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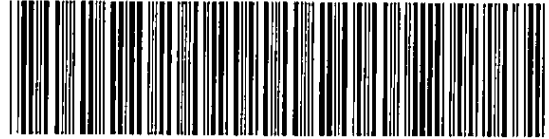
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1. **BRIDLEWOOD HOMEOWNERS ASSOCIATION, INC.**

(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS: _____

**ARTICLES OF INCORPORATION
OF
BRIDLEWOOD HOMEOWNERS ASSOCIATION OF APOPKA, INC.**

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges, and files with the Department of the State of Florida these Articles of Incorporation (the "Articles") for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is BRIDLEWOOD HOMEOWNERS ASSOCIATION OF APOPKA, INC., a Florida corporation not for profit (the "Association").

**ARTICLE II
OFFICE AND REGISTERED AGENT**

The Association's principal office and mailing address is 28 E. Washington Street, Orlando, Florida 32801. The Association's registered agent is Eric Marks, who maintains a business office at 28 E. Washington Street, Orlando, Florida 32801. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III
PURPOSE**

(a) This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of common areas and residential lots within that certain tract of property (hereinafter called the "Property") in Orange County, Florida, and more particularly described as:

All of BRIDLEWOOD Subdivision, according to the plat or plats thereof, recorded or to be recorded in the Public Records of Orange County, Florida, together with all subsequent additions thereto.

(b) Notwithstanding any other provision in these Articles, all activities of the Association shall be carried on and all of the funds of the Association, whether income or principal and whether acquired by assessment from members, gift, contribution or otherwise, shall be used and applied exclusively for the purposes set forth in sub-Article III (a) above and in the Declaration (hereafter defined) and no part of the principal, income, or net earnings of the Association will in any event inure to the personal benefit of any member, officer, director or trustee of the Association (except that, to the extent permitted by applicable law, and in no other event. Reasonable compensation and reimbursement of out-of-pocket costs may be paid for services actually rendered to or for the Association incurred in furtherance of the objects and purposes of the Association).

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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF ORANGE
FLORIDA

ARTICLE IV POWERS

Without limitation this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges, and perform all duties of this Association set forth in that certain Declaration of Covenants, Conditions, Restrictions, and Easements for BRIDLEWOOD (hereinafter called the "Declaration") applicable to the Property and recorded or to be recorded in the Public Records of Orange County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs;

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder, and the Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water management systems located within the Property;

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property;

(e) Borrowing. Borrow money and, with the approval of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations;

(f) Dedications. With the approval of two-thirds (2/3) of each class of members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as two-thirds (2/3) of each class of members determine;

(g) Mergers. With the approval of two-thirds (2/3) of each class of members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes;

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots and Common Area (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted;

(j) Enforcement. To enforce by legal means the obligations of the members of this Association and the provisions of the Declaration;

(k) Litigation. To sue or be sued;

(l) Surface Water Management. To operate, maintain and manage the surface water or storm water management system(s) within or serving the Property in a manner consistent, with the requirements of any St. Johns River Water Management District ("District") permit(s) to be obtained, applicable District Rules, and other District permits if any, and shall assist in the enforcement of the Declaration which relate to the surface water or storm water management system; and

(m) Other. Engage in all lawful acts permitted or authorized by law.

ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by record conveyance or other lawfully recognized transfer of title of a Lot.

ARTICLE VI VOTING RIGHTS

There are two (2) classes of members: Class A and Class B, as described in the Declaration. The voting and other rights of the members are as set forth in the Declaration.

ARTICLE VII BOARD OF DIRECTORS

During the Class B Control Period (as defined in the Declaration) this Association's affairs shall be managed by a Board of Directors (the "Board") initially composed of three (3) Directors appointed by the Declarant (as defined in the Declaration). Directors appointed by the Declarant need not be Association members. After termination of the Class B Control Period, the Board shall consist of five (5) members, which Directors shall be elected by members of the Association in accordance with the By-laws of the Association. Directors elected by the members shall be Association members. Each member may vote for each vacancy on the Board, but cumulative voting is not permitted. Other provisions for the election of Directors, authority of the Directors, meetings, and quorum requirements are contained in the By-laws of the Association.

