

CORPORATE

CORPORATION INFORMATION SERVICES

(Requestor's Name)

1201 Hays Street

(Address)

(904)

Tallahassee, FL 32301 222-9171

(City, State, Zip)

(Phone #)

900001718173

OFFICE USE ONLY

CIS Acct. #

CIS Order # Jack Hanson

AUTHORIZATION #072100000032

Patricia Piggott

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

1. Briar Bay Orlando Homeowners' Association, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

96 FEB 9 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

RECEIVED
56 FEB 19 PM 12:09
DIVISION OF CORPORATION

NEW FILINGS

<input checked="" type="checkbox"/> Profit
<input type="checkbox"/> NonProfit
<input type="checkbox"/> Limited Liability
<input type="checkbox"/> Domestication
<input type="checkbox"/> Other

AMENDMENTS

<input type="checkbox"/> Amendment
<input type="checkbox"/> Resignation of R.A., Officer/Director
<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Merger

OTHER FILINGS

<input type="checkbox"/> Annual Report
<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/> Foreign
<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Trademark
<input type="checkbox"/> Other

T. BROWN FEB 20 1996

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
BRIAR BAY ORLANDO HOMEOWNERS' ASSOCIATION, INC.
A Florida Corporation Not for Profit**

**FILED
96 FEB 19 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, and acknowledges and files with the Department of the State of Florida, these Articles of Incorporation 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 BRIAR BAY ORLANDO HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit, (hereinafter called the "Association" in these Articles.)

ARTICLE II

OFFICE AND REGISTERED AGENT

This Association's principal and registered office is 529 Versailles Drive, Suite 200, Maitland, Florida, 32751, Orange County, Florida, and its registered agent is Raymond R. Bradick who maintains a business office at 529 Versailles Drive, Suite 200, Maitland, Florida, 32751. 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

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 all common areas and other residence lots within that certain tract of property (hereinafter called the Property) in Orange County, Florida and more particularly described as Briar Bay.

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 and Restrictions (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.

(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.** Borrowing money and, with the approval of two-thirds 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 three-fourths of the 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 seventy-five percent (75%) of the members determine.

(g) **Mergers.** With the approval of two-thirds (2/3) of the 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, Common Area and Corporate Property 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 the corporation; the provisions of the Declaration, and the provisions of a dedication or conveyance of the Corporate Property to the corporation with respect to the use and maintenance thereof.

(k) **Surface Water.** To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system. The assessments shall be used, in part, for the maintenance and repair of the surface water or stormwater management system including but not limited to work within the retention areas, drainage structures and drainage easements. The Association shall operate, maintain and manage the surface water or stormwater management system in a manner consistent with the requirements of the St. Johns River Water Management District operating permit issued for the system, and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained in the Declaration.

ARTICLE V

MEMBERSHIP

Every person who from time to time holds 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 conveyance of title of a Lot.

ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Developer (as defined in the Declaration of Covenants, Conditions and Restrictions), and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lots shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B members shall be the Developer and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on June 1, 1998.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be an odd number of three or more but not exceed five (5). The initial Directors named below shall serve until this Association's first meeting. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. At the first annual meeting, the members shall elect one Director for a term of one year, one

Director for a term of two years, and one Director for a term of three years. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Name: Raymond R. Brndick
Ralph Singleton
Robert David Blackburn, Jr.
Address: 529 Versailles Drive, Suite 200
Maitland, Florida 32751

ARTICLE VIII INCORPORATOR

The name and residence of the incorporator is:

Name: Raymond R. Bradick
Address: 529 Versailles Drive, Suite 200
Maitland, Florida 32751

ARTICLE IX
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 assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association trust, or other organization to be devoted to such similar purposes. In no event, however may any assets inure to the benefit of any member or other private individual.

In the event dissolution of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply the Section 40C-42.027, Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to dissolution.

ARTICLE X
DURATION

This Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, and shall exist in perpetuity.

ARTICLE XI
BY-LAWS

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended or rescinded with the approval of seventy-five (75%) of each class of members, except as

to those provisions for Amendment to the By-Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

ARTICLE XII

AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of seventy-five (75%) of the entire membership, except as to those provisions for Amendment to the By-Laws which are provided in the Declaration or any Supplemental Declaration in which case those provision shall control such Amendments.

ARTICLE XIII

INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the 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 intend 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.

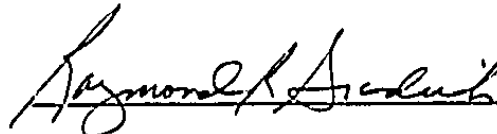
ARTICLE XIV

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers,

and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

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 this 12th day of February, 1996.



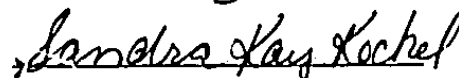
Raymond R. Bradick

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared Raymond R. Bradick, to me well known to be the person described in, and who signed the foregoing Articles of Incorporation of BRIAR BAY ORLANDO HOMEOWNERS' ASSOCIATION, INC. and who acknowledged to me that he executed and subscribed such Articles for the purposed set forth herein. He is personally known to me and did (did not) take an oath.

WITNESS my hand and official seal this 12th day of February, 1996.

My commission Number:


Notary Public, State of Florida at Large

My Commission Expires:


Please Print Name

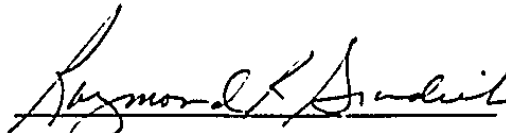
SANDRA KAY KOCHER
Notary Public, State of Florida
My Comm. Expires Dec. 18, 1999
Comm. No. CC519092

**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.**

Briar Bay Orlando Homeowners' Association, 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, at 529 Versailles Drive, Suite 200, Maitland, Florida, 32751, County of Orange, State of Florida, has named Raymond R. Bradick, whose business office is 529 Versailles Drive, Suite 200, Maitland, Florida, 32751, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service to 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 607.325, relative to the proper and complete performance of my duties.


Raymond R. Bradick

Date: 2/12/96

FILED
96 FEB 19 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA