



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of THE SPRINGS COMMUNITY ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is 720400.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-third day of September, 2015



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

ARTICLES OF INCORPORATION
OF
THE SPRINGS COMMUNITY ASSOCIATION, INC.,
A NON PROFIT CORPORATION

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

ARTICLE I

NAME

The name of this corporation is **THE SPRINGS COMMUNITY ASSOCIATION, INC.**, a non profit corporation.

ARTICLE II

PURPOSES AND POWERS

The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:

To promote the health, safety, and welfare of the residents within The Springs, according to the plat thereof as recorded in Plat Book 16, Pages 9, 10 and 11, Public Records of Seminole County, Florida, a planned community development in Seminole County, Florida, and such additions thereto as may hereafter be brought within the jurisdiction of this corporation by annexation as provided in Article VI herein, hereafter referred to as "The Properties," and for this purpose to:

A. Own, lease, acquire, build, operate and maintain roads, recreation parks, playgrounds, swimming pools, golf courses, commons, streets, footways, including buildings, structures, personal properties incident thereto, hereinafter referred to as "the common properties and facilities";

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TALLAHASSEE, FLORIDA

- B. Provide exterior maintenance for the lots and homes within The Properties;
- C. Provide garbage and trash collection;
- D. Provide fire and police protection;
- E. Maintain unkempt lands or trees;
- F. Supplement municipal services;
- G. Fix assessments (or charges) to be levied against The Properties;
- H. Enforce any and all covenants, restrictions and agreements applicable to The Properties;
- I. Pay taxes, if any, on the common properties and facilities;
- J. Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of The Properties; and
- K. Perform all acts and exercise all powers that are granted to corporations not for profit under the laws of the State of Florida.

ARTICLE III

MEMBERSHIP

Every person or entity who is a record owner of a fee simple or undivided fee simple in any Lot, Living Unit or real property upon which is constructed a multi-family apartment structure used for the production of rental income and all of which is subject by covenants of record to assessment by the Association shall be a Member of the Association and all tenants of Apartment Units shall also be Members of the Association; provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a Member.

ARTICLE IV

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A Members shall be every person or entity who is a record owner of a fee simple or undivided fee simple in any Lot, Living Unit or real property upon which is constructed a multi-family apartment structure used for the production of rental income and all of which is subject by covenants of record to assessment by the Association with the exception of the Developer. Class A Members shall be entitled to one vote for each Lot or Living Unit and one vote for every four Apartment Units, as the case may be, and in no event shall more than one vote be cast with respect to any such four Apartment Units.

Class B. Class B Members shall be the Developer. The Class B Member shall have the following votes, to-wit:

a. Five (5) votes for each Lot and Living Unit owned by said Members.

b. One (1) vote for every four (4) Apartment Units in a multi-family structure owned by said Member.

c. Fifteen (15) votes for every acre of land which remains undeveloped as a part of the community to be planned in accordance with this Declaration and said acreage for the purpose of determining the aforementioned vote totals three hundred twenty (320) acres.

The Class B Membership shall cease and become converted to Class A Membership on the happening of any 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, 2221.

From and after the happening of these events, whichever occurs earlier, the Class B Member shall be deemed to be a Class A Member entitled to one vote for each Lot or Living Unit and four (4) votes for each Apartment Unit in which it holds the interest required for membership under Section 1.

For purposes of determining the votes allowed under this Section, when Living Units or Apartment Units are counted, the Lot or Lots upon which such Living Units are situated shall not be counted; and, notwithstanding anything to the contrary set forth herein, no tenant or lessee of a Lot or Living Unit or Apartment Unit shall be entitled to any voting rights in the Association; but said tenant or lessee shall under Article III hereof be a Member of the Association.

ARTICLE V

BOARD OF DIRECTORS: SELECTION; TERMS OF OFFICE

The affairs of the corporation shall be managed by a Board of Directors who shall number not less than three (3) nor more than five (5) and the Directors need not be members of the corporation. The initial Board of Directors shall consist of three (3) Directors who shall hold office until the election of their successors for the terms stated in Article XVII. Beginning with the organizational meeting of this corporation to be held as soon after the qualification of this corporation as may be practicable, the members at each annual meeting shall elect the Directors and each such Director shall serve for a term of three (3) years; provided, however, the Directors elected at the organizational meeting of the corporation shall serve until their successors are elected at the fourth (4th) annual meeting of the corporation.

ARTICLE VI

ADDITIONS TO PROPERTIES AND MEMBERSHIP

Additions to The Properties described in Article II may be made only in accordance with the provisions of the recorded covenants and restrictions applicable to said properties. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties and membership of this corporation to such properties. Where the applicable covenants require that certain additions be approved by this corporation, such approval must have the assent of a majority of the votes of all of the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE VII

MERGERS AND CONSOLIDATION

Subject to the provisions of the recorded covenants and restrictions applicable to The Properties described in Article II, and to the extent permitted by law, the corporation may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of a majority of the votes of all of the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE VIII

MORTGAGES: OTHER INDEBTEDNESS

The corporation shall have power to mortgage its properties only to the extent authorized under the recorded covenants and restrictions applicable to said properties.

ARTICLE IX

QUORUM FOR ANY ACTION GOVERNED BY ARTICLES VI, VII AND VIII OF THESE ARTICLES

The quorum required for any action governed by Articles VI, VII and VIII of these Articles shall be as follows:

At the first meeting duly called as provided therein, the presence of members, or of proxies, entitled to cast sixty percent (60%) of all 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 requirements set forth in said Articles, and the required quorum at any subsequent meeting shall be one-half of the required quorum at the preceding meeting, provided that no such subsequent meeting shall be held more than sixty (60) days following such preceding meeting.

ARTICLE X

DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The corporation shall have power to dispose of its real properties only as authorized under the recorded covenants and restrictions applicable to said properties.

ARTICLE XI

DURATION

The corporation shall exist perpetually.

ARTICLE XII

DISSOLUTION

The corporation may be dissolved only with the assent given in writing and signed by the members entitled to cast a majority vote of each class of its membership. Written notices of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets (which shall be consonant with Article XIII hereof) shall be mailed to every member at least ninety (90) days in advance of any action taken.

ARTICLE XIII

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the corporation, the assets, both real and personal of the corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that such dedication is not accepted, such assets shall be granted, conveyed and assigned to any non profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to The Properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE XIV

AMENDMENTS

These Articles may be amended by a majority vote of the Board of Directors; provided that no amendment shall be effective to impair or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to The Properties (as, for example, membership and voting rights) which are part of the property interests created thereby.

ARTICLE XV

THE INCORPORATORS

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Virginia T. Jensen	Suite 433 First Federal Building Orlando, Florida 32802
Rose Elizabeth Kratzert	Suite 433 First Federal Building Orlando, Florida 32802
Helen S. Andrews	Suite 433 First Federal Building Orlando, Florida 32802

ARTICLE XVI

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is Post Office Drawer S, Longwood, Florida, and the name of its initial registered agent at such address is Earl Downs.

ARTICLE XVII

INITIAL DIRECTORS

The names and addresses of those persons who are to act as Directors until the election of their successors and their terms of office are:

<u>Name</u>	<u>Address</u>
Ernest R. Drosdick	Suite 433, First Federal Bldg. Orlando, Florida
Earl Downs	Post Office Drawer S Longwood, Florida
John H. McClintock, Jr.	Post Office Drawer S Longwood, Florida

The above named Directors are to serve until the organizational meeting to be as soon after the qualification of the corporation as may be practicable.

