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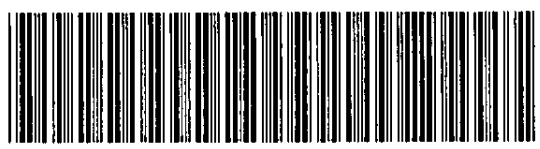
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STEARNS WEAVER MILLER

Requester's Name

106 E COLLEGE AVE #720

Address

TAMPAHASSEE FL 32301 850-329-4855

City/State/Zip

Phone

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. BRIDGEWATER PARK PROPERTY OWNERS ASSOCIATION, INC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
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**ARTICLES OF INCORPORATION
FOR
BRIDGEWATER PARK PROPERTY OWNERS ASSOCIATION, INC.,
a Florida corporation not for profit**

The undersigned incorporator by these Articles of Incorporation associates itself for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be BRIDGEWATER PARK PROPERTY OWNERS ASSOCIATION, INC. For convenience, BRIDGEWATER PARK PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles of Incorporation," 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 for the purpose of administering the Park located in Marion County, Florida.

**ARTICLE III
DEFINITIONS**

All capitalized but undefined terms used in these Articles of Incorporation shall have the same definitions and meanings as those set forth in the Master Declaration of Covenants, Restrictions, Easements, Charges and Liens for Bridgewater Park (the "Declaration") to be recorded in the Public Records of Marion County, Florida, and/or the Bylaws, 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 corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles of Incorporation, the Declaration, or the Bylaws.

4.2 Enumeration. The Association shall have all of the powers and duties necessary to operate the Park pursuant to the Declaration and as more particularly described in the Bylaws and these Articles of Incorporation, as they may be amended from time to time, and those provided in Chapters 607, 617, and 720, Florida Statutes, as applicable, to the extent not inconsistent with the foregoing documents, and shall, without limitation, specifically include the following:

(a) To make and collect assessments and other charges against each Owner, as owners of Lots and to use the proceeds thereof in the exercise of its powers and duties.

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MARION COUNTY

(b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.

(c) To maintain, repair, replace, reconstruct, add to and operate the Park and other property maintained, acquired or leased by the Association.

(d) To purchase insurance upon the Common Areas and Common Properties and insurance for the protection of the Association, its officers, Board of Directors and Owners.

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

(f) To approve or disapprove the leasing, transfer, ownership and possession of Lots as may be provided by the Declaration.

(g) To enforce, by legal means, the provisions of the Declaration, these Articles of Incorporation, the Bylaws, and the Rules and Regulations for the use of the Park.

(h) To contract for the management and maintenance of the Park and to authorize a management agent (who may be an affiliate of the Declarant) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and regulations, and maintenance, repair and replacement of the Common Areas and Common Properties with funds as shall be made available by the Association for such purposes. The Association, including its Board of Directors and all officers, shall, however, retain at all times the powers, and duties granted by the Declaration, including but not limited to the making of assessments, promulgation of rules and regulations and execution of contracts on behalf of the Association.

(i) To employ personnel to perform the services required for the proper operation of the Park.

(j) To sue and be sued.

(k) The powers and duties set forth in Article III, Section 5 of the Declaration

4.3 Association Property. All funds and the titles to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Owners in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

4.4 Distribution of Income: Dissolution. The Association shall make no distribution of income to the Owners, Declarant, Directors or Officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency, except in the event of a termination of the Declaration. Notwithstanding the foregoing, the Officers and Directors of the Association may be compensated for services performed outside the scope of their service as Officers or Directors.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with Chapters 607, 617, and 720, Florida Statutes, as applicable, the provisions hereof and of the Declaration and the Bylaws.

ARTICLE V
MEMBERS

5.1 **Membership.** The members of the Association ("**Members**") shall mean all those Owners who are holders of membership interests in the Association, as such interests are set forth in Article III of the Declaration.

5.2 **Assignment.** Each 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 that share is held.

5.3 **Voting.** On all matters upon which the membership shall be entitled to vote, votes shall be exercised or cast in the manner provided by the Declaration and Bylaws.

5.4 **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 meetings.

ARTICLES VI
TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is as follows: C. Guy Woolbright, c/o ON TOP OF THE WORLD COMMUNITIES, INC., a Florida corporation, 8445 S.W. 80th Street Road, Ocala, Florida 34481.

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ARTICLE VIII
OFFICERS

Subject to the direction of the Board of Directors (described in Article IX below), the affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws (individually an "**Officer**" and collectively, the "**Officers**"). The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the Officers. The names of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

| | |
|----------------|-------------------|
| President: | Kenneth D. Colen |
| Vice President | C. Guy Woolbright |
| Treasurer | C. Guy Woolbright |
| Secretary | Ryan Ott |

ARTICLES IX
BOARD OF DIRECTORS

9.1 **Number and Qualification.** The property, business and affairs of the Association shall be managed by a board of Directors (the "**Board of Directors**") as determined by the Declarant until the Transfer Date, and thereafter as elected by the Members as set forth in the Declaration. The members of

the Board of Directors are referred to herein individually as a "Director" and collectively as the "Directors"). The Board of Directors shall consist of at least four (4) members after the Transfer Date. Members of the Board of Directors need not be Members of the Association or Owners in the Park.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Declaration, these Articles of Incorporation, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Owners of the Lots when such approval is specifically required and except as provided in the Declaration.

9.3 Election; Removal. After the Transfer Date, the Board of Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws. Members of the Board of Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

9.4 First Directors: The names of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified as provided in the Bylaws, are as follows:

| Name | Address |
|-------------------|--|
| Kenneth D. Colon | 8445 S.W. 80 th Street Road, Ocala, Florida 34481 |
| C. Guy Woolbright | 8445 S.W. 80 th Street Road, Ocala, Florida 34481 |
| Robert L. Stepp | 8445 S.W. 80 th Street Road, Ocala, Florida 34481 |
| Ryan Ott | 1800 N. Wabash Avenue, Suite 300, Marion, Indiana 46952 |

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Declarant reserves the right to designate successor Directors to serve on the initial Board of Directors for so long as the initial Board of Directors is to serve, as provided for in the Declaration and Bylaws. Declarant reserves the right to remove any Director from the initial Board of Directors and the right to remove any Director designated by Declarant.

ARTICLE X

INDEMNIFICATION

10.1 Indemnity. The Association shall indemnify any Director, Officer, or their agents, who was or is a party, or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such party is or was a Director, employee, Officer, or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by such party in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that such party did not act in good faith or in a manner such party reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, that such party had reasonable cause to believe that his or her conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding 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 such person 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 such person's conduct was unlawful.

10.2 Expenses. To the extent that a Director, Officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

10.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suite or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, employee or agent to repay such amount unless it shall be ultimately determined that he or she is entitled to be indemnified by the Association as authorized in this Article X.

10.4 Miscellaneous. The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

10.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such party and insured by such party in any such capacity, or arising out of said person's status as such, whether or not the Association would have the power to indemnify said person against such liability under the provisions of this Article X.

10.6 Amendment. Anything to the contrary herein notwithstanding the provisions of this Article X may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

ARTICLE XI **BYLAWS**

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

ARTICLE XII **AMENDMENTS**

Prior to the recording of the Declaration in the Public Records, these Articles of Incorporation may be amended by an instrument in writing signed by the President (or a Vice President) and the Secretary and filed in the Office of the Secretary of the State of Florida. The instrument amending these Articles of Incorporation shall identify the particular Article of Articles of Incorporation being amended, give the exact language of such amendments, and give the date of adoption of the amendment by the Board of Directors. A certified copy of each such amendment shall always be attached to any certified copies of these Articles of Incorporation or a certified copy of the Articles of Incorporation as restated to include such amendments. This Article XII is intended to comply with Chapter 617, Florida Statutes.

