

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086

N98000000518

**csc networks**

MAIL TO:  
P.O. Box 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE :

AUTHORIZATION :

*Patricia Poynter*

COST LIMIT : \$ 70.00

ORDER DATE :

*1/28*

ORDER TIME :

*11:25*

ORDER NO. :

CUSTOMER NO:

700002414587--5

CUSTOMER:

*Divine + Estes  
407-426-9500*

DOMESTIC FILING

NAME: *Berrington Club Homeowners  
Association, Inc.*

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON:

*Lori  
Dunlap*

EXAMINER'S INITIALS:

FILED  
98 JAN 28 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
98 JAN 28 PM 12:18  
DIVISION OF CORPORATION

*DMP 1/28/98*

**ARTICLES OF INCORPORATION**  
**OF**  
**BERRINGTON CLUB**  
**HOMEOWNERS ASSOCIATION, INC.**  
**a corporation not-for-profit**

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**FILED**

98 JAN 28 AM 8:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, hereby subscribes to these Articles for the purpose of forming a corporation and with the powers herein specified.

**ARTICLE I. NAME AND DURATION**

The name of this corporation shall be BERRINGTON CLUB HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association"). The existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State in Tallahassee, Florida. The Association shall exist in perpetuity.

**ARTICLE II. REGISTERED AGENT AND OFFICE**

Marcus L. Watters, Jr., whose address is 380 South Northlake Boulevard, Suite 1012, Altamonte Springs, Florida 32701, is hereby appointed the initial registered agent of this Association.

**ARTICLE III. INITIAL PRINCIPAL OFFICE**

The initial principal office of the Association shall be located at 380 South North Lake Boulevard, Suite 1012, Altamonte Springs, Florida 32701. The Association may change its principal office from time to time without amendment of these Articles of Incorporation.

**ARTICLE IV. PURPOSE AND POWERS OF THE ASSOCIATION**

A. The purpose and object of the Association shall be to administer the operation and management of , a subdivision located in Seminole County, Florida (hereinafter "Community") more fully described in Exhibit "A" attached hereto, (hereinafter "Property") according to the Declaration of Covenants, and Notice of Restrictions which is to be recorded in the public records of Seminole County, Florida ("Declaration"), and any additions thereto which may be brought into the jurisdiction of this Association by annexation under the terms and conditions as set forth in the Declaration by , its successors and Assigns ("The Declarant").

B. The Association does not contemplate pecuniary gain or profit to the Members thereof and shall undertake and perform all acts and duties incident to the operation, management, preservation and architectural control of the Property in accordance with the terms, provisions and

conditions of these Articles of Incorporation, the Bylaws of the Association and the Declaration. The Association shall further promote the health, safety and welfare of the Members of the Association in the Community.

C. The Association shall have the following powers:

1. All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida as the same may be amended from time to time as therein provided.

2. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to undertake all powers and duties set forth in the Declaration, these Articles and Bylaws as same may be amended from time to time, the Declaration and Bylaws being incorporated herein as if set forth in full.

3. The right to tax, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

4. The right to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association and to annex such property owned by it to the covenants and restrictions.

5. The right to borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

6. The right to dedicate, sell or transfer all or any part of the Common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of Members, agreeing to such dedication, sale or transfer, provided, however, the Association shall have the right to grant permits, easements or licenses to a public agency or utility company for utilities, roads, other purposes reasonably necessary or useful for the proper maintenance or operation of the property, which grants shall not be deemed a dedication, sale or transfer requiring the consent of Members.

7. The right to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidations or annexation shall have the consent of two-thirds (2/3) of each class of Members.

8. The obligation to operate, maintain and manage the surface water or stormwater management system(s) in manner consistent with the St. Johns River Water Management District permit no. 40-117-0451-ERP requirements and applicable District rules,

and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system. 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 stormwater management system.

D. With respect to the surface water management system, the Association shall have the following duties:

1. Each property owner shall be responsible for his pro rata share of the maintenance, operation and repair of the surface water or stormwater management system. "Surface Water or Stormwater Management System" means a system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, over-drainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges from the system, as permitted pursuant to Chapters 40C-4, 40C-40, or 40C-42, F.A.C.

2. Maintenance of the surface water or stormwater management system(s) shall mean the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other surface water or stormwater management capabilities as permitted by the St. Johns River Water Management District. Each property owner shall be responsible for such maintenance and operation. Any repair or reconstruction of the surface water or stormwater management system shall be as permitted, or if modified as approved by the St. Johns River Water Management District.

3. Any amendment to the Deed Restriction which alters the surface water or stormwater management system, beyond maintenance in its original condition, including the water management portions of the common areas, must have the prior approval of the St. Johns River Water Management District.

4. The St. Johns River Water Management District shall have the right to enforce, by a proceeding at law or in equity, the provisions contained in this Deed Restriction which relate to the maintenance, operation, and repair of the surface water or stormwater management system.

#### **ARTICLE V. QUALIFICATION OF MEMBERS**

The qualification of Members, manner of their admission to and termination of membership shall be as follows:

A. Every person or entity who is a fee simple records owner of a fee interest in any Lot which is subject to the Declaration, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separate from ownership of any Lot which is subject to the Declaration.

B. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Lot; provided that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Lots at any time while such person or entity shall retain fee title to or a fee ownership interest in any Lot.

C. Transfer of membership shall be recognized by the Association upon its being provided with a copy of the recorded deed conveying such fee simple title to a Lot to the new Member.

D. Except as an appurtenance to his Lot, no member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and the Bylaws hereof.

#### **ARTICLE VI. VOTING RIGHTS**

There shall be two classes of voting memberships:

CLASS A. The Class members shall be Owners of a Lot as such is defined in the Declaration, with the exception of Declarant. A Class A Member shall be entitled to one vote for each Lot owned.

CLASS B. The Class B members shall be the Declarant, and the Declarant 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 any of the following, whichever first occurs:

- a. when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- b. December 31, 2004.

Until the recordation of the Declaration in the public records of Seminole County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast one vote on all matters upon which the membership would be entitled to vote.

When more than one person holds an interest in a Lot, all such persons shall be members. The vote for such Lot shall be exercised by one person as they determine, and such person shall be designated as the holder of the vote. If a corporation, partnership, joint venture or other entity is a fee simple title holder to a Lot, such entity shall designate one person as the holder of the vote. In no event shall more than one vote be cast with respect to any Lot.

## **ARTICLE VII. BOARD OF DIRECTORS**

A. The business affairs of this Association shall be managed by the Board of Directors who need not be Members of the Association. The number of members of the first Board of Directors shall be three and the initial Board of Directors shall be appointed by the Declarant.

B. The names and addresses of the persons who are to serve as the initial Board of Directors until their successors are appointed or chosen, are as follows:

**DIRECTOR:**

**ADDRESS:**

Pete Small

380 South Northlake Blvd., Suite 1012  
Altamonte Springs, FL 32701

Marcus L. Watters, Jr

380 South Northlake Blvd., Suite 1012  
Altamonte Springs, FL 32701

Jack Appleman

380 South Northlake Blvd., Suite 1012  
Altamonte Springs, FL 32701

C. At the first annual meeting after termination of the Class B membership, there shall be a director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one or two directors (being the same number of directors as those whose terms have expired) for a term of three years.

## **ARTICLE VIII. OFFICERS**

A. The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer, and if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

B. Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Community and the affairs of the Association, and any and all such persons and/or entity or person or entity is a Member, Director or officer of the Association.

C. The persons who are to serve as officers of the Association until their successors are chosen are:

OFFICE:

NAME:

President

Pete Small  
380 South Northlake Blvd., Suite 1012  
Altamonte Springs, FL 32701

Vice President/Secretary

Marcus L. Watters, Jr.  
380 South Northlake Blvd., Suite 1012  
Altamonte Springs, FL 32701

Secretary/Treasurer

Jack Appleman  
380 South Northlake Blvd., Suite 1012  
Altamonte Springs, FL 32701

D. The officers shall be elected by the Board of Directors at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

E. The President shall be elected from the membership of the Board, but no other officer need be a Director. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except Secretary and Treasurer.

**ARTICLE IX. BYLAWS**

A. The Board of Directors shall adopt by a majority vote the original Bylaws of the Association.

B. The Bylaws shall be amended by the procedure more fully set forth in the Bylaws and shall be approved by at least a majority of each class of membership.

**ARTICLE X. AMENDMENT OF ARTICLES**

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the votes of each class of Members. When the Class B membership ceases and is converted to Class A membership, amendment of these Articles shall require the assent of seventy-five percent (75%) of only the votes of such Class A membership.

#### **ARTICLE XI. INDEMNITY**

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

#### **ARTICLE XII. NON-PROFIT STATUS**

No part of the income of this corporation shall be distributed to the Members except upon the dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

#### **ARTICLE XIII. MERGER AND DISSOLUTION**

The Association shall have the right to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members.

This Association may be dissolved by the approval of two-thirds of the votes of each class of members given in person, by proxy or by written consent. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, including without limitation, the assignment of all the Association's obligations concerning the drainage facilities to an entity which would comply with Section 40C-42.027, F.A.C., and be approved by St. Johns Water Management District prior to such termination, dissolution or liquidation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval on dissolution pursuant to Florida Statute 617.05.

#### **ARTICLE XIV. FHA/VA APPROVAL**

As long as there is a Class B membership, the following actions will require prior approval of the Federal Housing Administration or the Veteran's Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Property, dedication of Common Property, dissolution and amendment of these Articles.



**ARTICLE XV. SUBSCRIBER**

The name and address of the subscriber to these Articles is .

Marcus L. Watters, Jr.  
380 South Northlake Boulevard, Suite 1012,  
Altamonte Springs, Florida 32701

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles  
of Incorporation this 21<sup>st</sup> day of Jan., 1998.


