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May 20, 1996

Z 319 512 921  
CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

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-05/30/96--01002--013  
\*\*\*\*122.50 \*\*\*\*122.50

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

**ATTENTION: NEW FILING SECTION**

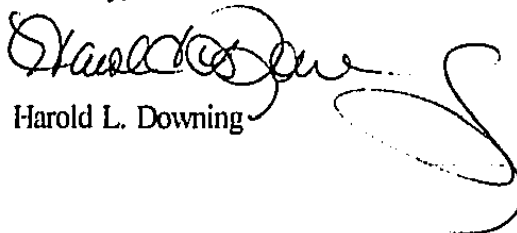
Re: Articles of Incorporation of  
The Georgetown Estates/Winter Park Forest  
Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed are two original copies of the Articles of Incorporation of The Georgetown Estates/Winter Park Forest Homeowners Association, Inc. with our check in the amount of \$122.50 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee.

Once the Articles of Incorporation have been filed, the certified copy should be returned to this office in the enclosed stamped, self-addressed envelope.

Sincerely,

  
Harold L. Downing

HLD:khg  
Enclosures

**D. BROWN JUN - 4 1996**

ARTICLES OF INCORPORATION  
OF  
THE GEORGETOWN ESTATES/WINTER PARK FOREST  
HOMEOWNERS ASSOCIATION, INC.

FILED  
20 MAY 20 PM 3:00  
CLERK OF DISTRICT COURT  
MILWAUKEE, WISCONSIN

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation shall be **THE GEORGETOWN ESTATES/WINTER PARK FOREST HOMEOWNERS ASSOCIATION, INC.**, which is hereinafter referred to as the "Association."

ARTICLE II  
PURPOSES AND POWERS, PRINCIPAL OFFICE

The objectives and purposes of the Association are to promote civic improvement, beautification and a healthy residential environment in the adjoining neighborhoods of Georgetown Estates and Winter Park Forest located in east Orange County, Florida. As used herein, the real property encompassed by Georgetown Estates shall contain those certain residential lots (the "Georgetown Lots") situated on the streets of Raiders Run, Heatherbrook Court, Hermitage Court, Heritage Boulevard, Coachlight Way, Lowndes Drive, Thistlehill Drive, and Carriage Hill Road. The real property encompassed by Winter Park Forest shall contain those certain residential lots (the "Winter Park Forest Lots") situated on the streets of Young Street, Garrett Court, Guthrie Court, Chipley Court, Appalachee Court and Cabot Court (the Georgetown Lots and the Winter Park Forest Lots shall be collectively referred to as the "Lots"; the residential areas of Georgetown Estates and Winter Park Forest shall be collectively referred as the "Property"). The further objectives and purposes of the Association are to preserve the values and amenities in the Property and to identify and to maintain the Areas of Common Interest therein on portions of Lots therein for the benefit of the Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

The principal office of the Association shall be at 821 Chipley Court, Winter Park, Florida 32792, unless and until changed by the Board of Directors.

### ARTICLE III MEMBERS

#### Section 1. Membership.

A "Member" is an Owner or Resident, as defined in this section, who has paid the current annual membership dues as determined from time to time by the Board of Directors and set forth in the bylaws of the Association.

An "Owner" is the record owner of the fee simple title of any lot in either Georgetown Estates or Winter Park Forest, whether the owner is one or more persons or entities

A "Resident" is a person or persons living on any lot in Georgetown Estates or Winter Park Forest who is not the recorded owner of that lot.

Section 2. Voting Rights. Each Member is entitled to one (1) vote on each proposal presented at any Association meeting as long as no more than one vote originates from any one Lot. Owners and Residents shall have the same voting privileges with the following exception: If an Owner of a Lot and a Resident living on that Lot are both members of the Association, only the Owner may vote on proposals presented to the membership.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if 10% of the total number of Members in good standing shall be present or represented by proxy at the meeting.

Section 4. General Matters. When reference is made herein, or in the Declaration, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members present at a duly constituted meeting thereof (i.e., one for which proper notice has been given and at which a quorum exists) and not of the Members themselves.

ARTICLE IV  
CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE V  
EXECUTIVE BOARD

Section 1. Management by Executive Board. The property, business and affairs of the Association shall be managed by an Executive Board which shall consist of seven (7) voting members and one (1) ex-officio member. A majority of the voting members of the Executive Board shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of the Executive Board.

The Executive Board of the Association shall consist of four (4) officers, three (3) directors, and the immediate past president of the Association. The officers shall be President, Vice President, Secretary, and Treasurer. There shall be one (1) director from Georgetown Estates, one (1) from Winter Park Forest, and one (1) at-large director. The immediate past president will serve in an ex-officio capacity, voting on Board matters only in the event of a tie, unless he or she is nominated and elected as a director or officer at the annual meeting of the Association.

Section 2. Original Board of Directors. The names and addresses of the first members of the Executive Board of the Association, who shall hold office until their qualified successors are duly elected and have taken office, shall be as follows:

<u>Position</u>	<u>Name</u>	<u>Address</u>
President	Mildred Robles	821 Chipley Court Winter Park, Florida 32792
Vice President	Jim Allen	814 Guthrie Court Winter Park, Florida 32792
Secretary	Susan Presha	820 Chipley Court Winter Park, Florida 32792
Treasurer	Suzette Devlin	3328 Raiders Run Winter Park, Florida 32792
Director	Sharon Wagner	3120 Thistlehill Drive Winter Park, Florida 32792

Director	Pete Lima	611 Heritage Boulevard Winter Park, Florida 32792
Director	Milton Anderson	819 Guthrie Court Winter Park, Florida 32792
Ex-Officio (non-voting)	Gene Pickler	3326 Young Street Winter Park, Florida 32792

Section 3. Nomination and Election of Members of the Executive Board. Directors and Officer shall be elected by the Members of the Association as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All Directors shall be Members of the Association who are at least eighteen (18) years of age.

Section 4. Duration of Office. Members elected to the Executive Board shall hold office as provided in the Bylaws and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a member of the Executive Board elected by the general membership shall for any reason cease to be a member of the Executive Board, the remaining members of the Executive Board may elect a successor to fill the vacancy for the balance of the term.

#### ARTICLE VI BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

#### ARTICLE VII AMENDMENTS AND PRIORITIES

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection (by affirmative vote of 66-2/3% of the Members), all in the manner provided in, and in accordance with, Fla. Stat. § 617.1002.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control.

## ARTICLE VIII INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

Mildred Robles

821 Chipley Court  
Winter Park, Florida 32792

## ARTICLE IX INDEMNIFICATION

Section 1. The Association shall indemnify any person 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 he is or was a director, employee, officer, committee member or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further 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 or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee, committee member 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 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his

official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee, committee member or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, committee member 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 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 this Article.

Section 5. The provisions of this Article IX shall not be amended.

#### ARTICLE X REGISTERED AGENT

Until changed, Mildred Robles shall be the registered agent of the Association and the registered office shall be at 821 Chipley Court, Winter Park, Florida 32792. .

IN WITNESS WHEREOF, the aforesaid incorporator has caused these Articles of Incorporation to be executed on its behalf hand this 10<sup>th</sup> day of May, 1996.

Mildred Robles  
MILDRED ROBLES

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
JULY 28 PM 3:09  
CLERK OF COURT  
STATE OF FLORIDA

In compliance with the laws of Florida, the following is submitted:

First -- That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, in the County of Orange, State of Florida, the corporation named in said articles has named MILDRED ROBLES, located at 821 Chipley Court, Winter Park, Florida 32792, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, MILDRED ROBLES does hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Mildred Robles  
MILDRED ROBLES

Dated this 10<sup>th</sup> day of  
May, 1996.