

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles
of Incorporation of

Wedgewood Groves Homeowner's Association, Inc.

a corporation organized under the Laws of the State of Florida,
filed on June 25, 1986

The document number of this corporation is N15608

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
25th day of June, 1986



CR2E022 (10 85)

George Firrstone
Secretary of State

FILED

ARTICLES OF INCORPORATION
OF
WEDGEWOOD GROVES
HOMEOWNER'S ASSOCIATION, INC.
A NON-PROFIT CORPORATION

JUN 25 2 03 PM '86

SECRETARY OF STATE

In compliance with the requirements of Florida Statutes, Chapter 617, (1905), 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 Florida corporation not-for-profit, and do hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is WEDGEWOOD GROVES HOMEOWNER'S ASSOCIATION, INC., a Florida corporation not-for-profit hereafter called the "Association".

ARTICLE II

REGISTERED OFFICE

The principal office of the Association is located at 1130 South Semoran Boulevard, Suite 1D, Orlando, Florida 32807, which shall be the initial registered office of the Corporation.

ARTICLE III

REGISTERED AGENT

Gerald B. Braley, whose address is 1130 South Semoran Boulevard, Suite 1D, Orlando, Florida 32807, 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, Units and Common Area within those portions of that certain tract of property

Plat of WEDGEWOOD GROVES, UNIT 1, according to the plat thereof as recorded in Plat Book 16, Page 144, of the Public Records of Orange County, Florida.

Plat of WEDGEWOOD GROVES, UNIT 2, according to the plat thereof as recorded in Plat Book _____ Pages ____ to ____, of the Public Records of Orange County, Florida.

Plat of WEDGEWOOD GROVES, UNIT 3, according to the plat thereof as recorded in Plat Book _____, Pages ____ to ____, of the Public Records of Orange County, Florida.

which may be brought within the jurisdiction of the Association from time to time, as provided in the "Declaration" referred to hereinbelow, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereto be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in that certain WEDGEWOOD GROVES Declaration of Covenants 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, Orange County, Florida, and as the same may be amended from time to time as herein provided, 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 (2/3) 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 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 non-profit 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 (2/3) of each class of members; and

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit 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 in a 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.

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 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 equals the total votes outstanding in the Class B membership; or

(b) On January 1, 1990.

ARTICLE VII

SUBSCRIBER

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

<u>NAME</u>	<u>ADDRESS</u>
Gerald B. Braley	1130 South Semoran Blvd., Suite 1D Orlando, Florida 32807

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) nor more than nine (9) Directors, who need not be members of the Association; provided, however, the Board shall consist of an odd number of Directors. The number of Directors may be changed by amendment of the Bylaws of the Association. The present Board of Directors shall consist of three (3) Directors, who shall serve until the election of their successors as provided in the Bylaws.

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

GERALD B. BRALEY	1130 South Semoran Blvd. Suite 1D Orlando, Florida 32807
RICHARD L. NOSCO	1130 South Semoran Blvd. Suite 1D Orlando, Florida 32807
VICTOR L. VELLE	1130 South Semoran Blvd. Suite 1D Orlando, Florida 32807

At the first annual meeting the members shall elect three (3) Directors for a term of one (1) year; and at each annual meeting thereafter the members shall elect three (3) Directors for a term of one (1) year, for so long as there shall be a Class B membership. Provided, at the first annual meeting after the Class B membership is converted to Class A membership the members shall elect three (3) Directors for a term of one (1) year, three (3) Directors for a term of two (2) years, and three (3) Directors for a term of three (3) years, and at each annual meeting thereafter the members shall elect three (3) Directors for a term of three (3) years.

ARTICLE IX

OFFICERS

The affairs of the Association shall be administered by the Officers as 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 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 elected by the Board of Directors, as follows:

PRESIDENT	RICHARD L. MOSCO 1130 South Semoran Blvd. Suite 10 Orlando, Florida 32807
VICE-PRESIDENT	GERALD B. BRALEY 1130 South Semoran Blvd. Suite 10 Orlando, Florida 32807
SECRETARY/TREASURER	VICTOR L. VELLE 1130 South Semoran Blvd. Suite 10 Orlando, Florida 32807

ARTICLE X

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 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 the 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 the provisions of Fla. Stat. §617.05.

ARTICLE XI

DURATION

The corporation shall exist perpetually.

ARTICLE XII

AMENDMENTS

Amendment to these Articles 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 to be considered.

(b) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, the approvals must be either:

1. By not less than 66-2/3% of the entire membership of the Board of Directors and by not less than 66-2/3% of the votes of the entire membership of the Association;
- or
2. By not less than 75% of the votes of the entire membership of the Association.

(c) Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Properties. No amendment shall be made that is in conflict with Florida law or the Declaration of Covenants and Restrictions.

(d) A copy of each amendment adopted shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statute, and a copy certified by the Secretary of State shall be recorded in the Public Records of Orange County, Florida.

ARTICLE XIII

BYLAWS

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

ARTICLE XIV

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:

- (a) Annexation of additional properties;
- (b) Mergers and consolidations;
- (c) Mortgaging of Common Area;
- (d) Dedication of Common Area;
- (e) Replatting of any Lots or changing the boundaries of the Common Area;
- (f) Dissolution; and
- (g) Amendment of these Articles.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of ~~REGRE ASSOCIATION~~, has executed these Articles of Incorporation this 24th day of June, 1986.

JUN 25 2 04 PM '86

Signed, sealed and delivered in the presence of:

G. Edward Clement

Gerald B. Braley
GERALD B. BRALEY

The undersigned hereby accepts the foregoing designation as the registered agent for said corporation.

Gerald B. Braley
GERALD B. BRALEY

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of June, 1986 by GERALD B. BRALEY, an individual.

[Signature]
Notary Public
State of Florida at Large
My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MAY 10, 1993
FORMED THROUGH MORTON LASHLEY, INC.