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OFFICE OF THE SECRETARY
TALLAHASSEE, FLORIDA

After the recording of the Declaration in the Public Records, amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

12.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

12.2 Adoption. A resolution for the adoption of a proposed amendment to these Articles of Incorporation may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting. The approvals must be:

(a) at any time, by not less than a majority of the votes of all of the Members of the Association represented at a meeting at which a quorum thereof has been attained and by not less than seventy five percent (75%) of the entire Board of Directors; or

(b) after control of the Association is turned over to Owners of Lots other than the Declarant, by not less than sixty-seven percent (67%) of the votes of all of the Members of the Association represented at a meeting at which a quorum has been attained; or

(c) after control of the Association is turned over to Owners of Lots other than the Declarant, but not less than seventy-five percent (75%) of the entire Board of Directors; or

(d) before control of the Association is turned over to the Owners of Lots other than the Declarant, by not less than seventy-five percent (75%) of the entire Board of Directors.

12.3 Limitation. No amendment shall make changes in the qualifications for membership nor in the voting rights or property rights of Members, nor any changes in Section 4.3, 4.4 or 4.5 of Article IV, entitled "Powers," without the approval in writing of all Members and the joinder of all mortgagees. No amendment shall be made that is in conflict with the Declaration or the Bylaws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Declarant, unless Declarant shall join in the execution of the amendment. No amendment to this Section 12.3 shall be effective.

12.4 Declarant. Declarant has the absolute right, without the joinder of the Association or any other party to amend these Articles of Incorporation (consistent with the provisions of the Declaration allowing certain amendments to be effective by the Declarant alone), without any consent of Members.

12.5 Recording. A Copy of each amendment shall be filed with the Department of State pursuant to the provisions of applicable Florida law.

ARTICLE XIII

PRINCIPAL ADDRESS OF ASSOCIATION

The principal office of the Association shall be 8445 S.W. 80th Street Road, Ocala, Florida 34481, or such other place as may subsequently be designated by the Board of Directors.

ARTICLE XIV

CONVEYANCE

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The Association shall accept any and all deeds of conveyance delivered to it by the Declarant.

ARTICLE XV.
EMERGENCY POWERS

The following shall apply to the extent not viewed to be in conflict with Chapter 617, Florida Statutes:

15.1 During any emergency defined in Section 15.5 below or in anticipation of such emergency, the Board of Directors may:

(a) Modify lines of succession to accommodate the incapacity of any Director, officer, agent or employee of the Association; and

(b) Relocate the principal office of the Association or designate alternate principal offices or authorize officers to do so.

15.2 During any emergency defined in Section 15.5 below:

(a) One or more Officers of the Association present at a meeting of the Board of Directors may be deemed to be Directors for the meeting, in order of rank and within the same order of rank in order of seniority, as necessary to achieve a quorum; and

(b) The Director or Directors in attendance at a meeting shall constitute a quorum.

15.3 Corporate action taken in good faith during an emergency under this Article XV to further the ordinary affairs of the Association:

(a) Binds the Association; and

(b) May not be used to impose liability on a Director, Officer, employee or agent of the Association.

15.4 A Director, Officer or employee of the Association acting in accordance with any emergency bylaws is only liable for willful misconduct.

15.5 An emergency exists for the purposes of this Article VX if a quorum of the Directors cannot readily assemble because of a catastrophic event.

ARTICLE XVI
REGISTERED AGENT

The initial Registered Agent of the Association shall be Gerald R. Colen, whose street address is Gerald R. Colen Law Offices, 7243 Bryan Dairy Road, Largo, Florida 33777-1538.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of December, 2015.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



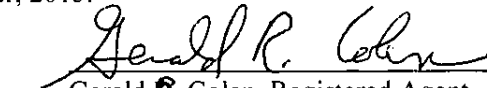
C. Guy Woolbright, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for BRIDGEWATER PARK PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not for profit, at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

DATED this 10th day of December, 2015.


Gerald R. Colen, Registered Agent

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