



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 24, 2012

THE MANORS AT BUTLER BAY HOMEOWNERS ASSOCIATION
PO BOX 1167
WINDERMERE, FL 34786

Pursuant to your recent inquiry, we are enclosing the certification you requested.

Should you have any questions regarding this matter you may contact our office at
(850) 245-6053.

Gail F Peacock
Certification

Letter No. 212A00026171

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of THE MANORS AT BUTLER BAY ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is N18752.



CR2EO22 (1-11)

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-fourth day of October, 2012

Ken Detzner

Ken Detzner
Secretary of State

ARTICLES OF INCORPORATION
OF
THE MANORS AT BUTLER BAY ASSOCIATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of Florida in accordance with the provisions of Chapter 617, Florida Statutes, and further adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is THE MANORS AT BUTLER BAY ASSOCIATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The place in this State where the principal office of this corporation is to be located is 370 Whooping Loop, Suite 1196, Altamonte Springs, Florida 32701, but the corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE III

PURPOSE

The corporation is organized as a corporation not-for-profit under the laws of Florida to provide an entity responsible for the operation and administration of THE MANORS AT BUTLER BAY ASSOCIATION, INC., a homeowners' association situated in Orange County, Florida; and to perform the acts and duties incident to the operations and management of the homeowners' association in accordance with the provisions of these Articles of Incorporation and the Bylaws of the Association which will be adopted; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the land, the improvements and such other property, real and personal, as may become part of the Association to the extent necessary or convenient for the

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administration of the Association. The Association shall be conducted as a nonprofit organization for the benefit of its members.

ARTICLE IV

TERMS OF EXISTENCE

This corporation shall commence as of the date of filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE V

MEMBERSHIP

The membership of this corporation shall exist of all persons who are owners of property within THE MANORS AT BUTLER BAY Subdivision. Such membership shall automatically terminate when a person is no longer the owner of a piece of property. Membership in this corporation shall be limited to such property owners. Subject to the foregoing, admission to and termination of membership shall be governed by the Bylaws of this corporation.

ARTICLE VI

SUBSCRIBERS

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

LARRY W. TOLER	370 Whooping Loop Suite 1196 Altamonte Springs, Florida 32701
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ARTICLE VII

POWERS

The Association shall have all of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this corporation is chartered, and all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including but not limited to the power, authority, and right to:

A. Make and establish reasonable rules and regulations governing use of the property, common elements and limited common

elements in and of the Association, as such terms will be defined in the Bylaws.

B. Levy and collect assessments against members of the Association to defray the common expenses of the Association, as will be provided in the Bylaws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Association property, including property which may be necessary or convenient in the operation and management of the Association and in accomplishing the purposes set forth in these Articles and Bylaws.

C. Maintain, repair, replace, operate and manage the Association property, including the right to reconstruct improvements after casualty and to further improve and add to the Association property.

D. Contract for the management of the Association and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Bylaws.

E. Enforce the provisions of these Articles of Incorporation, the Bylaws and all rules and regulations governing use of the Association which may hereafter be established.

F. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association.

ARTICLE VIII

BOARD OF DIRECTORS AND OFFICERS

The affairs of this corporation shall be managed by a Board of Directors and the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. The Directors shall be elected at the annual meeting of the members for a term of one year or until their successors shall be elected and shall qualify, and

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the officers shall be elected at the annual meeting of the Board of Directors. The Board of Directors of this corporation shall consist of not less than three members nor more than the number specified in the Bylaws. The number and terms of directors and the provisions for their election, and the provisions respecting the removal, disqualification and resignation of directors and for filling vacancies on the Board of Directors shall be established by the Bylaws.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The following persons shall constitute the initial Board of Directors and shall serve until the first election of the Board of Directors at the first regular meeting of the membership:

Director	THOMAS G. JONES	370 Whooping Loop Suite 1196 Altamonte Springs, FL 32701
Director	BERNICE M. PASCHON	370 Whooping Loop Suite 1196 Altamonte Springs, FL 32701
Director	LARRY W. TOLER	370 Whooping Loop Suite 1196 Altamonte Springs, FL 32701

ARTICLE X

INITIAL OFFICERS

The names of the officers who shall manage the affairs of this corporation until the first election of officers, pursuant to the Bylaws, shall be as follows:

President:	Thomas G. Jones
Vice-President:	Larry W. Toler
Secretary/Treasurer:	Bernice M. Paschon

ARTICLE XI

REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of this corporation shall be Larry W. Toler. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 370 Whooping Loop, Suite 1196, Altamonte Springs, Florida 32701.

ARTICLE XII

INDEMNIFICATION

Every director and officer of the Association shall be indemnified by the Association to the full extent allowed by law, including, without limitation, indemnification against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement thereof 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 cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The forgoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XIII

LIMITATIONS

This corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the corporation and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the Bylaws. There shall be no dividends paid to any of the members, nor shall any part of the income of the corporation be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied in the manner provided for in the Bylaws. The corporation may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformity with its purpose, and upon dissolution or final liquidation may make distribution to its members as is permitted by the Court having

jurisdiction thereof, and no such payments, benefit or distribution shall be deemed to be a dividend or distribution of income.

ARTICLE XIV

BYLAWS

The Bylaws of this corporation shall be adopted by the first Board of Directors. The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors or the members of the corporation at any duly called meeting of the members in the manner provided by the Bylaws.

ARTICLE XV

AMENDMENTS

Proposals for the alteration, amendment or rescission of these Articles of Incorporation which do not conflict with the applicable law may be made by a majority of the Board of Directors or a majority of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission, shall be in writing, filed by the Board of Directors or a majority of the members and delivered to the President, who shall thereupon call a special meeting of the corporation not less than ten (10) days nor later than sixty (60) days from receipt of the proposed Amendment, the notice for which shall be given in the manner provided in the Bylaws. An affirmative vote of seventy-five percent (75%) of all qualified votes of the members of the corporation shall be required for the requested alteration, amendment or rescission.

ARTICLE XVI

DISSOLUTION

In the event of the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute all assets of the corporation exclusively to such charitable, educational, religious or scientific entities as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section

of any future United States Internal Revenue Law) and shall be selected by the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal this 7th day of Jan., 1987, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

Witnesses:

Eleanor L Bone
Mitsuko Lapp

Larry W. Tolter
LARRY W. TOLER

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing Articles of Incorporation were acknowledged before me this 7th day of January, 1987.

Eleanor L Bone
Notary Public

My Commission Expires:

Notary Public, State Of Florida At Large
My Commission Expires Sept. 27, 1988
General By SAIC Insurance Company of America

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

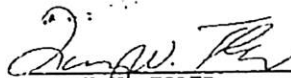
THE MANORS AT BUTLER BAY ASSOCIATION, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That THE MANORS AT BUTLER BAY ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Altamonte Springs, County of Seminole, Florida, has named Larry W. Toler, located at 370 Whooping Loop, Suite 1196, City of Altamonte Springs, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above 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.


LARRY W. TOLER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA