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**ARTICLES OF INCORPORATION
OF
BAYTREE VILLAS HOMEOWNERS ASSOCIATION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT**

In compliance with the requirements of Chapter 617, Florida Statutes, as amended, the undersigned, 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

The name of the corporation is BAYTREE VILLAS HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II

ADDRESS

The principal office of the Association is located at 440 Fox Run Boulevard, Tavares, Florida.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members hereof, and the specific purpose for which it is formed is to provide for maintenance, preservation and architectural control of the residential lots, dwellings and Common Areas within that certain tract of property described as BAYTREE on Exhibit "A" attached hereto to enforce the "Declaration of Covenants, Conditions and Restrictions", and to promote the health, safety and welfare of the residents within the above described property and for these purposes 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 Protective Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded, or to be recorded, in the Office of the Clerk of the Circuit Court, Lake County, Florida, 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;
- B. Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incidental to the conduct of 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 (2/3) 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 (2/3) 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 areas, provided that any such merger, consolidation, or annexation not specifically authorized in the Declaration shall have the assent of two-thirds (2/3) of each Class of members;
- G. 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 may now or hereafter have or exercise;
- H. Convey the property consisting of the Surface Water Management System to the Board of County Commissioners of Lake County upon the dissolution of the Association. If the Board of County Commissioners of Lake County will not accept the Surface Water Management System, the property consisting of the Surface Water Management System shall be conveyed to a similar not for profit corporation.

ARTICLE IV

MEMBERSHIP

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 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. Membership is appurtenant to and inseparable from Ownership of the Lot.

ARTICLE V

VOTING RIGHTS

The Association shall have three classes of voting membership as follows:

- A. THE CLASS "A" MEMBERS shall be all Owners of residences or dwelling units which have been constructed and conveyed to such Owners and shall be entitled to one (1) vote for each Residential Unit owned. When more than one (1) person holds an interest in any Residential Unit, all such Persons shall be members. The vote for such Residential Unit shall be exercised as the multiple owners may determine, but in no event shall more than (1) vote be cast with respect to any one Residential Unit;
- B. THE CLASS "B" MEMBER shall be the Developer (as defined in the Declaration) and shall be entitled to three (3) votes for each subdivision lot owned and three (3) votes for each dwelling unit available to be constructed upon vacant unsubdivided parcels owned. The Class "B" Membership shall cease and be converted to Class "A" Membership upon the happening of either of the following events, whichever shall first occur:
- (1) When the total number of votes outstanding in the Class "A" Membership equals the total number of votes outstanding in the Class "B" membership; or
 - (2) Upon expiration of ten (10) years from and after the date of closing on the sale of the first subdivision lot by the Developer;

ARTICLE VI

DIRECTORS

A. The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than five (5) directors. After the Developer elects to divest control of the Association, directors must be members of the Association.

B. Directors of the Association shall be elected at the annual meeting of the membership in the manner described in the Bylaws. Directors may be removed and vacancies on the Board of Directors filled as provided in the Bylaws.

C. The first election of directors shall not be held until thirty (30) days after the Developer has closed the sales of eighty (80%) percent of the Lots contemplated by the General Plan of Development of BAYTREE or ten (10) years after the Developer has closed the sale of the first Lot in BAYTREE, PHASE 1, or until the Developer elects to terminate its control of the Association, whichever shall first occur. The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

D. 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 removed, are as follows:

HAROLD F. HOLLAND
440 Fox Run Boulevard
Tavares, Florida 32778

MICHAEL D. HOLLAND
440 Fox Run Boulevard
Tavares, Florida 32778

LAURA E. HOLLAND
440 Fox Run Boulevard
Tavares, Florida 32778

ARTICLE VII

OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Bylaws. 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 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:

HAROLD F. HOLLAND
440 Fox Run Boulevard
Tavares, FL 32778

PRESIDENT

MICHAEL D. HOLLAND
440 Fox Run Boulevard
Tavares, FL 32778

VICE PRESIDENT

LAURA E. HOLLAND
440 Fox Run Boulevard
Tavares, FL 32778

SECRETARY/TREASURER

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent 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 incidental 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval on dissolution pursuant to Section 617.05, Florida Statutes.

ARTICLE IX

BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

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

- A. 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.

