

**ARTICLES OF INCORPORATION**  
**OF**  
**WINTER HILL HOMEOWNERS ASSOCIATION, INC.**

FILED  
91 FEB -7 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Section 617, Florida Statutes, the undersigned, all of whom are residents of the State of, Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation, not for profit, and do hereby certify:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation is Winter Hill Homeowners Association, Inc. (hereafter called the "Association").

**ARTICLE II**

**PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal office of the Association is located at 1311 S. Vineland Road, Winter Garden, Florida.

**ARTICLE III**

**REGISTERED OFFICE AND REGISTERED AGENT**

A.G.C. Co., whose address is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801, is hereby appointed the initial registered agent of this Association.

#### ARTICLE IV

##### PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

See attached Exhibit "A"

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants and Restrictions, for Winter Hill recorded in Official Records Book 4215, Page 1769 of the Public Records of Orange County, Florida as the same may be amended from time to time as therein provided, (hereinafter called the "Declaration"), said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other 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;

(c) 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;

(d) Borrow money, and with the assent of two-thirds (2/3rds) 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;

(e) 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 (2/3rds) of each class of Members, agreeing to such dedication, sale or transfer;

(f) 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, consolidation or annexation shall have the assent of two-thirds (2/3rds) of each class of Members;

(g) Have and exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Florida by law may now or hereafter have or exercise.

#### ARTICLE V

#### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest of any Lot which is subject to the Declaration and to assessment by the Association, 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 separated from ownership of any Lot which is subject to assessment by the Association.

**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 Declarant, 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 Lot 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 member(s) shall be the Developer or Builder (as defined in the Declaration), 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 either 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 August 1, 1994.

## ARTICLE VII

### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Neal W. Harris	1311 S. Vineland Road Winter Garden, Florida 34787
Joseph H. Staley, III	1311 S. Vineland Road Winter Garden, FL 34787
Neal W. Harris, Jr.	1311 S. Vineland Road Winter Garden, FL 34787

At the first annual meeting the Members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the Members shall elect three directors for a term of three years.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of

Directors, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve. The following named persons shall serve as officers until the first election of officers is conducted by the Board of Directors:

<u>President:</u>	Neal W. Harris
<u>Vice-President:</u>	Joseph H. Staley, III
<u>Secretary:</u>	Neal W. Harris, Jr.
<u>Treasurer:</u>	Neal W. Harris, Jr.

#### ARTICLE IX

##### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) of each class of Members. 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. In the event that such dedication is refused

acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

#### ARTICLE X

##### DURATION

Corporate existence shall commence upon the date of filing of these Articles of Incorporation with the Secretary of the State of Florida. The corporation shall exist perpetually.

#### ARTICLE XI

##### INCORPORATOR

The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Neal W. Harris	1311 S. Vineland Road Winter Garden, Florida 34787
Joseph H. Staley, III	1311 S. Vineland Road Winter Garden, Florida 34787
Neal W. Harris, Jr.	1311 S. Vineland Road Winter Garden, Florida 34787



**ARTICLE XII**

**AMENDMENTS**

Amendment of this Articles shall require the assent of seventy-five percent (75%) of the entire membership.

**ARTICLE XIII**

**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, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 5<sup>th</sup> day of February, 1991.

  
\_\_\_\_\_  
Neal W. Harris

Joseph H. Staley, III  
Joseph H. Staley, III

Neal W. Harris, Jr.  
Neal W. Harris, Jr.

STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF Orange    )

I HEREBY CERTIFY that on this 5th day of February, 1991, before me the undersigned authority, personally appeared Neal W. Harris, known to me to be the persons who executed the foregoing Articles of Incorporation and acknowledged the execution of such instrument for the uses and purposes therein expressed.

WITNESS my hand and official seal at Orlando, in the County of Orange, State of Florida, this 5th day of February, 1991.

Elizabeth J. Starn  
Notary Public  
My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES FEBRUARY 11, 1992  
BONDED THRU NOTARY PUBLIC CREDIT UNION

STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF Orange    )

I HEREBY CERTIFY that on this 5th day of February, 1991, before me the undersigned authority, personally appeared Joseph H. Staley, III, known to me to be the persons who executed the foregoing Articles of Incorporation and acknowledged the execution of such instrument for the uses and purposes therein expressed.

WITNESS my hand and official seal at Orlando, in the County of Orange, State of Florida, this 5<sup>th</sup> day of February, 1991.

Elizabeth A. Brown

Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES: FEB. 11, 1991.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF Orange       )

I HEREBY CERTIFY that on this 5<sup>th</sup> day of February, 1991, before me the undersigned authority, personally appeared Neal W. Harris, Jr., known to me to be the persons who executed the foregoing Articles of Incorporation and acknowledged the execution of such instrument for the uses and purposes therein expressed.

WITNESS my hand and official seal at Orlando, in the County of Orange, State of Florida, this 5<sup>th</sup> day of February, 1991.

Elizabeth A. Brown

Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES: FEB. 11, 1991.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida General Corporation Act, the following is submitted, in compliance with said statute:


That Winter Hill Homeowners Association, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with §607.325, Florida Statutes.

A.G.C. CO.

By:

  
G. Thomas Ball  
Vice President

DATED:

7.26.1991

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST AMERICAN TITLE INSURANCE COMPANY

EXHIBIT "A"

A portion of Lots 3, 4, 5 and 6 and land West of Lots 5 and 6 to the  $\frac{1}{2}$  Section line (less the West 200.00 feet thereof and less roads rights-of-way) as shown on the Plat of LAKE SHERWOOD GROVES, as recorded in Plat Book H, Page 15 of the Public Records of Orange County, Florida, more particularly described as follows:

Commence at the East  $\frac{1}{2}$  corner of Section 27, Township 22 South, Range 28 East, thence run S 89 33'16" W along the South line of the Northeast  $\frac{1}{2}$  of said Section 27 for a distance of 15.00 feet to the Northeast corner of Lot 4, LAKE SHERWOOD GROVES, as recorded in Plat Book H, Page 15, of the Public Records of Orange County, Florida and the Point of Beginning; thence run S 00 10'48" E along the East line of said Lot 4, said East line being 15.00 feet West of and parallel with the East line of the Southeast  $\frac{1}{2}$  of said Section 27 for a distance of 1329.85 feet to the South line of the Northeast  $\frac{1}{2}$  of the Southeast  $\frac{1}{2}$  of said Section 27 and the southeast corner of said Lot 4; thence run S 89 50'48" W along said South line of the Northeast  $\frac{1}{2}$  of the Southeast  $\frac{1}{2}$  and the South line of said Lot 4 for a distance of 5.08 feet to the North right-of-way line of Old Winter Garden Road (66 foot right-of-way); thence run N 82 33'49" W along said North right-of-way line for a distance of 88.92 feet to the point of curvature of a curve concave Southwesterly having a radius of 1942.86 feet; thence run Northwesterly along the arc of said curve and said North Right-of-Way line through a central angle of 07 35'23" for a distance of 257.36 feet; thence run S 89 50'48" W along said North Right-of-Way line for a distance of 295.53 feet; thence leaving said North Right-of-Way line run N 00 04'09" W along the East line of COUNTRY GROVE, as recorded in Plat Book 15, of the Public Records of Orange County, Florida for a distance of 1297.49 feet; thence run S 89 33'52" W along the North line of said COUNTRY GROVE for a distance of 663.08 feet; thence run N 00 01'32" E along the East line of JOSLIN GROVE PARK, as recorded in Plat Book O, Page 86, of said Public Records for a distance of 22.92 feet; thence run S 89 49'58" W along the North line of said JOSLIN GROVE PARK for a distance of 669.47 feet; thence run S 00 04'53" E along the West line of said JOSLIN GROVE PARK for a distance of 25.98 feet; thence run S 89 33'16" W along said South line of the Northeast  $\frac{1}{2}$  of said Section 27 for a distance of 463.46 feet; thence run N 00 02'53" W along a line lying 200.00 feet East of and parallel with the West line of said Northeast  $\frac{1}{2}$  of Section 27 for a distance of 663.07 feet; thence run N 89 36'43" E along the North line and the Westerly projection of Lot 6 of said LAKE SHERWOOD GROVES for a distance of 2439.92 feet to the Northeast corner of said Lot 6; thence run S 00 02'54" W along the East line of Lots 5 and 6 of said LAKE SHERWOOD GROVES, said East line being 15.00 feet West of and parallel with the East line of said Northeast  $\frac{1}{2}$  of Section 27 for a distance of 660.63 feet to the Point of Beginning.

All other matters remain in full force and effect.