  
\_\_\_\_\_  
MARCUS L. WATTERS, JR.

STATE OF FLORIDA  
COUNTY OF Seminole

The foregoing Articles of Incorporation were acknowledged before me this 21<sup>st</sup> day of  
January, 1998 by MARCUS L. WATTERS, JR., who is personally known to me or  
who has produced \_\_\_\_\_ as identification.



Susan L. Walker  
MY COMMISSION # CC571681 EXPIRES  
October 8, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Notary Public  
Print Name: Susan L. Walker  
My Commission Expires: Oct. 8, 2000  
Commission #: CC571681

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED**

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**FILED**  
98 JAN 28 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted  
compliance with said Act:

THAT, BERRINGTON CLUB HOMEOWNERS ASSOCIATION, INC., desiring to  
organize under the laws of the State of Florida, with its principal office as indicated in the  
Articles of Incorporation in the City of Altamonte Springs, County of Seminole, State of Florida,  
has named as its Registered Agent, Marcus L. Watters, Jr. in the City of Altamonte Springs,  
County of Seminole, State of Florida, to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the  
place designated in this Certificate, I hereby accept to act in this capacity and agree to comply  
with the provisions of said Act relative to keeping open said office.

  
MARCUS L. WATTERS, JR.

LEGAL DESCRIPTION

BERINGTON CLUB  
PHASE ONE

A PARCEL LAND LYING IN THE SOUTHEAST 1/4 OF SECTION 25, TOWNSHIP 19 SOUTH, RANGE 29 EAST, SEMINOLE COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHEAST CORNER OF THE SOUTHEAST 1/4 OF SECTION 25, TOWNSHIP 19 SOUTH, RANGE 29 EAST, SEMINOLE COUNTY, FLORIDA, RUN N00°00'00"E, ALONG THE EAST LINE OF THE SOUTHEAST 1/4 OF SAID SECTION 25, A DISTANCE OF 425.12 FEET; THENCE DEPARTING SAID EAST LINE, RUN S90°00'00"W, A DISTANCE OF 40.00 FEET FOR A POINT OF BEGINNING; THENCE RUN N89°50'02"W, A DISTANCE OF 275.40 FEET; THENCE S00°00'00"E, A DISTANCE OF 150.00 FEET; THENCE N89°50'02"W, A DISTANCE OF 590.00 FEET; THENCE N59°34'17"W, A DISTANCE OF 114.30 FEET TO A POINT ON A CURVE, CONCAVE NORTHWESTERLY, HAVING A CENTRAL ANGLE OF 59°44'15" AND A RADIUS OF 100.00 FEET; THENCE FROM A TANGENT BEARING OF S30°25'43"W, RUN SOUTHWESTERLY ALONG THE ARC OF SAID CURVE, A DISTANCE OF 104.26 FEET TO THE POINT OF TANGENCY; THENCE RUN N89°50'02"W, A DISTANCE OF 46.40 FEET; THENCE N00°09'58"E, A DISTANCE OF 153.60 FEET; THENCE N23°59'58"E, A DISTANCE OF 27.66 FEET; THENCE N00°00'00"W, A DISTANCE OF 540.48 FEET; THENCE N89°50'02"W, A DISTANCE OF 643.41 FEET; THENCE S00°09'58"W, A DISTANCE OF 60.38 FEET; THENCE N89°50'02"W, A DISTANCE OF 100.00 FEET; THENCE S88°31'27"W, A DISTANCE OF 123.93 FEET; THENCE N48°38'37"W, A DISTANCE OF 42.69 FEET; THENCE N67°05'56"W, A DISTANCE OF 52.03 FEET; THENCE N69°48'46"W, A DISTANCE OF 29.24 FEET; THENCE N00°08'09"E, A DISTANCE OF 455.87 FEET; THENCE S89°50'02"E A DISTANCE OF 181.60 FEET; THENCE S00°09'58"W, A DISTANCE OF 149.04 FEET; THENCE S89°50'02"E, A DISTANCE OF 927.63 FEET; THENCE S00°00'00"E, A DISTANCE OF 13.72 FEET; THENCE N90°00'00"E, A DISTANCE OF 185.00 FEET; THENCE N26°04'10"E, A DISTANCE OF 33.00 FEET; THENCE S89°50'02"E, A DISTANCE OF 740.68 FEET TO A POINT ON THE WEST RIGHT-OF-WAY LINE OF ORANGE BOULEVARD (STATE ROAD 431); THENCE RUN S00°00'00"E, ALONG SAID RIGHT-OF-WAY LINE, A DISTANCE OF 430.62 FEET; THENCE N90°00'00"E, A DISTANCE OF 10.00 FEET; THENCE S00°00'00"W, A DISTANCE OF 464.41 FEET TO THE POINT OF BEGINNING.

CONTAINING 32.476 ACRES, MORE OR LESS.