

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of WESTCHESTER ASSOCIATION AT METROWEST, INC., a corporation organized under the Laws of the State of Florida, filed on June 22, 1987, as shown by the records of this office.

The document number of this corporation is N21236.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
25th day of June, 1987.



George Firestone
Secretary of State

FILED
JUN 22 11:00
SECRETARY OF STATE
STATE OF CALIFORNIA

ARTICLES OF INCORPORATION
OF
WESTCHESTER ASSOCIATION AT
METROWEST, INC.

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ARTICLES OF INCORPORATION
OF
WESTCHESTER ASSOCIATION AT METROWEST, INC.
A Corporation Not for Profit

The undersigned, all of whom are residents of the State of Florida and all of whom are of full age, hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida, and do hereby certify:

ARTICLE I

Name

The name of this corporation is WESTCHESTER ASSOCIATION AT METROWEST, INC. called the "Association" in these Articles.

ARTICLE II

Office and Registered Agent

This Association's principal office is located at 1412 West Colonial, Orlando, Orange County, Florida, 32804. Salvador F. Leccese, who maintains a business office c/o LeCesse Development Corporation, 1412 West Colonial, Orlando, Florida, 32804 is hereby appointed the initial registered agent of the Association. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to its members. It is formed to promote the health, safety, and general welfare of the residents within all or any portion of the following described tracts of land in Orlando County, Florida, and any additions as hereafter may be brought within this Association's jurisdiction:

See Exhibit "A" attached hereto.

This Association's purposes include, without limitation, provision for the maintenance, preservation, and architectural control of the residence Lots and Common Area now or hereafter created within the lands described above in accordance with that certain Declaration of Covenants and Restrictions for Westchester as amended from time to time (the "Declaration") and within any additions to such lands as hereafter may be brought within this Association's jurisdiction in the manner provided in the Declaration. Without limitation, this Association is empowered to:

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TALLAHASSEE

a) Declaration Powers. Exercise all rights, powers, and privileges, and perform all duties of the Association from time to time set forth in the Declaration, including the right to enforce all of the provisions of the Declaration pertaining to the Association in its own name. By this reference the provisions of the Declaration are incorporated herein as if set forth at length.

b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs.

c) Assessments. Fix, levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration.

d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property.

e) Borrowings. Borrow money and, with the approval of two-thirds (2/3) of each class of members, mortgage, pledge, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

f) Dedications. With the approval of two-thirds (2/3) of each class of members, dedicate, sell, or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as two-thirds (2/3) of each class of owners determine.

g) Reorganizations. With the approval of two-thirds (2/3) of each class of members, participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.

h) Regulations. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots and the Common Area, consistent with the rights and duties established by the Declaration.

i) General. Have and exercise all rights, powers, and privileges that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration, or these Articles, or reasonably necessary, convenient, or

desirable to effectuate the exercise of any right, power, or privilege so granted.

j) Maintenance. Maintain the Common Areas and the property of the Association and cause the exteriors of Lots to be maintained, under the limited circumstances, and in the manner provided in the Declaration.

k) Services. Contract with others to furnish services or materials, including insurance coverage, building maintenance, termite and pest control, to all or any number of Lots; provided however, (i) only those Lots whose Owners have requested such services shall be assessed for their cost; and (ii) each such Owner's prior written consent is obtained.

ARTICLE IV Membership

Every Person who from time to time holds the record fee simple title, or any undivided fee simple interest of Record, to any Lot is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot. Membership may not be transferred except by transfer of Record title to such Lot.

ARTICLE V Voting Rights

Section 1. Classification. This Association has two classes for voting membership:

CLASS A. All Owners shall be Members, and shall be entitled to one vote for each Lot or Dwelling unit owned; provided, however, that the Declarant shall not be a Class A Member unless and until seventy five percent (75%) of the total Lots or Dwelling Units contemplated in existing and additional properties are owned by Owners other than Declarant. 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 or Dwelling Unit.

