

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of WILLOWWOOD HOMEOWNERS' ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, filed on September 18, 1984, as shown by the records of this office.

The document number of this corporation is N05205.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-ninth day of May, 2013



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

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JLBjr
9/17/84

ARTICLES OF INCORPORATION

OF

WILLOWOOD HOMEOWNERS' ASSOCIATION, INC.
A Florida corporation Not For Profit

FILED
SEP 17 11 22 AM '84
CLERK OF COUNTY RECORDS
ORANGE COUNTY, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, as amended hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME AND ADDRESS

The name of the corporation shall be WILLOWOOD HOMEOWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the Association, and shall have as its mailing address, Post Office Box 1570, Winter Park, Florida 32790, or at such other place as the Board of Directors may designate at some future time.

ARTICLE II
PURPOSE

2.1 The purpose for which the Association is organized is to promote the recreation, health, safety and welfare of the residents within WILLOWOOD, more particularly described per the recorded Plat of WILLOWOOD, UNIT ONE, as per the plat recorded in Plat Book 13, Pages 145 and 146, Public Records of Orange County, Florida, and such additions thereto as may hereafter be brought within the jurisdiction of the Association in accordance with the terms and conditions of the Declaration of Covenants and Restrictions for WILLOWOOD, as recorded in Official Records Book 3513, Page 2137, Public Records of Orange County, Florida, (the "Original Declaration") and amendments and supplemental declarations (the "Supplemental Declarations") in accordance with the terms of the Original Declaration; all property subjected to the Original Declaration and any Supplemental Declaration is hereafter referred to as "The Properties".

2.2 The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members and the Association shall make no distributions of income to its Members, directors or officers.

ARTICLE III
POWERS

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

3.2 The Association shall have all of the powers and duties set forth in the Original Declaration, and any Supplemental Declarations as they may be amended from time to time, and all of the powers and duties reasonably necessary to operate and maintain The Properties, including but not limited to those set forth below.

3.3 The Association shall have the power to fix and levy assessments against The Properties, which assessments shall be used exclusively for the purpose of promoting the recreation, health, safety, and welfare of the residents of The Properties, and in particular for the improvement and maintenance of properties, services, and facilities devoted to the purpose and related to the use and enjoyment of the Common Properties, as defined in

the Original Declaration; and of the homes situated upon The Properties, including but not limited to:

- a. Payment of operating expenses of the Association;
- b. Lighting, improvement and beautification of access ways and easement areas;
- c. Maintenance, improvement and operation of any private streets or rights-of-way for the benefit of The Properties;
- d. Management, maintenance, improvement and beautification of parks, lakes, buffer strips, and recreation areas and facilities and all other Common Property, and improvements thereon, including maintenance of the street trees located on the entrance road leading into The Properties;
- e. Garbage collection and trash and rubbish removal, but only when and to the extent specifically authorized by the Association;
- f. Providing police protection, night watchmen, guard and gate services, but only when and to the extent specifically authorized by the Association;
- g. Repayment of deficits previously incurred by the Association, or in the name of the Association, if any, in making capital improvements to or upon the Common Property, and/or in furnishing the services and facilities provided herein to or for the Owners and the Members of the Association;
- h. Repayment of funds and interest thereon, which have been or may be borrowed by the Association for any of the aforesaid purposes; and
- i. Doing any other thing necessary or desirable, in the judgment of the Association, to keep The Properties neat and attractive or to preserve or enhance the value of The Properties, or to eliminate fire, health or safety hazards, or, which in the judgment of the Association, may be of general benefit to the Owners.

ARTICLE IV MEMBERSHIP

4.1 Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject, by covenants of record, to assessment by this Association, shall be a Member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of any obligation shall not be a Member. A builder or developer who in its normal course of business purchases a Lot for the purpose of constructing a Living Unit thereon for resale shall not become a Member of the Association so long as such builder or developer does not occupy the Living Unit as a residence. Only those persons who purchase a Lot and improvements thereon during or after completion of construction and the Developer shall be Members. If a builder does occupy the Living Unit and does pay the assessments required in Article VI of the Original Declaration or any Supplemental Declaration, whichever is applicable, he shall become a Member.

4.2 For the purpose of this Article, WILLOWWOOD DEVELOPMENT COMPANY, a Florida general partnership, hereinafter referred to as the "Developer," shall be considered the record Owner of a fee interest in and therefore a Member in regards to all unsold Lots and Living Units either developed or contemplated in the WillowWood Development Property.

4.3 The Developer shall also have the Voting Rights to all Lots owned by persons or entities not entitled to membership as herein defined.

ARTICLE V
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A Members shall be all those Owners as defined in Article IV hereof, with the exception of the Developer. Class A Members shall be entitled to one vote for each Living Unit in which they hold the interest required for membership by Article IV. When more than one person holds such interest or interests in any Living Unit, all such persons shall be Members, and the vote for such Living Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Living Unit.

Class B. Class B Member shall be the Developer. The Class B Member shall be entitled to four votes for each Lot in which it holds the interest required for membership by Article IV, and for each Lot contemplated to be developed in the Willowood Development Property, provided that the Class B membership shall cease and become converted to Class A membership when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership, at which time the Class B membership shall be determined to be a Class A membership and entitled to vote as such.

ARTICLE VI
DIRECTORS

5.1 The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) nor more than seven (7) Directors; provided, however, the Board shall consist of an odd number. The initial Board of Directors shall consist of three (3) Directors who shall hold office until the election of their successors as specified in the By-Laws.

5.2 The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or until their resignation or removal are as follows:

JEAN PIERRE CUENANT	180 Park Avenue North Suite 2-A Winter Park, Florida 32789
J. LINDSAY BULLER, JR.	180 Park Avenue North Suite 2-A Winter Park, Florida 32789
THOMAS F. USTLER	236 Pasadena Place Orlando, Florida 32803

ARTICLE VII
OFFICERS

The affairs of the Association shall be administered by the officers as designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: JEAN PIERRE CUENANT	180 Park Avenue North Suite 2-A Winter Park, FL 32789
Vice President: THOMAS P. USTLER	236 Pasadena Place Orlando, Florida 32803

Secretary and Treasurer:
J. LINDSEY BUILDER, JR.

180 Park Avenue North
Suite 2-A
Winter Park, Florida 32789

ARTICLE VIII
ADDITIONS TO PROPERTIES AND MEMBERSHIP

Additions to The Properties may be made only in accordance with the provisions of the Original Declaration and any Supplemental Declarations applicable to The Properties. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties, and membership of this Association to such additional properties. Where the applicable covenants require that certain additions be approved by this Association, such approval must have the assent of two-thirds (2/3) of the votes of each class of Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE IX
MERGERS AND CONSOLIDATIONS

Subject to the provisions of the Original Declaration and any Supplemental Declaration and to the extent permitted by law, the Association may participate in mergers and consolidations with other not for profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each class of Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE X
DEDICATION OF PROPERTIES OR
TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The Association shall have power to dispose of its real properties only as authorized under the Original Declaration and any recorded Supplemental Declaration applicable to said properties.

ARTICLE XI
INDEMNIFICATION

11.1 Subject to the conditions hereinafter set forth, the Association shall indemnify all of its Directors or officers or former Directors or officers or any person who may have served at its request as a Director or officer of any other corporation against reasonable expenses, including attorney's fees, settlement payments, judgments and fines actually incurred by them in connection with the defense of any action, suit or proceeding, or threat or claim of such action, suit or proceeding, or threat or claim of such action, suit or proceeding, no matter by whom brought or in any appeal in which they or any of them are made parties or a party by reason of being or having been a Director or officer of the Association or of such other corporation except in relation to matters as to which any such Director or officer shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. Notwithstanding anything herein to the contrary, Directors or officers shall not be entitled to indemnification for any settlement payment unless such settlement payment be approved in advance by non-interested Directors.

11.2 Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested Directors upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it shall ultimately be determined

that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

11.3 The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Association, or is or was serving at the request of the Association as a Director or officer of another corporation, 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 these Articles of Incorporation.

ARTICLE XII
BY-LAWS

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 by the By-Laws.

ARTICLE XIII
AMENDMENTS

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

13.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

13.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by seventy-five percent (75%) of the Members of the Association. Directors and Members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. A resolution adopting a proposed amendment must bear the approval of not less than a majority of the Board of Directors and by the affirmative vote of not less than seventy-five percent (75%) of the membership votes of the Association counted in the manner set forth in Article V above. A certification of the Secretary of the Association shall be sufficient proof of the requisite approval.

13.3 In the alternative, an amendment may be made by an agreement signed and acknowledged by all Members of the Association, in the manner required for the execution of Deeds.

13.4 No amendment shall make any changes in, or be effective to impair or dilute any rights of Members that are governed by the Original Declaration or any Supplemental Declaration as, for example, qualification for membership and voting rights or Members, which are part of the property interests created thereby.

ARTICLE XIV
DURATION

The term of the Association shall be perpetual, unless otherwise sooner terminated.

ARTICLE XV
SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows:

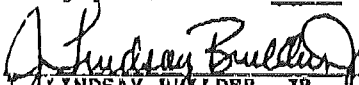
J. LINDSAY BUILDER, JR.

180 Park Avenue North
Suite 2-A
Winter Park, FL 32789

ARTICLE XVI
INITIAL REGISTERED OFFICE ADDRESS AND
NAME OF REGISTERED AGENT

The initial registered office of the Association shall be at 180 Park Avenue North, Suite 2-A, Winter Park, Florida 32789. The initial registered agent of the Association at that address is J. Lindsay Builder, Jr.

IN WITNESS WHEREOF, the subscriber and the initial registered agent has hereunto affixed his signature on the 17th day of September, 1984.

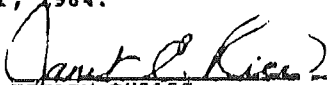


J. LINDSAY BUILDER, JR.
Subscriber and Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, on this day personally appeared J. LINDSAY BUILDER, JR., who being duly sworn, acknowledged the execution of the foregoing Articles of Incorporation of WILLOWWOOD HOMEOWNERS' ASSOCIATION, INC., as the subscriber and registered agent for the purposes expressed in such Articles.

WITNESS my hand and official seal in the County and State named above, this 17th day of September, 1984.



NOTARY PUBLIC
My Commission Expires:
Notary Public, State of Florida
My Commission Expires March 22, 1988
Based on the True and Correct Copy

FILED
SEP 19 11 22 AM '84
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT FOR
THE SERVICE OF PROCESS WITHIN THIS STATE

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

WILLOWOOD HOMEOWNERS' ASSOCIATION, INC., desiring to organize as a corporation not for profit under the laws of the State of Florida with its registered office at 180 Park Avenue North, Suite 2-A, Winter Park, Florida 32789, has named J. Lindsay Builder, Jr. located at the above registered office as its Registered Agent 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 agree to act in this capacity, and further agree to comply with the provisions of said Act relative to keeping open said office.

By: J. Lindsay Builder, Jr.
Registered Agent

Date: September 17, 1984

FILED
SEP 18 11 22 AM '84
TALLAHASSEE, FLORIDA