

796000005992

BRIAN R. LOE
Attorney at Law
3070 West Lake Mary Boulevard
Lake Mary, Florida 32746
Phone (407) 323-6128
Fax (407) 323-5929

October 22, 1996

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314

300001986129--4
-10/25/96--01056--016
*****78.00 *****78.00

TO WHOM IT MAY CONCERN;

Enclosed are the Articles of Incorporation for THE BAYTREE CENTER ASSOCIATION, INC. I have enclosed a check for \$78.00 drawn upon my account payable to the Secretary of State in payment of your \$70.00 fee for filing and \$8.00 for return of a certificate of status.

Do not hesitate to make a collect phone call to me if everything is not in order.

Thank you for your attention to this matter.

Sincerely,


BRIAN R. LOE

BRL/McC
enc: Check
Articles

W96-22921

AL NOV 25 1996

RECEIVED
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FBI

AL NO



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 29, 1996

BRIAN R. LOE, ESQ.
3070 WEST LAKE MARY BLVD.
LAKE MARY, FL 32746

SUBJECT: THE BAYTREE CENTER ASSOCIATION, INC.
Ref. Number: W96000022921

We have received your document for THE BAYTREE CENTER ASSOCIATION, INC. and your check(s) totaling \$78.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

NONPROFIT CORPORATION DO NOT HAVE STOCK. PLEASE CORRECT YOUR ARTICLES.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 796A00049719

BRIAN R. LOE
Attorney at Law
3070 West Lake Mary Boulevard
Lake Mary, Florida 32746
Phone (407) 323-6128
Fax (407) 323-5929

November 18, 1996

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314

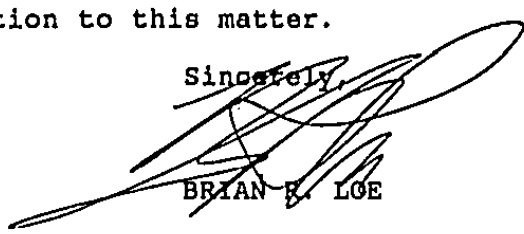
TO WHOM IT MAY CONCERN;

Enclosed are the amended Articles of Incorporation for THE BAYTREE CENTER ASSOCIATION, INC. You have previously received a check for \$78.00 drawn upon my account payable to the Secretary of State in payment of your \$70.00 fee for filing and \$8.00 for return of a certificate of status.

Please note the changes to the offending paragraphs in Article VI to convert shares ownership to membership. Do not hesitate to make a collect phone call to me if everything is not in order.

Thank you for your attention to this matter.

Sincerely,



BRIAN R. LOE

BRL/
enc:

Articles

**ARTICLES OF INCORPORATION FOR
THE BAYTREE CENTER
ASSOCIATION, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida and hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be known as THE BAYTREE CENTER ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", the Declaration of Covenants, Conditions and Restrictions as the "Declaration" and the By-Laws of the Association as the "By-Laws".

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide an entity for the maintenance, control and operation of real estate and rights appurtenant thereto commonly owned and used at a location in Seminole County, Florida known as BAY TREE CENTER and, for the enforcement of Architectural Standards and lot ownership restrictions appurtenant to the use and ownership of lots in the development known as BAY TREE CENTER, and for any and all lawful corporate purposes.

ARTICLE III

DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Association Documents, Articles, By-Laws and as provided by Florida Statutes unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

PRINCIPAL OFFICE & MAILING ADDRESS

The mailing address of the Corporation is 3455 Lake Mary Boulevard in Lake Mary, Florida 32746. The principal office of the corporation is 3455 Lake Mary Boulevard in Lake Mary, Florida 32746.

ARTICLE V

POWERS and DUTIES

The powers of the corporation shall include and be governed by the following:

5.1 **General.** The corporation 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, the Declaration, and the By-Laws.

5.2 **Enumeration.** This Association shall have all of the powers and duties set forth in the appropriate Florida Statutes except as limited by these Articles and the By-Laws, and all of the powers and duties reasonably necessary to operate the Association as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect Assessments and other charges against Association members as Lot Owners, and to use the proceeds thereof in the exercise of its powers and duties.
- (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 Property, and other property acquired or leased by the Association.
- (d) To purchase insurance upon the Property and insurance for the protection of the Corporation, the Association, its officers, directors and Lot Owners.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Property and for the health, comfort, safety and welfare of the Lot Owners.
- (f) To approve or disapprove the leasing, transfer, ownership and possession of lots as may be provided by the

Declaration, these articles, and the by-laws.

- (g) To enforce by legal means the provisions of Florida Statutes as they may apply, these Articles, the By-Laws, and the rules and regulations for the use of the Property, subject, however to the limitation regarding assessing lots owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth herein and/or in the By-Laws.
- (h) To contract for the management and maintenance of the Property and to authorize a management agent (who may be an affiliate of the Developer) to assist the Owners 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 maintenance, repair and replacement of the Common Elements with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by these articles, the bylaws and Florida Statutes, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association. The Association shall have and does hereby retain the right to manage and maintain the landscaping and irrigation on all lots of members in the Association.
- (i) To employ personnel to perform the services required for the proper operation of the Corporation.
- (j) To promulgate and enforce architectural standards by rule, regulation, or by-law as well as by issuance of an Architectural Standards Manual, and, to enforce, by any and all legal means available, any and all rights of use as well as any and all covenants and restrictions running with the land relative to the use and development of lots in BAY TREE CENTER. The Board of

Directors is hereby given full authority to create an Architectural Sub-Committee of the board, whether pursuant to the By-Laws or these articles, for the purpose of bringing full force and effect to this paragraph and the declarations.

- 5.3 **Association Property.** All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.
- 5.4 **Distribution of Income, Dissolution.** The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another nonprofit corporation or a public agency.
- 5.5 **Limitation.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the By-Laws and appropriate Florida Statutes.
- 5.6 **St. Johns River Water Management Coordination**
 - 5.61 **Surface Water and Storm Water Management.** The Association shall operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the St. Johns River Water Management District Permit no. 40-117-0365-ERP requirement and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.
 - 5.62 **Collection of Dues and Assessments for Storm water/Surface Water Management.** 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 system.
 - 5.63 **Use of Assessments for Storm water/Surface Water Management.** The assessments shall be used for the maintenance and repair of the surface water or storm water management systems including but not limited to work within retention areas, drainage structures and drainage easements.

5.64 Storm water/Surface Water Management in the Event of Dissolution. In the event of termination, dissolution or final liquidation of the Association, 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 by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE VI
Members

- 6.1 Membership.** Membership in the Association may only be issued or transferred to the record title owner(s) of lots in Baytree Center. Each lot owner shall be a member. Any member may own more than one lot. It is the desire of the incorporators of this association and the developer of the subdivision to actively promote and seek a wide variety of businesses and commercial activity in the center and to avoid as nearly as possible conflict and replication of existing business services in the subdivision. The developer shall be a member so long as there are unsold lots or lots returned to the developer.
- 6.2 Assignment.** The rights, titles, duties and responsibilities of a member in the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot for which that lot is held.
- 6.3 Voting.** On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each lot which vote shall be exercised in the manner provided by these Articles, the Declaration and the By-Laws. Any person or entity owning more than one lot shall be entitled to one vote for each lot owned.
- 6.4 Meetings.** The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.
- 6.5 Number of Lots:** The maximum number of lots and, therefore votes, that this company is authorized to have at any one time is 25 votes being the number

of lots in the subdivision. This provision may be amended, from time to time, if additional lots are added to the subdivision.

ARTICLE VII

TERM OF EXISTENCE

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

ARTICLE VIII

SUBSCRIBERS

The names and addresses of the subscribers to these Articles are as follows:

NAME

ADDRESS

BOBBY M. SHARP, TRUSTEE OF THE BOBBY M. SHARP TRUST

424 OAKHAVEN DRIVE, ALTAMONTE SPRINGS, FLORIDA 32701

JOHN W. CANAL, TRUSTEE OF THE JOHN W. CANAL TRUST

217 SOUTH CRYSTAL DRIVE, SANFORD, FLORIDA 32771

ARTICLE IX

OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association 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 By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:

BOBBY M SHARP

424 OAKHAVEN DRIVE

ALTAMONTE SPRINGS, FL 32701

Vice President:

JOHN W. CANAL

217 SOUTH CRYSTAL DRIVE

SANFORD, FLORIDA 32771

Secretary-TreasurerBETSY CANAL217 SOUTH CRYSTAL DRIVE
SANFORD, FLORIDA 32771

ARTICLE X

DIRECTORS

- 10.1 **Number and Qualification.** The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided in the By-Laws, but which shall consist of not less than three (3) directors. Directors must be members of the Association and owners of Lots in the development.
- 10.2 **Duties and Powers.** All of the duties and powers of the Association and these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Lot Owners when such approval is specifically required.
- 10.3 **Election; Removal.** 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 By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- 10.4 **Term of Developer's Directors.** The Developer of the property, WAYMONT DEVELOPMENT CORPORATION shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.
- 10.5 **First Directors.** The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

NAMEADDRESSBOBBY M SHARP424 OAKHAVEN DRIVEJOHN W. CANALALFAMONTE SPRINGS, FL 32701217 SOUTH CRYSTAL DRIVESANFORD, FLORIDA 32771BETSY CANAL217 SOUTH CRYSTAL DRIVESANFORD, FLORIDA 32771

ARTICLE XI

INDEMNIFICATION

- 11.1 **Indemnify.** 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, 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 him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he 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 he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be defined. 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 in which he 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 his conduct was unlawful.
- 11.2 **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 11.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actual and reasonably incurred by him in connection therewith.
- 11.3 **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, suit 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 ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article 11.

11.4 **Miscellaneous.** 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, 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.

11.5 **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 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.

11.6 **Amendment.** Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XII

BY-LAWS

12.0 The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws.

ARTICLE XIII

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

13.1 **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.

13.2 Adoption. A resolution for the adoption of a proposed amendment 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, providing the approval is delivered to the Secretary at or prior to the meeting. The approvals must be:

- (a) 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 66 2/3% of the entire Board of Directors; or
- (b) after control of the Association is turned over to Lot Owners other than the Developer, by not less than 80% of the votes of all of the members of the Association represented at a meeting at which a quorum has been attained; or
- (c) by not less than 100% of the entire Board of Directors.

13.3 Limitation. No amendment shall effect any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Sections 5.1, 5.3, 5.4 or 5.5 of Article V, entitled "Powers", without the approval in writing of all members and the joinder of all record owners of mortgages upon Lots. No amendment shall be made that is in conflict with Florida Statutes, the Declaration or the By-Laws, nor shall any amendment may 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 Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the amendment. No amendment to this paragraph 13.3 shall be effective.

13.4 The Developer may amend these Articles consistent with the provisions of the Declaration, these Articles and the By-Laws allowing certain amendments to be effected by the Developer alone.

13.5 Recording. A copy of each amendment of these Articles shall be filed with the Secretary of State

pursuant to the provisions of applicable Florida law.

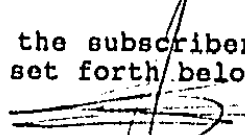
ARTICLE XIV

The initial street address of the Corporation's registered office is 3455 West Lake Mary Blvd, Lake Mary FL 32746. The initial registered agent for the Corporation at that address is BOBBY M. SHARP. The board of directors may move the registered office and change the registered agent from time to time as it deems appropriate.

ARTICLE XV

The name and address of the persons signing these articles as Incorporator is BOBBY M. SHARP, 424 Oakhaven Drive, Altamonte Springs, FL 32701 and JOHN W. CANAL, 240 South Crystal Drive, Sanford, Florida 32773.

IN WITNESS WHEREOF, the subscribers have affixed their signatures the days and years set forth below.


BOBBY M. SHARP

(SEAL)


JOHN W. CANAL

(SEAL)

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 02 day of March, 1996 by BOBBY M. SHARP and JOHN W. CANAL both of whom are personally known to me.


BRIAN R. LOE
Notary Public State of Florida
My Commission Expires: 02/11/97



OFFICIAL SEAL
BRIAN R. LOE
My Commission Expires
Feb. 11, 1997
Comm. No. CC 259220

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT WITHIN THIS STATE**

THE BAYTREE CENTER ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal place of business in Seminole County, Florida has named BOBBY M. SHARP as its agent to accept service of process within this state at a registered office address of 3455 Lake Mary Boulevard in Lake Mary, Florida 32746.

By: _____

10/22/96
DATED

ACKNOWLEDGMENT

Having been named to accept service of process for THE BAYTREE CENTER ASSOCIATION, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

By: _____

BOBBY M. SHARP

10/22/96
DATED

FILED
96 NOV 25 AM 9:05
SEAL OF THE STATE
TALLAHASSEE, FLORIDA