLE X INDEMNIFICATION

10.1 Indemnity. The Association shall indemnify every Director and every Officer of the Association against all expenses and liabilities, including, but not limited to, attorneys' fees, reasonably incurred by or imposed in connection with any proceedings or the settlement of any proceeding to which said Director or Officer may be a party, or may become involved by reason of being or having been a Director or Officer of the Association, regardless of whether that person is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance, malfeasance, or nonfeasance, or found to have breached his or her fiduciary duty, in the performance of duties required of the office. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

10.2 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

**ARTICLE XI
BYLAWS**

The Board of Directors shall adopt the Bylaws of the Association and may alter, amend or rescind them in the manner provided in the Bylaws or Declaration.

**ARTICLE XII
AMENDMENT**

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

12.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered. Such notice shall be given in the time and manner provided for in Chapter 617, Florida Statutes, and contain the proposed amendment or a summary of the changes to be effected thereby.

12.2 Adoption. Amendments shall be proposed and adopted in the manner provided for in Chapter 617, Florida Statutes, and in the Act (the latter to control over the former to the extent provided for in the Act).

12.3 Limitations. No amendment shall make any changes in the qualifications for membership or the voting rights of the members, nor any change in Section 4.3, without approval in writing by all members and the joinder of all record Owners of mortgages on the Lots. No amendment shall be made that is in conflict with the Act or the Declaration. No amendment shall be made without the written approval of the Developer, if such amendment shall cause an assessment of the Developer as a Lot Owner for capital improvements, constitute an action that would be detrimental to the sales of Lots by the Developer, or any other such action which would inhibit, impair, or otherwise preclude the rights reserved to the Developer by way of the Declaration.

12.4 Developer Amendments. Notwithstanding anything contained herein to the contrary, to the extent permitted by law, Developer may amend these Articles consistent with the provisions of the Declaration, allowing certain amendments to be effected by the Developer alone.


12.5 Recording. A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Orange County, Florida, with an identification on the first page thereof of the book and page of said public records where the Declaration was recorded which contains, as an exhibit, the initial recording of these Articles.

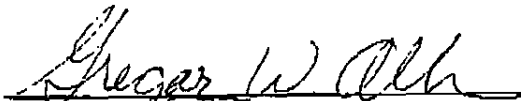
**ARTICLE XIII
INITIAL REGISTERED AGENT**

The corporation hereby appoints Capitol Corporate Services, Inc., as its initial Registered Agent to accept service of process within the State of Florida, whose address is 155 Office Plaza Drive, Suite A, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the Subscriber has affixed his signature hereto this 3rd day of February, 2015.

Signed, Sealed and Delivered
in the Presence of:


Print Name: Kathryn Kochan

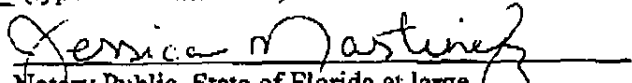

Gregory William Allen


Print Name: Jessica Martinez

STATE OF FLORIDA)

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 3rd day of Feb, 2015, by Gregory William Allen, who is personally known to me or who has produced _____ (type of identification) as identification.


Notary Public, State of Florida at large.
Print Name: Jessica Martinez
My Commission Expires: June 17, 2018



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of the above stated corporation at the place designated in this certificate, pursuant to Chapter 48.091 and Chapter 617.023 of the Florida Statutes, the undersigned, by and through its authorized officer, hereby accepts to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

CAPITOL CORPORATE SERVICES, INC.

By: DeLanie Case
Name: DeLanie Case
Its: asst. sec.

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