CLASS B. The Class B Member shall be the Declarant who shall be entitled to three (3) votes for each assessable Lot or Dwelling Unit owned. The Class B membership shall cease and be converted to Class A membership at such time as seventy five percent (75%) of all Lots or Dwelling Units in Westchester shall have recorded ownership by Owners

other than Declarant or on January 1, 1995, whichever occurs first.

Section 2. Co-Ownership. If more than one Person hold the Record title to any Lot, all such Persons are members but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves; but no split vote is permitted. Before any meeting at which a vote is to be taken, each co-owner must file the name of the voting co-owner with the secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the secretary applicable to all votes until rescinded. Notwithstanding the foregoing, if title to any Lot is held by husband and wife, either co-owner is entitled to cast the vote for such Lot unless and until the Association is notified in writing. If title is half by a corporation, the secretary of the corporation shall file with the Association a certificate designating the authorized voting representative of the corporation, which shall be effective until rescinded by the corporation.

ARTICLE VI
Board of Directors

Section 1. Number and Term. This Association's affairs are managed by a Board of Directors initially composed of three Directors, who need not be Association members. The number of Directors from time to time may be changed from a minimum of three to a maximum of nine, but at all times it must be an odd number. The term of office for all Directors is one year, and any Director may succeed himself in office.

Section 2. Election. All Directors are elected by secret written ballot at the annual meeting. Each member entitled to vote may cast as many votes for each vacancy as such member has under the provisions of Article V of these Articles and the person receiving the largest number of votes cast by the Class A and Class B members for each vacancy is elected. Cumulative voting is not permitted.

Section 3. Initial Directors. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, are removed, or are incapacitated or otherwise unable to serve, are:

<u>Name</u>	<u>Address</u>
Salvador F. Leccese	1412 West Colonial Orlando, FL 32804
William J. Schodorf	1412 West Colonial Orlando, FL 32804

Elisabeth A. Somers

1412 West Colonial
Orlando, FL 32804

ARTICLE VII
Officers

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting 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 designated by 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:

<u>Name</u>	<u>Office</u>
Salvador F. Leccese	President 1412 West Colonial Orlando, FL 32804
William J. Schodorf	Vice President 1412 West Colonial Orlando, FL 32804
Elisabeth A. Somers	Secretary/Treasurer 1412 West Colonial Orlando, FL 32804

ARTICLE VIII
Duration

This Association exists perpetually.

ARTICLE IX
By-Laws

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded by a majority vote of a quorum of both classes of members present at any regular or special meeting duly called and convened, except that certain other approvals may be required as provided in Article XI, on the following page. The Federal Housing Administration or the Veterans Administration shall have the right to veto any amendments while there is a Class B membership.

ARTICLE X
Amendments

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, except that each such amendment must have the approval of two-thirds (2/3) of each class of members, plus such approvals, if any, as may be required by Article XI, below.

ARTICLE XI
Other Approvals

As provided in the Declaration, the approval of the Developer and the holders of sixty-seven percent (67%) of the First Mortgages from time to time encumbering the Lots is required for all of the following: (i) alienation or encumbering of all or any portion of the Common Area except as permitted in the Declaration; and (ii) amendment of these Articles of Incorporation or the Association's By-Laws that directly affect in an adverse manner of the rights of Developer or such first Mortgage holders; and (iii) the merger, consolidation, or dissolution of this Association.

ARTICLE XII
Voting Requirements

Section 1. Percentage Requirements. Unless any provision of these Articles, the Declaration or the By-Laws expressly requires the approval of both classes of membership, the majority vote of those members present and voting at a duly called and convened meeting shall constitute the act of the membership. If any provision of these Articles, the Declaration, or the By-Laws expressly requires the approval of both classes of membership, and in the absence of an express provision requiring a specified percentage of the total votes eligible to be cast by either or both classes of membership, the majority vote of those members of each class present and voting at a meeting duly called and convened is sufficient to constitute the act of that class.

Section 2. Two-Thirds of Class. Any of the following constitute Extraordinary Action that must be approved by two-thirds (2/3) of each class of members: (i) any mortgaging of this Association's property as provided in Article IIIe of these Articles; (ii) any merger or consolidation of this Association as provided in Article III(g) of these Articles; (iii) any dissolution of this Association; and (iv) amendment of these Articles of Incorporation.

Section 3. Two-Thirds of Those Present. Any of the following constitute Extraordinary Action that requires the approval of two-thirds (2/3) of the Class A members present and voting and of Developer for so long

as Developer is a member of the Association: (i) capital improvements to the Common Area, as provided in the Declaration; (ii) any special assessment for capital improvements to the Common Area, as provided in the Declaration; and (iii) any extension of the Declaration to any lands other than the Unplatted Lands, as provided in the Declaration, or the purchase of additional lands to be owned by the Association for the benefit of Owners.

Section 4. Notice and Quorum Requirements. As provided in the Declaration, written notice of any meeting at which any Extraordinary Action enumerated in this Article will be taken must be given to all Owners not less than 30 days, nor more than 60 days, in advance of such meeting. Notice of all other meetings must be given at least 15 days in advance to each member. The presence of members or proxies entitled to cast at least one-half ($\frac{1}{2}$) of the votes of each class of membership constitutes a quorum, if such action must be approved by both classes of membership, or of the Class A members, if such action must be approved by the Class A members only. If the required quorum is not forthcoming, the members present shall have the power to adjourn the meeting, from time to time without notice other than announcement at the meeting, until the required quorum shall be present or represented.

Section 5. Written Action. Any action that may be taken at any membership meeting, including any Extraordinary Action enumerated in this Article, may be taken without a meeting, without prior notice, and without a vote if (i) written consent, setting forth the action so taken, is signed by those Owners entitled to exercise not less than the minimum number of votes necessary to authorize or take such action at a meeting; and (ii) within 10 days after obtaining such written consent, notice thereof if given to those members who have not so consented in writing.

Section 6. Certification. An instrument signed by any executive officer of this Association, and attested by this Association's Secretary under this Association's seal, is conclusive that any required approval has been obtained in the manner provided in these Articles as to Persons without actual knowledge to the contrary.

ARTICLE XIII Interpretation

Express reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles, and the rules of interpretation, construction, application, and enforcement of these Articles. By subscribing and filling these Articles, the incorporators intend their provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, applied, and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE XIV
Dissolution

The Association may be dissolved with consent 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 this Association was created. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to only non-profit corporation, association, trust or other organizations to be devoted to such similar purposes. This procedure shall be subject to court approval of dissolution pursuant to Florida Statute Section 617.05.

ARTICLE XV
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: Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XVI
Subscribers

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

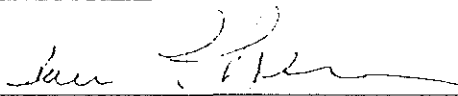
Salvador F. Leccese
1412 West Colonial
Orlando, FL, 32804

Elisabeth A. Somers
1412 West Colonial
Orlando, FL 32804

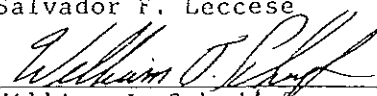
William J. Schodorf
1412 West Colonial
Orlando, FL 32804

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

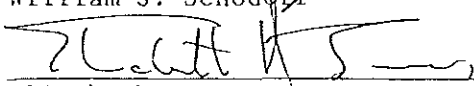
IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 22nd day of May, 1987.



Salvador F. Leccese



William J. Schodorf



Elisabeth A. Somers

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared Salvador F. Leccese, to me well known to be the person described in, and who signed the foregoing Articles of Incorporation of WESTCHESTER ASSOCIATION AT METROWEST INC., and who acknowledged to me that he executed and subscribed such Articles for the purposes set forth therein.

WITNESS my hand and official seal this 22nd day of May, 1987.

Laura J. Blay
Notary Public

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES FEB. 22, 1991
BONDED THROUGH ASHTON AGENCY, INC.

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared William J. Schodorf, to me well known to be the person described in, and who signed the foregoing Articles of Incorporation of WESTCHESTER ASSOCIATION AT METROWEST INC., and who acknowledged to me that he executed and subscribed such Articles for the purposes set forth therein.

WITNESS my hand and official seal this 23rd day of May, 1987.

Laura J. Blay
Notary Public

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES FEB. 22, 1991
BONDED THROUGH ASHTON AGENCY, INC.

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared Elisabeth A. Somers, to me well known to be the person described in, and who signed the foregoing Articles of Incorporation of WESTCHESTER ASSOCIATION AT METROWEST INC., and who acknowledged to me that she executed and subscribed such Articles for the purposes set forth therein.

WITNESS my hand and official seal this 22nd day of May, 1987.

Laura J. Blay
Notary Public

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES FEB. 22, 1991
BONDED THROUGH ASHTON AGENCY, INC.

FILED
1987 JUN 22 PM 11:00
TALLAHASSEE, FLORIDA

EXHIBIT A
LEGAL DESCRIPTION
A REPLAT OF TRACT 10, METROWEST
(Lots, Tracts A, G, H, and I)

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JUN 22 11:10 AM '08
TALLAHASSEE COUNTY FLORIDA

A portion of a Replat of Tract 10, Metrowest, as recorded in Plat Book 18, Pages 87-89, Public Records of Orange County, Florida, more particularly described as follows: Commencing at the West 1/4 corner of Section 36, Township 22 South, Range 28 East, run N00°01'24"W, a distance of 1,328.24 feet to the Northwest corner of the Southwest 1/4 of the Northwest 1/4 of said Section 36; thence N89°50'51"E, along the North line of said Southwest 1/4 of the Northwest 1/4, a distance of 43.00 feet for a POINT OF BEGINNING; thence continue N89°50'51"E, along said North line and the South line of Westmont Replat, as recorded in Plat Book "O", Page 23, Public Records of Orange County, Florida, a distance of 1,587.00 feet to the Northwest corner of MetroWest Replat, as recorded in Plat Book 16, Pages 115-116, Public Records of Orange County, Florida; thence S00°07'39"E, along the Westerly line of said MetroWest Replat, a distance 601.14 feet; thence S16°54'04"E, a distance of 542.23 feet to the Southeast corner of Tract G, as recorded in said Plat Book 18, Pages 87-89; thence run along the Southerly line of said Tract G for the following courses and distances; thence S89°50'51"W, a distance of 606.18 feet; thence S41°00'50"W, a distance of 119.51 feet; thence S55°23'25"W, a distance of 72.16 feet; thence S63°36'42"W, a distance of 108.77 feet; thence S77°40'55"W, a distance of 78.13 feet; thence S84°54'14"W, a distance of 70.92 feet; thence S88°18'43"W, a distance of 185.62 feet; thence N87°38'50"W, a distance of 63.80 feet; thence N84°24'17"W, a distance of 63.80 feet; thence N81°09'44"W, a distance of 63.80 feet; thence N77°58'32"W, a distance of 61.60 feet; thence N74°43'59"W, a distance of 66.00 feet; thence N72°19'58"W, a distance of 63.80 feet; thence N64°13'30"W, a distance of 140.00 feet; thence S61°47'18"W, a distance of 38.86 feet to the Southwest corner of said Tract G, said being on the Easterly right-of-way line of Hiawasse Road and also being on a curve, concave Easterly, having a central angle of 12°03'26" and a radius of 1,642.73 feet; thence from a tangent bearing of N12°04'50"W, run Northerly along said right-of-way line and the arc of said curve, a distance of 345.69 feet to the point of tangency; thence N00°01'24"W, a distance of 871.42 feet to the POINT OF BEGINNING

Containing 45.799 acres more or less.

LS01-5.1
SVB/dak
#00971

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT WESTCHESTER ASSOCIATION AT METROWEST, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF ORLANDO, STATE OF FLORIDA,
(CITY) (STATE)

HAS NAMED SALVADOR F. LECCESE,
(NAME OF REGISTERED AGENT)

LOCATED AT 1412 WEST COLONIAL,
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF ORLANDO, STATE OF FLORIDA 32804, AS ITS AGENT,
(CITY)

TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Salvador F. Leccese*
(CORPORATE OFFICER)

TITLE President

DATE 2 June 1987

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *Salvador F. Leccese*
(REGISTERED AGENT)

DATE 2 June 1987

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