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ARTICLES OF INCORPORATION

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OF

FIELDSTREAM HOMEOWNERS ASSOCIATION, INC.,
(a Florida corporation not-for-profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not-for-profit and who hereby certify:

ARTICLE I

OR Bk 5423 Pg 1726
Orange Co FL 1998-0070234

The name of the corporation is FIELDSTREAM HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The mailing address of the Corporation and the street address of the Registered Office for the Association is 1017 E. South Street, Orlando, FL 32801, and the name of the registered agent is Carey L. Hill.

ARTICLE III

All definitions in the "Declaration of Covenants, Conditions and Restrictions for Fieldstream" ("Declaration") to which these Articles are attached as Exhibit A and recorded in the Public Records of Orange County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV

PURPOSES OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members whereof, and the specific purposes for which it is formed are to provide for operation, maintenance and preservation of the Lots and Common Area, and improvements thereon, within that certain real property (and any additions thereto) described in the Declaration to promote the health, safety and welfare of the members of the Association and to provide other services and facilities for the members, as determined by the Board of Directors.

ARTICLE V

POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) 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 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, all charges or assessments pursuant to the terms of the Declaration or Bylaws of the Association; 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, 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 (2/3rds) of each class of members at a duly called meeting of the Association, 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 without obtaining consent of two-thirds (2/3rds) of the members to such dedication, sale or transfer in writing or by vote at a duly called meeting of the Association, and unless prior written consent of Declarant is obtained for so long as Declarant owns a Lot;

(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 (2/3rds) of each class of members at a duly called meeting of the Association, except as otherwise provided in Article II of the Declaration;

(g) Promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(h) Have and exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise;

(i) Contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association and to contract for services to be provided the Owners including, but not limited to, garbage pick-up and other utilities and master antenna or cable television and/or radio system and the servicing and monitoring of the medical/fire/burglary system in each residence;

(j) Levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water management system(s).

PROVISO: Notwithstanding the foregoing, until such time as Class B membership in the Association ceases, as hereinafter set forth, the powers of the Association as set forth in Paragraphs (d), (e), and (f) may be exercised solely by the Board of Directors.

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ARTICLE VI MEMBERSHIP

Every Owner of a Lot shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE VII VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners other than the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for each Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B members shall be the Declarant, and shall be entitled to seventy-five (75) votes for each lot owned. The Class B membership shall cease on the happening of one of the following events, whichever occurs earlier:

(a) The date the Class A members have total votes that equal or exceed the total votes of Class B members; or

(b) January 1, 2005 or;

(c) Such earlier date as Declarant may determine.

ARTICLE VIII
BOARD OF DIRECTORS

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The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) persons, who need not be members of the Association. The first Board shall consist of three (3) members. Thereafter, the number of Directors may be increased to a maximum of nine (9) by a majority vote of the Board of Directors.

The first election of Directors shall be held when Class B membership ceases as provided in Article VII hereof at a meeting of the members called for that purpose. Unless increased by the Board, three (3) Directors shall be elected at this first election to serve until the next annual members' meeting. At the said next annual meeting, one-third (1/3) of the Board of Directors shall be elected for a one (1) year term, one-third (1/3) for a two (2) year term and one-third (1/3) for a three (3) year term. If the number of Board members is not evenly divisible by three (3), a smaller number of three (3) year term Directors shall be elected. The length of term for which a nominee is elected at this annual meeting shall be determined by the number of votes each nominee receives. The nominee(s) receiving the most votes shall serve the three (3) year term(s), the next highest shall serve the two (2) year terms and the next highest, the one (1) year term(s). At each annual meeting thereafter, a number of Directors equal to that of those whose terms have expired shall be elected for the term of three (3) years. At the expiration of any term of three (3) years, any Director may be re-elected.

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 Class "B" Member. The Class "B" Member shall have the right to remove and replace Directors until the first election of Directors. 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:

<u>Directors</u>	<u>Address</u>
Dennis J. Casey	1017 E. South Street Orlando, Florida 32801
Carey L. Hill	1017 E. South Street Orlando, Florida 32801
Suzan Russell	1017 E. South Street Orlando, Florida 32801

ARTICLE IX
DISSOLUTION

In the event of the dissolution of the Association, other than incident to a merger or consolidation, any Member may petition the Circuit Court of the Ninth Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Properties, in the place and instead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the Properties.

Notwithstanding the foregoing, in the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system(s) must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., as amended and/or modified, and be approved by the St. John's River Water Management District, its successors and assigns, prior to such termination, dissolution or liquidation, in its reasonable discretion.

