

FILED
1992 MAR 12 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BENTLEY WOODS COMMUNITY ASSOCIATION, INC.
a Florida Corporation Not-For-Profit

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is BENTLEY WOODS COMMUNITY ASSOCIATION, INC. hereinafter called the "Association".

ARTICLE II

TYPE OF CORPORATION

The Association is a not-for-profit corporation and has no capital stock.

ARTICLE III

DURATION

The period of duration is perpetual.

ARTICLE IV

DEFINITIONS

Unless otherwise specifically defined herein to the contrary, all words, terms and phrases shall be defined in accordance with the Bentley Woods Declaration of Covenants.

ARTICLE V

PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to its Members, and the purposes for which it is formed are to provide for maintenance and preservation of Common Area, Common Maintenance Areas within that real property described in the

Bentley Woods Declaration of Covenants dated June 14, 1989 and recorded in Official Records Book 2093, page 0301, of the Public Records of Seminole County, Florida, as it may from time to time be amended in accordance with the terms thereof (hereinafter called the "Declaration"), and to promote the health, safety and welfare of the residents within such properties and for these purposes the Association shall have the following powers:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended and supplemented from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) To fix, levy and collect (enforcing payment by any lawful means) all charges and 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 for example, but not by way of limitation, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Subject to the terms and conditions of the Declaration, where applicable, to purchase, receive, lease or otherwise own, hold, improve, build upon, operate, construct, reconstruct, maintain, repair, replace, 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) Subject to the terms and conditions of the Declaration, where applicable, to borrow money, and with the consent of two-thirds (2/3) of each class of Members to mortgage or pledge any or all of its real or personal property as security for money borrowed or debts incurred;

(e) To engage the services of agents, independent contractors, Owners or employees to manage, operate or perform all or any part of the affairs and business of the Association; and

(f) To do and perform any and all lawful things and acts which in its discretion are necessary or desirable in carrying out any or all of the purposes for which the Association is formed, and pay the costs and/or expenses in connection therewith.

Further, the Association shall have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 of the Florida Statutes may now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

The Declarant and every Owner of a Lot 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. Ownership of such Lot shall be the sole qualification of the Membership.

The Bylaws of the Association may provide for suspension of Membership and voting rights for failure to pay assessments and for violation of the Rules and Regulations established by the Board of Directors.

ARTICLE VII

VOTING RIGHTS

The Association shall have two classes of voting Membership:

Class A. Class A Members shall be all Owners as defined in Article VI with the exception of the Declarant for so long as Declarant retains Class B voting rights. Class A Members shall be entitled to one vote for each Lot owned. When more than one person holds such interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B Members shall be the Declarant and those Professional Builders who own Lots or Units which have not been occupied. Class B Members shall be entitled to Three (3) votes for each unoccupied Lot owned. The Class B Membership shall cease and be converted to Class A Membership one hundred twenty (120) days after the conveyance of the Lot which causes the total votes outstanding in Class A Membership to equal the total votes outstanding in Class B Membership, or twenty (20) years after conveyance of the first Lot by Declarant, whichever occurs earlier. Class B Membership shall be reinstated at any time before the expiration of twenty (20) years from the date of the conveyance of the first Lot if additional Lots owned by Declarant and/or Professional Builders are annexed into the Association in sufficient

numbers to restore a ratio of at least one Class B Lot to each 3 Class A Lots in the overall area subject to the Association.

ARTICLE VIII

AGENT AND OFFICES

1417 N. Semoran Boulevard, #207, Orlando, Florida 32807 and Centex Real Estate Corporation, a Nevada corporation at such address constitute the initial registered office and agent, respectively, of the Association. The principal office of the Association is located at 1417 N. Semoran Boulevard, #207, Orlando, Florida 32807.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of not less than three (3) 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 serve until the election of their successors are:

Director	L.C. Rochester 1417 N. Semoran Blvd. Suite 209 Orlando, Florida 32807
Director:	Leona Hammond 1417 N. Semoran Blvd. Suite 209 Orlando, Florida 32807
Director:	Greg LaPera 1417 N. Semoran Blvd. Suite 209 Orlando, Florida 32807

At the first annual meeting the Declarant shall appoint one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years; and at each annual meeting thereafter the Declarant shall appoint for as long as Declarant is a Class B Member, and thereafter the Members shall elect a director for a term of three (3) years to fill each expiring term.

ARTICLE X

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other not-for-profit homeowners associations provided said associations are organized for the same purposes as the Association. Any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of voting Membership; all subject, however, to the provisions relating to merger and annexation as set forth in the Declaration.

ARTICLE XI

AUTHORITY TO MORTGAGE

Subject to the terms and conditions of the Declaration, as applicable, after the same has been conveyed to the Association, any mortgage by the Association of the Common Area shall require the assent of two-thirds (2/3) of each class of Membership.

ARTICLE XII

AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell or transfer all or any part of the Common Area (after same has been conveyed to it) 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 may be effective unless an instrument has been signed by Members entitled to cast two-thirds 2/3 of the votes of each class of Membership agreeing to such dedication, sale or transfer.

