

**AFFIDAVIT OF CAROL EDELEN**  
**PRESIDENT OF WINDSOR WALK HOMEOWNERS' ASSOCIATION, INC.**

STATE OF FLORIDA )

COUNTY OF ORANGE )

BEFORE ME, the undersigned authority, this day personally appeared CAROL EDELEN, to me personally known to be the President of WINDSOR WALK HOMEOWNERS' ASSOCIATION, INC. (or having produced a valid Florida driver's license as identification) and did/did not take an oath, and acknowledged before me that she freely and voluntarily executed the following as such officer, under authority vested in her by said Corporation, and stated as follows:

1. My name is CAROL EDELEN, and I am President of Windsor Walk Homeowners' Association, Inc.

2. Attached hereto as Exhibit "A" and incorporated herein by reference are true and correct copies of the Articles of Incorporation of Windsor Walk Homeowners' Association, Inc. and the By-Laws of Windsor Walk Homeowners' Association, prepared and executed in February, 1987 and March, 1987, respectively. Copies of said Articles and By-Laws were apparently never recorded in the public records of Orange County, Florida.

FURTHER AFFIANT SAYETH NOT.

Signed, sealed and delivered  
in the presence of witnesses:

Terri M. Gallagher  
Print Terri M. Gallagher

Christine E. Cramer  
Print Christine E. Cramer

**WINDSOR WALK HOMEOWNERS'  
ASSOCIATION, INC.**

By: Carol Edelen  
Carol Edelen, President  
Address 11124 ESSEX RIDGE CT  
ORLANDO, FL 32837

WITNESS my hand and official Seal in the State and County last  
aforesaid, this 20th day of September, 1995.

Christine E. Cramer  
Notary Public, State of Florida at Large.

Printed Name: Christine E. Cramer

My commission expires:

THIS INSTRUMENT PREPARED BY AND RETURN TO:  
HELENA GUTIERREZ MALCHOW, Esquire  
BECKER & POLIAKOFF, P.A.  
#145, 901 North Lake Destiny Drive  
Maitland, FL 32751



CHRISTINE E CRAMER  
My Commission CC467548  
Expires May. 14, 1999  
Bonded by ANB  
800-852-5878

330 12/27/20  
880722

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SECRETARY OF STATE  
TALLAHASSEE, FLA.

ARTICLES OF INCORPORATION

OF

WINDSOR WALK HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation, not for profit, and do hereby certify:

OR Bk 4951 Pg 1864  
Orange Co FL 5370088

ARTICLE I

The name of the corporation is Windsor Walk Homeowners Association, Inc. (hereafter called the "Association").

ARTICLE II

The principal office of the Association is located at 30 South Magnolia Avenue, Orlando, Florida.

ARTICLE III

Magnolia Service Corporation, whose address is 30 South Magnolia Avenue, Orlando, Florida, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

Purpose and Powers of the Association

The 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 residential lots and common area within that certain tract of property described as: Windsor Walk, Unit I recorded in Plat Book 19, Pages 4, 5, & 6 Public Records of Orange County, Florida, and to promote the health, safety and welfare of the members of the Association, and for this purpose to:

EXHIBIT "A"



(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 Covenants, Conditions and Restrictions for Windsor Walk Homeowners Association (hereinafter called the "Declaration"), and recorded or to be recorded in the Public Records of Orange County, Florida, and as the same may be amended from time to time as therein provided;

(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 (2/3rds) 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;

*SINKER*  
(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 (2/3rds) 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 (except for the annexation of the Additional Property as defined in the Bylaws and the Declaration of Covenants, Conditions and Restrictions) shall have the assent of two-thirds (2/3rds) of each class of members;

(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 any lot which is subject by covenants of record to assessment by the Association 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(s) (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 equal the total votes outstanding in the Class B Membership plus the total votes that would be outstanding in the Class B membership if the Additional Property or any part thereof as described in the Declaration were submitted to the Declaration; or

(b) On January 1, 1992.

ARTICLE VII

The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less

than three (3), but as many members as the Board of Directors may from time to time determine. The first Board of Directors shall have four (4) members, and in the future, the number will be determined from time to time in accordance with the provisions of the Bylaws of the Corporation. The names and addresses of the persons who are to act in the capacity of directors upon the receipt and approval of these Articles by the Secretary of State until the selection of their successors are:

Don Greer  
30 South Magnolia Avenue  
Orlando, Florida 32801

Jeff B. Fuqua  
30 South Magnolia Avenue  
Orlando, Florida 32801

Jackie Wright  
30 South Magnolia Avenue  
Orlando, Florida 32801

A. Wayne Rich  
Post Office Box 8492  
Orlando, Florida 32802

#### ARTICLE VIII

##### Officers

The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors, a Vice President, an Assistant Secretary, a Treasurer, and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of the members. The names of the officers who are to serve until the first election or appointments, commencing with the approval of these Articles by the Secretary of State are:

President	-	Don Greer
Vice President	-	Jeff B. Fuqua
Secretary	-	A. Wayne Rich
Treasurer	-	Jackie Wright



ARTICLE IX

Indemnification of Officers and Directors

Section A. The Association shall indemnify any director or officer of the Association who is made a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the Association:

(1) Against expenses (including reasonable attorneys' fees for pre-trial, trial or appellate proceedings), judgment, fines and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit or proceeding (other than one by or in the right of the Association) if he acted in good faith, and, with respect to any criminal action or proceedings, he had no reasonable cause to believe his conduct was unlawful; and

(2) Against expenses (including reasonable attorneys' fees for pre-trial, trial or appellate proceedings) actually and reasonably incurred by him in connection with the defense of settlement of an action or suit by or in the right of the Association, if he acted in good faith.

Section B. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section C. 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 misconduct in the performance of his duty to the Association.

Section D. Any indemnification under Section A (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Section A. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority of members of the Association representing a majority of the total votes of the membership.



Section E. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

Section F. The indemnification provided by this resolution shall not be deemed exclusive of any other rights to which the Association's directors, officers, employees or agents may be entitled under the Association's bylaws, agreement, vote of members or disinterested directors or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such officers or positions, and shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section G. Notwithstanding the foregoing provisions, indemnification provided under this resolution shall not include indemnification for any action of a director, officer or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this resolution is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

Section H. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer or employee of the Association in any of his capacities as described in Section A, whether or not the Association would have the power to indemnify him or her under this Article.

Section I. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgment, fines and amount paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgment, fines or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.



ARTICLE X

Transactions in Which Directors or Officers  
are Interested

A. No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid or void, or voidable solely from such reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because said officer's or director's vote is 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.

B. 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.

ARTICLE XI

Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) 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 that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII

Duration

The corporation shall exist perpetually.

ARTICLE XIII

Subscribers

The names and addresses of the subscribers are as follows:

Don Greer  
30 South Magnolia Avenue  
Orlando, Florida 32801

Jeff B. Fuqua  
30 South Magnolia Avenue  
Orlando, Florida 32801

Jackie Wright  
30 South Magnolia Avenue  
Orlando, Florida 32801

A. Wayne Rich  
Post Office Box 8492  
Orlando, Florida 32802

ARTICLE XIV

Amendments

Amendments of these Articles shall require the assent of seventy-five percent (75%) of each class of membership. Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose.

ARTICLE XV

Bylaws

The Bylaws may be amended at a regular or special meeting of the members, by a majority vote of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B Membership.



ARTICLE XVI

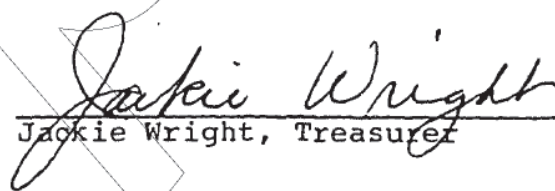
FHA/VA Approval

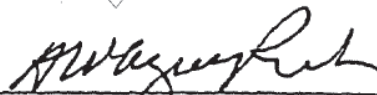
As long as there is a Class B membership, the following actions shall require prior approval of the Federal Housing Administration or the Veterans Administration: Annexation of additional properties, mergers, consolidations, mortgaging of the common area, dedication of common area, dissolution and amendment of these articles.

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 19th day of FEBRUARY, 1987.

  
Don Greer, President

  
Jeff B. Fuqua, Vice President

  
Jackie Wright, Treasurer

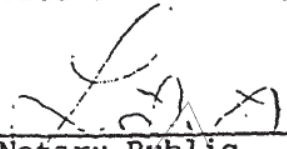
  
A. Wayne Rich, Secretary

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF ORANGE    )

I HEREBY CERTIFY that on this 19th day of FEBRUARY, 1987, before me the undersigned authority, personally appeared Don Greer, Jeff B. Fuqua, Jackie Wright, A. Wayne

Rich, known to me to be the persons who executed the foregoing Articles of Incorporation and acknowledged the execution of such instrument for the uses and purposes therein expressed.

WITNESS my hand and official seal at ORLANDO  
in the County of ORANGE, State of Florida, this 19th day of  
FEBRUARY, 1987.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

(CORPORATE SEAL)

Notary Public State of Florida  
My Commission Expires 11/1/87

01/06/87