The initial Board of Directors consists of the following persons:

Eric Marks	:	c/o Avex Homes, LLC 28 E. Washington Street Orlando, Florida 32801
Eric Wills	:	c/o Avex Homes, LLC 28 E. Washington Street Orlando, Florida 32801
Jeff Huebner	:	c/o Avex Homes, LLC 28 E. Washington Street Orlando, Florida 32801

ARTICLE VIII OFFICERS

The officers of the Association may include a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The officers shall be elected by the Board and the officers 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:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Eric Marks :	c/o Avex Homes, LLC 28 E. Washington Street Orlando, Florida 32801
Vice President	Eric Wills :	c/o Avex Homes, LLC 28 E. Washington Street Orlando, Florida 32801

Secretary/
Treasurer

Jeff Huebner :

c/o Avex Homes, LLC
28 E. Washington Street
Orlando, Florida 32801

ARTICLE IX DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE X DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the consent given in writing and signed by not less than two-thirds (2/3) of each class of members. In the event of termination, dissolution or final liquidation of the Association, and subject to Article IX of the Declaration, the responsibility for the operation and maintenance of the surface water or storm water management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027 F.A.C. and be approved in writing by the District prior to such termination, dissolution, or liquidation. In no event, however, may any assets inure to the benefit of any member or other private individual.

ARTICLE XI BY-LAWS

This Association's Bylaws will initially be adopted by the Board. Thereafter, the Bylaws shall be altered, amended, or rescinded solely by the approval of the Board. In certain circumstances set forth in the Declaration or as may be set forth in any future supplemental declaration, the Members may have authority to approve amendments to the Bylaws; in those circumstances such provisions shall control the alteration, amendment or rescission of the Bylaws.

ARTICLE XII AMENDMENTS

(a) General Restrictions 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, as applicable, which may be withheld for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the Public Records.

(b) Amendments Prior to Termination of Class B Control. Until the termination of the Class B Control Period, 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 is to be construed as broadly as possible. In the event that Association shall desire to amend these Articles prior to the termination of the Class B Control Period, Association must first obtain Declarant's prior written consent to any proposed amendment. Thereafter, an amendment identical to that approved by Declarant may be adopted by Association pursuant to the requirements for amendments from and after the termination of the Class B Control Period. Declarant shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

(c) Amendments From and After Class B Control. After the termination of the Class B Control Period, but subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of (i) sixty-six and two-thirds percent (66 2/3%) of the Board; and (ii) fifty-one percent (51%) of the votes present, in person or by proxy, at a duly called meeting of the members in which there is a quorum.

(d) Recording/Filing Amendments. If an amendment is adopted by the Members pursuant to Article XII(c) of these Articles, a copy of the amendment(s) must be filed with the State of Florida Secretary of State or other appropriate agency of the State of Florida, and a copy that has been certified by the Secretary of State or other appropriate agency of the State of Florida shall be recorded in the Public Records of Orange County, Florida. Any amendment to these Articles of Incorporation shall be effective on the date it has been accepted and filed by the Secretary of State or other appropriate agency of the State of Florida.

ARTICLE XIII FHA/VA APPROVAL

As long as there is a Class B membership in the Association, the following actions will require the prior approval of the Federal Housing Administration (FHA) or Veterans Administration (VA) if determined necessary by the Declarant:

- (a) Amendment of these Articles of Incorporation; or
- (b) Merger, consolidation and/or dissolution of the Association.

ARTICLE XIV INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator intends for its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

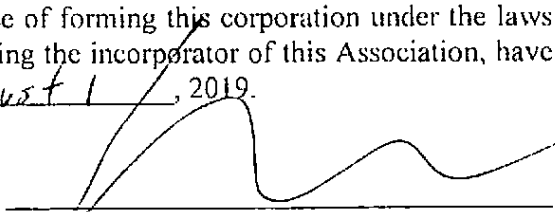
**ARTICLE XV
INCORPORATOR**

The name and residence of the incorporator is:

Name: Eric Marks

Address: 28 E. Washington Street
Orlando, Florida 32801

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation on August 1, 2019.

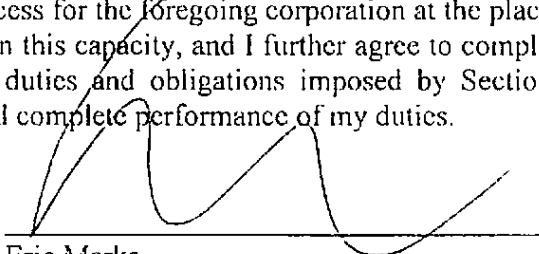

Eric Marks, Incorporator

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

BRIDLEWOOD HOMEOWNERS ASSOCIATION OF APOPKA, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office as indicated in its Articles of Incorporation has named Eric Marks, whose business office is 28 E. Washington Street, Orlando, Florida 32801 as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 617.0503, Florida Statutes, relative to the proper and complete performance of my duties.


Eric Marks

Date: August 1, 2019

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CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA