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October 26, 1994

Florida Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
DIVISION OF CORPORATIONS
OCT 27 1994

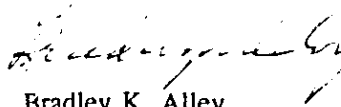
Re: Silver Pines Pointe Home Owners Association, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporation. Our check in the amount of \$122.50 is also enclosed for filing these Articles of Incorporation.

Please contact me if you have questions.

Sincerely,


Bradley K. Alley

BKA:mb
Enclosure

NANCY HENDRICKS MAR 14 1995

ARTICLES OF INCORPORATION

OF

SILVER PINES POINTE HOMEOWNERS ASSOCIATION, INC.,

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, incorporator, has executed, adopted and caused to be delivered for filing these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is SILVER PINES POINTE HOME OWNERS ASSOCIATION, INC., (hereinafter called the "Association").

ARTICLE II

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is c/o Housing and Neighborhood Development Services of Central Florida, Inc., 2211 East Hillcrest Street, Orlando, Florida 32803.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

F & L Corp whose address is The Greenleaf Building, Third Floor, 220 Laura Street, Jacksonville, Florida 32201-0240 is hereby appointed the initial registered agent of this Association.

ARTICLE IV

DEFINITIONS

Unless otherwise provided herein to the contrary, all terms and words utilized herein shall be as defined in that certain Declaration of Covenants, Conditions and Restrictions for Silver Pines Pointe Homeowners Association, Inc., City of Orlando, Orange County, Florida as recorded in the Public Records of Orange County, Florida, at Official Records Book 4837,

Pages 4968-4994, as it may from time to time be amended as provided therein (hereinafter called the "Declaration"), said Declaration being incorporated herein as if set forth at length.

ARTICLE V

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 in the Exhibit "A" attached hereto, hereinafter referred to as the "Properties" 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:

1. 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, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded in the Public Records of Orange County, Florida at Official Records Book 4837, pages 4968-4994, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
2. 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;
3. 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;
4. borrow money, and with the approval of two-thirds (2/3) vote 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;
5. 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 approved by a two-thirds (2/3) vote of each class of Members, agreeing to such dedication, sale or transfer;
6. participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall be approved by a two-thirds (2/3) vote of each class of Members, unless provided otherwise in the Declaration; and

7. have and to exercise any and all powers, rights and privileges which a corporation organized under the Not-For-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

Any person or entity who is a record owner of a fee or undivided fee interest of any lot which is subject by covenants of record 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. The manner of admission to membership in the Association, together with other provisions pertaining thereto, shall be as more particularly described in the By-Laws of the Association and/or the Declaration.

ARTICLE VII

MEETING OF MEMBERS: QUORUM REQUIREMENTS

The presence at any meeting of Members entitled to cast, or of proxies entitled to cast, thirty percent (30%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, the Declaration, or the By-Laws.

ARTICLE VIII

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 (1) 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 Declarant (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 December 29, 2004.
- (c) when Declarant, in its sole discretion, elect to transfer control to the Class A members.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of this Association shall be managed and administered by a Board of no less than three (3), no more than seven (7) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws 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>
LISA FISHER	Housing and Neighborhood Development Services of Central Florida, Inc. 2211 East Hillcrest Street Orlando, Florida 32803
CHRIS PETERSON	Heath-Peterson Construction Corporation 1115 East Livingston Street Orlando, Florida 32802
EVETT FRANCIS	Housing and Neighborhood Development Services of Central Florida, Inc. 2211 East Hillcrest Street Orlando, Florida 32803

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

ARTICLE X

OFFICERS

The day-to-day affairs of the Association shall be managed, subject to the direction and authority of the Board of Directors, by a President, Vice President, Secretary and Treasurer and such other officers as permitted by the By-Laws. The names and addresses of those persons who shall act as officers of the corporation until the Board of Directors' first annual organizational meeting and until their successors are duly elected and qualified as officers pursuant to the By-Laws are as follows:

<u>NAME</u>	<u>ADDRESS</u>
President: LISA FISHER	Housing and Neighborhood Development Services of Central Florida, Inc. 2211 East Hillcrest Street Orlando, Florida 32803
Vice President: CHRIS PETERSON	Heath-Peterson Construction Corporation 1115 East Livingston Street Orlando, Florida 32802
Secretary: EVETT FRANCIS	Housing and Neighborhood Development Services of Central Florida, Inc. 2211 East Hillcrest Street Orlando, Florida 32803
Treasurer: EVETT FRANCIS	Housing and Neighborhood Development Services of Central Florida, Inc. 2211 East Hillcrest Street Orlando, Florida 32803

ARTICLE XI

DISSOLUTION

The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3) 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 XII

DURATION

The corporation shall exist perpetually.

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the approval of at least two-thirds (2/3) of the votes of the entire membership. Amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a special Meeting of the Membership duly called for that purpose, or at an annual meeting of the Membership; provided, however, the foregoing requirement as to a meeting of the Membership shall not be construed to prevent the Members from waiving notice of a meeting; provided further, if Members (and/or persons holding valid proxies) with not less than two-thirds (2/3) of the votes of the entire Membership sign a written consent manifesting their intent that an Amendment to these Articles be adopted, then such Amendment shall thereby adopted as though proposed by the Board and voted on at a meeting of the Membership as hereinabove provided.

ARTICLE XIV

BY-LAWS

The By-Laws of this Association shall be initially adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of a quorum of all Members voting in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B Membership.

ARTICLE XV

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 Veterans Administration: annexation of additional properties; mergers and consolidations; mortgaging of Common Area; dedicated of Common Area; dissolution; and amendment of these Articles.

ARTICLE XVI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section A. The Association shall defend, indemnify and hold harmless any person of the Association who is made a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, committee member, employee or agent of the Association:

(a) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit, or proceeding (other than one by or in the right of the Association), if he acted in good faith, and, with respect to any criminal action or proceedings, he had no reasonable cause to believe his conduct was unlawful; and

(b) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

Section B. 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, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

Section C. Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Association.

Section D. Any indemnification under Section A (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer, committee member, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section A. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (2) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority vote of Members of the Association.

Section E. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an

undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

Section E. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors, officers, committee members, employees, or agents may be entitled under the Association's By-Laws, agreement, vote of Members or disinterested directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section G. Notwithstanding the foregoing provisions, indemnification provided under this Article shall not include indemnification for any action of a director, officer, committee member, agent or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

Section H. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, committee member, agent or employee of the Association in any of his capacities as described in Section A, whether or not the Association would have the power to indemnify him or her under this Article.

Section I. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE XVII

INCORPORATOR(S)

The name and street address of the sole incorporator(s) to these Articles of Incorporation is as follows:

Bradley K. Alley
c/o Foley & Lardner
111 North Orange Avenue, Suite 1800
Orlando, Florida 32802-2193

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 12 day of March, 1995

Bradley K. Alley
BRADLEY K. ALLEY, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

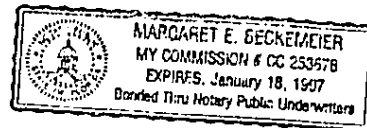
I HEREBY CERTIFY that on this day, before me, in the State and County aforesaid, to take acknowledgements, personally appeared before me BRADLEY K. ALLEY, sole incorporator of Silver Pines Pointe Homeowners Association, Inc., who [] is personally known to me, or [] who produced _____ as identification, and who acknowledged that he executed the foregoing instrument freely and voluntarily for the uses and purposes expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of March, 1995.

Margaret E. Beckmeier
Signature of Notary

Printed Notary Name: Margaret E. Beckmeier

My Commission Expires:



**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, a Wisconsin corporation qualified to do business in the State of Florida, having been named in Article III of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED this 13th day of March, 1995.

REGISTERED AGENT:

F & L CORP.,
a Wisconsin corporation

By: _____
John A. Sanders, Agent

Exhibit "A"

Silver Pines Pointe, Phase I as recorded in Plat Book 34, Pages 6 and 7, Public Records of Orange County, Florida.

F & L CORP.

Consent of Sole Shareholder

The following resolution is hereby adopted by the undersigned, being the sole shareholder of F & L Corp., a Wisconsin corporation ("Corporation").

RESOLVED, that the following partners of Foley & Lardner are hereby authorized to execute and deliver on behalf of the Corporation all such documents as may be required in connection with the Corporation's serving as registered agent for domestic and foreign corporations and limited partnerships in the State of Florida:

Bernard S. Kubale
Michael W. Grebe
Joseph W. Jacobs
William D. King
Mitchell W. Legler
Robert P. Marschall
David M. Rieth
John A. Sanders
Egerton K. van den Berg
Harry L. Wallace

Dated: June 1, 1993.

FOLEY & LARDNER

By.

Harry L. Wallace
Harry L. Wallace,
Administrative Partner