- B. A resolution approving a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Members present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, approval of a proposed amendment must be by not less than two-thirds (2/3) vote of the Lot owners.
- C. Provided, however, that no amendment shall make any changes in the qualifications of membership nor the voting rights of members without approval in writing by all members, and joinder of all record owners or mortgages upon the Residential Units. No amendment shall be made that is in conflict with the Declaration of Protective Covenants, Conditions, and Restrictions for BAYTREE, or the laws of the State of Florida.

ARTICLE XII

INCORPORATORS

The names and addresses of the incorporators of these Articles of Incorporation are as follows:

HAROLD F. HOLLAND
440 Fox Run Boulevard
Tavares, FL 32778

ARTICLE XIII

REGISTERED AGENT

HAROLD F. HOLLAND, whose address is 440 Fox Run Boulevard, Tavares, Florida, is hereby appointed as the initial registered agent of this Association.

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 the 22 day of February, 1990.

UNITED PARTNERS GROUP, LTD., a
Florida Limited Partnership

BY: Harold Holland
HAROLD HOLLAND, as President
of Harold Holland Development,
Inc., a General Partner

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared HAROLD HOLLAND, as President of Harold Holland Development, Inc., a General Partner of UNITED PARTNERS GROUP, LTD., a Florida Limited Partnership, who, after being duly sworn, acknowledged before me that they executed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 22 day of
February, 1990.

Kathy P. Allen
NOTARY PUBLIC

My Commission Expires: 12/31/91

**CERTIFICATE DESIGNATING A REGISTERED
OFFICE AND A REGISTERED AGENT FOR THE SERVICE
OF PROCESS WITHIN THIS STATE**

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

BAYTREE VILLAS HOMEOWNERS ASSOCIATION, INC., a Florida Corporation Not For Profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 440 Fox Run Boulevard, Tavares, Florida, has named HAROLD F. HOLLAND as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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



HAROLD F. HOLLAND

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1990 FEB 26 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

A PART OF SECTION 25, TOWNSHIP 19 SOUTH, RANGE 25 EAST, AND A PART OF SECTION 30, TOWNSHIP 19 SOUTH, RANGE 26 EAST, IN LAKE COUNTY, FLORIDA, DESCRIBED AS FOLLOWS:

FROM THE NORTHEAST CORNER OF THE S.E. 1/4 OF SAID SECTION 25, RUN S.0°30'00"W. ALONG THE EAST LINE OF THE S.E. 1/4 OF SAID SECTION 25 A DISTANCE OF 250.00 FEET; THENCE N.89°36'40"W., 76.36 FEET; THENCE S.0°23'20"W., 90.00 FEET; THENCE N.33°14'57"W., 90.00 FEET; THENCE S.56°45'03"W., 170.00 FEET; THENCE S.33°14'57"E., 90.00 FEET; THENCE S.82°38'24"W., 90.00 FEET; THENCE S.07°21'36"E., 340.00 FEET; THENCE N.58°54'31"W., 5.30 FEET; THENCE S.31°05'29"W., 850.00 FEET TO THE POINT OF BEGINNING OF THIS DESCRIPTION; FROM SAID P.O.B. RUN S.58°54'31"E., 130.00 FEET; THENCE N.31°05'29"E., 12.70 FEET TO THE BEGINNING OF A CURVE CONCAVED WESTERLY AND HAVING A RADIUS OF 25.00 FEET; THENCE NORTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 70°31'44" A DISTANCE OF 30.77 FEET TO THE END OF SAID CURVE AND THE BEGINNING OF A CURVE CONCAVED SOUTHERLY AND HAVING A RADIUS OF 60.00 FEET; THENCE ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 250°31'44" A DISTANCE OF 218.63 FEET TO THE END OF SAID CURVE; THENCE S.58°54'31"E., 130.00 FEET; THENCE N.31°05'29"E., 178.39 FEET; THENCE S.58°54'31"E., 110.00 FEET; THENCE S.67°26'51"E., 42.41 FEET TO A POINT ON A CURVE CONCAVED EASTERLY AND HAVING A RADIAL BEARING OF N.67°26'51"W. AND A RADIUS OF 175.00 FEET; THENCE NORTHERLY AND EASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 08°32'20" A DISTANCE OF 26.08 FEET TO THE END OF SAID CURVE AND THE BEGINNING OF A CURVE CONCAVED WESTERLY AND HAVING A RADIUS OF 25.00 FEET; THENCE NORTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 70°31'44" A DISTANCE OF 30.77 FEET TO THE END OF SAID CURVE AND THE BEGINNING OF A CURVE CONCAVED SOUTHERLY AND HAVING A RADIUS OF 60.00 FEET; THENCE ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 250°31'44" A DISTANCE OF 218.63 FEET TO THE END OF SAID CURVE; THENCE S.31°05'29"W., 30.55 FEET; THENCE S.58°54'31"E., 130.00 FEET; THENCE S.10°23'24"W., 170.00 FEET; THENCE S.04°29'54"W., 356.41 FEET; THENCE S.17°40'20"W., 344.21 FEET; THENCE N.72°19'40"W., 125.00 FEET; THENCE S.17°40'20"W., 165.86 FEET TO THE BEGINNING OF A CURVE CONCAVED EASTERLY AND HAVING A RADIUS OF 25.00 FEET; THENCE ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 89°35'56" A DISTANCE OF 39.09 FEET TO THE END OF SAID CURVE; THENCE S.71°55'36"E. ALONG A LINE 40.00 FEET NORTHEAST OF AND PARALLEL WITH THE CENTERLINE OF DEAD RIVER ROAD, 25.89 FEET TO THE BEGINNING OF A CURVE CONCAVED NORTHERLY AND HAVING A RADIUS OF 951.60 FEET; THENCE EASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 17°52'51" A DISTANCE OF 296.98 FEET TO THE END OF SAID CURVE; THENCE S.89°48'27"E. ALONG A LINE 40.00 FEET NORTH OF AND PARALLEL WITH THE CENTERLINE OF DEAD RIVER ROAD, 993.60 FEET; THENCE S.00°22'18"W., 36.61 FEET TO A POINT ON THE SOUTH LINE OF THE SOUTHWEST 1/4 OF SAID SECTION 30; THENCE N.89°39'31"W. ALONG THE SOUTH LINE OF SAID SW 1/4 OF SECTION 30 A DISTANCE OF 1026.73 FEET TO THE SOUTHWEST CORNER OF SAID SOUTHWEST 1/4 OF SECTION 30; THENCE CONTINUE N.89°39'31"W ALONG THE SOUTH LINE OF THE SOUTHWEST 1/4 OF SAID SECTION 25 A DISTANCE OF 114.83 FEET; THENCE N.72°19'40"W., 1122.08 FEET; THENCE N.59°24'30"W., 184.70 FEET; THENCE N.31°05'29"E., 40.91 FEET; THENCE S.58°54'30"E. ALONG A LINE 40.00 FEET NORTHEAST OF AND PARALLEL WITH THE CENTERLINE OF DEAD RIVER ROAD, 10.43 FEET TO THE BEGINNING OF A CURVE CONCAVED NORTHEASTERLY AND HAVING A RADIUS OF 1485.00 FEET; THENCE SOUTHERLY AND EASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 113°01'06" A DISTANCE OF 337.41 FEET TO THE END OF SAID CURVE; THENCE S.71°55'36"E. ALONG A LINE 40.00 FEET NORTHEASTERLY OF AND PARALLEL WITH THE CENTERLINE OF DEAD RIVER ROAD, 650.99 FEET TO THE BEGINNING OF A CURVE CONCAVE NORTHERLY AND WESTERLY AND HAVING A RADIUS OF 25.00 FEET; THENCE EASTERLY AND NORTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 90°24'04" A DISTANCE OF 39.44 FEET TO THE END OF SAID CURVE; THENCE N.17°40'20"E., 231.40 FEET; THENCE N.72°19'40"W., 356.00 FEET; THENCE N.17°40'20"E., 15.00 FEET; THENCE N.72°19'40"W., 299.00 FEET; THENCE N.17°40'20"E., 232.96 FEET; THENCE S.87°58'09"E., 28.80 FEET; THENCE N.02°03'51"E., 153.96 FEET; THENCE N.31°05'29"E., 218.96 FEET TO THE POINT OF BEGINNING.