ARTICLE XIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than ninety percent (90%) of each class of Membership. Upon dissolution of the Association, the assets both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to

which they were required to be devoted by the Association. This procedure shall be subject to court approval on dissolution pursuant to Section 617.05, Florida Statutes.

ARTICLE XIV

MEETINGS FOR ACTIONS GOVERNED BY ARTICLES X THROUGH XIII

In order to take actions under Articles X through XIII hereof, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all Members not less than ten (10) days nor more than thirty (30) days in advance of the meeting. The presence of Members or of proxies entitled to cast a majority of the votes of each class of Membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above. No such subsequent meeting shall be held more than thirty (30) days following the preceding meeting.

ARTICLE XV

OFFICERS

The officers of the Association shall be a president and vice president, who shall at all times be Members of the Board of Directors, and a secretary, treasurer and such other officers as the Board of Directors may from time to time by resolution create. The officers shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The name of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	L.C. Rochester
Vice President	Leona Hammond
Secretary	Greg LaPera
Treasurer	Mark Smith

ARTICLE XVI

BYLAWS

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

ARTICLE XVII

AMENDMENTS

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

(a) Until such time as all Lots have been conveyed to Class A Members, the Declarant shall have the right to amend these Articles, provided that such amendment does not have a material and adverse effect upon the rights of any Class A Member.

(b) A resolution setting forth the proposed amendment may be proposed by a majority of the Board of Directors or by not less than one-third (1/3) of the Membership.

(c) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of a meeting of the Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(d) At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of at least two-thirds (2/3) of the votes of each class of the Membership of the Association.

(e) Any number of amendments may be submitted to the Members and voted upon by them at any meeting.

(f) Prior to the closing of the sale of all Lots within the Property, no amendment shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Declarant, unless the Declarant shall join in the execution of the amendment.

(g) Upon amendment by the Declarant or the approval of an amendment to these Articles by the Members, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of Orange County, Florida.

ARTICLE XVIII

The name and street address of the incorporator is:

CENTEX REAL ESTATE CORPORATION
1417 N. Semoran Boulevard, #207
Orlando, Florida 32807

ARTICLE XIX

FHA/HUD/VA APPROVALS

Notwithstanding anything contained herein to the contrary, if any prospective Owner applies for FHA or VA mortgage financing and receives a commitment therefor, the following actions shall require the prior approval of FHA/HUD/VA for as long as there is a Class B Membership; annexation of additional properties, mergers and consolidations, mortgaging or dedication of Common Area dissolution and amendment of the Articles.

ARTICLE XX

INDEMNIFICATION

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and paralegals' fees and appellate attorneys' fees) judgments, fines and amounts paid in settlement as long as actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that 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 misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which such action or such suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. A termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not by itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and

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

WHEREFORE, the incorporator, and the initial registered agent, have executed these Articles this 31st day of December 1991.

Signed, sealed and delivered in the presence of:

Incorporator:

CENTEX REAL ESTATE CORPORATION
a Nevada corporation

L. Hammond
Name of Witness: Leona L. Hammond

Diane C. Jackson
Name of Witness: Diane C. Jackson

By: Walter A. Tilley
WALTER A. TILLEY,
Vice President - Development

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31st day of Dec., 1991, by WALTER A. TILLEY, Vice President - Development, of Centex Real Estate Corporation, a Nevada corporation, on behalf of the corporation.

[NOTARIAL SEAL]

Robyn A. Bronson
Notary Public, State of Florida
Robyn A. Bronson
My commission expires: _____

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: June 25, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

WP50C\CEHO\108F1(3)
C5-2027 (08/01/91)

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not-For-Profit Corporation Act, together with the provisions of Chapter 607 of the Florida Statutes applicable thereunder, the following is submitted, in compliance with said statute:

That the BENTLEY WOODS COMMUNITY ASSOCIATION, INC., desiring to organize as a Florida not-for-profit corporation under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 1417 N. Semoran Boulevard, #207, Orlando, Florida 32807, has named Centex Real Estate Corporation, a Nevada corporation, 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.

ACKNOWLEDGEMENT:

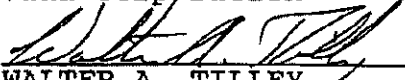
Having being named to accept service of process and serve as registered agent for the above-stated not-for-profit corporation, at the place designated in this Certificate, the undersigned, hereby agrees to act in this capacity, and agrees to comply with the provision of said statutes relative to keeping open

FILED
1992 MAR 12 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

said office, and further states it is familiar with, and accepts, the obligations of said statutes applicable to registered agents of Florida not-for-profit corporations.

Registered Agent:

CENTEX REAL ESTATE CORPORATION,
a Nevada corporation

By: 
WALTER A. TILLEY,
Vice President - Development

DATED: Dec. 31st, 1991

WP50C\CEHO\108F1(3)
C5-2027 (08/01/91)