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ARTICLE X
EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

→ ARTICLE XI
AMENDMENTS

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

1. Proposal. Amendments to these Articles may be proposed upon a vote of the majority of the entire Board adopting a resolution, setting forth the proposed amendments to this Association, directing that it be submitted to a vote at a special or annual meeting of members; or amendments may be proposed by the members of the Association upon a vote of the majority of the membership entitled to vote at a meeting for which notice of the proposed amendment has been given.

2. Call for Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is to be considered at an annual meeting.

It shall be the duty of the Secretary to give each member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail. If the notice is mailed with postage thereon prepaid, at least thirty (30) days before the date of meeting, it may be done by a class of United States mail addressed to the member at his address as it appears on the membership books.

3. Vote Necessary. In order for such amendment or amendments to become effective, the same must be approved at a duly called meeting, by an affirmative vote of a majority of the votes of the entire membership entitled to vote thereon.

4. By Written Statement. If all the directors and a majority of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 1, 2, and 3, above have been satisfied.

5. Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- a. The name of the corporation.
- b. The amendments so adopted.
- c. The date of the adoption of the amendment by the members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from said approval with the office of the Secretary of State of Florida for approval.

ARTICLE XII SUBSCRIBERS

The names and street addresses of the Subscribers to these Articles of Incorporation are the same as listed in Article VIII hereof.

ARTICLE XIII OFFICERS

The Board of Directors shall elect the President, Secretary, Treasurer and as many Vice-Presidents, Assistant

Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Dennis J. Casey
1017 E. South Street
Orlando, Florida 32802

Vice President: Carey L. Hill
1017 E. South Street
Orlando, Florida 32801

Secretary/Treasurer: Suzan Russell
1017 E. South Street
Orlando, Florida 32801

ARTICLE XIV
BYLAWS

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The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be altered, amended or rescinded at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XV
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

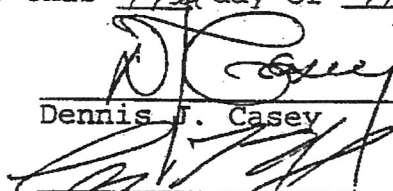
ARTICLE XVI
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are Officers or Directors of this Association shall be

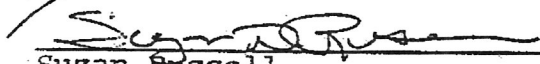
invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorized the contract or transaction.

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 this 19th day of August, 1997.


Dennis J. Casey


Carey L. Hill


Suzan Russell

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

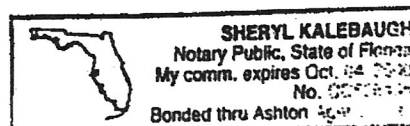
OR Bk 5423 Pg 1733
Orange Co FL 1998-0070234

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared, who are personally known to me Dennis J. Casey, Carey L. Hill and Suzan Russell or who produced (personally known) as identification, who acknowledged executing the foregoing for the purposes therein expressed, and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of August, 1997.


Notary Public

My Commission Expires: 10/4/2000



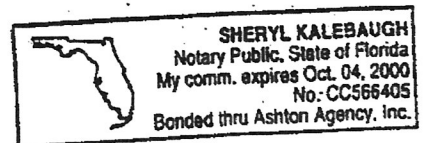
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I HEREBY ACCEPT MY DESIGNATION AS REGISTERED AGENT.


CAREY L. HILL

Sworn to and subscribed before me this 19th day of August, 1997.


Notary Public
My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

ARTICLES OF AMENDMENT
OF
FIELDSTREAM HOMEOWNERS ASSOCIATION, INC.OR Bk 5715 Pg 3925
Orange Co FL 1999-0136796

1. The name of the corporation is Fieldstream Homeowners Association, Inc..
2. Article V(f) of the Articles of Incorporation of Fieldstream Homeowners Association, Inc. is hereby amended to read as follows:

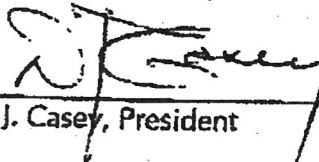
ARTICLE V
POWERS OF THE ASSOCIATION

- "(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 (2/3rds) of the vote of each class of members at a duly called meeting of the Association, except as otherwise provided in Article II of the Declaration. Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of the Articles, requires prior approval of HUDVA as long as there is a Class B membership;"

3. Article IX of the Articles of Incorporation of Fieldstream Homeowners Association, Inc. is hereby amended to add the following:

"If the Association is dissolved, the assets shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes."

4. The foregoing amendment was adopted by the Board of Directors and a majority of the Members of this Corporation on March 26, 1999. The number of votes cast in favor of these Articles of Amendment was sufficient for the approval by such holders.



Dennis J. Casey, President