ARTICLE XVIII

INITIAL OFFICERS

The names and addresses of those persons who are to act as officers of the corporation until the election of their successors and their terms of office are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Earl Downs	President	Suite 433, First Federal Bldg. Orlando, Florida
Ernest R. Drosdick	Secretary	Post Office Box S Longwood, Florida
John H. McClintock, Jr.	Vice-President & Assistant Secretary	Post Office Box S Longwood, Florida

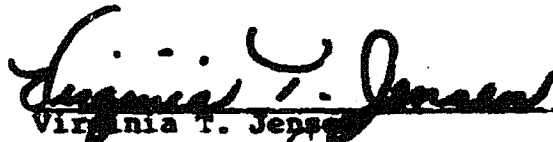
The above named officers are to serve until the organizational meeting to be held as soon after the qualification of the corporation as may be practicable.

ARTICLE XIX

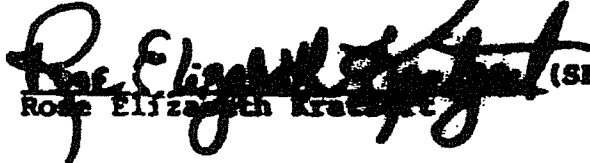
BY-LAWS

The By-Laws of this corporation are to be made by a two-thirds (2/3) vote of the Directors and the By-Laws of this corporation may be altered or rescinded by a like vote.

WITNESS our hands and seals this 17th day of February, 1971.

 (SEAL)
Virginia T. Jensen

 (SEAL)
Helen S. Andrews

 (SEAL)
Rose Elizabeth Kratoch

AMENDMENT TO ARTICLES OF INCORPORATION
OF
THE SPRINGS COMMUNITY ASSOCIATION, INC.

WHEREAS, on June 1, 1978, a meeting of the Board of Directors of The Springs Community Association, Inc., was duly noticed and held; and

WHEREAS, a majority of the Board of Directors in accordance with Article XIV of the Articles of Incorporation of The Springs Community Association, Inc., adopted the following resolution amending said Articles.

NOW, THEREFORE, the Articles of Incorporation of The Springs Community Association, Inc. are hereby amended by adding the following Article XVIII:

ARTICLE XVIII

INDEMNIFICATION

1. Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, or having served at the Association's request as a Director or officer of any other corporation, whether or not he is a Director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such Director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

2. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested Directors upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

3. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Association, or is or was serving at the request of the Association as a Director or officer of another association, against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles of Incorporation.

FILED
JUN 26 8 50 AM '78
CLERK

IN WITNESS WHEREOF, the undersigned corporation has caused this Amendment to be executed in its name, and its corporate seal hereunto to be affixed by its proper officers thereunto duly authorized this 2nd day of June, 1978.

Signed, sealed and delivered
in the presence of:

THE SPRINGS COMMUNITY ASSOCIATION, INC.

BY:

Robert M. Johnston
ROBERT M. JOHNSTON PRESIDENT

ATTEST:

Felecia Hammond
FELECIA HAMMOND, ASSISTANT SECRETARY

(Corporate Seal)

STATE OF FLORIDA,)
) SS:
COUNTY OF SEMINOLE,)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared ROBERT M. JOHNSTON and FELECIA HAMMOND, well known to me to be the President and Assistant Secretary of THE SPRINGS COMMUNITY ASSOCIATION, INC., the corporation named in the foregoing instrument, and that they acknowledged executing the same in the presence of two subscribing witnesses, freely and voluntarily under authority duly vested in them by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of June, 1978.

Carlton Dimes
Notary Public

My Commission Expires: 12/31/81

AMENDMENT TO ARTICLES OF INCORPORATION
OF
THE SPRINGS COMMUNITY ASSOCIATION, INC.

FILED
APR 17 9 51 AM '80
SECTION
TALLAHASSEE

WHEREAS, on Jan. 30, 1980, a meeting of the Board of Directors of The Springs Community Association, Inc., was duly noticed and held; and

WHEREAS, by unanimous vote and resolution of the Board of Directors of The Springs Community Association, Inc., the Declaration of Covenants and Restrictions was amended to the extent of deleting Section 2 of Article III and in place thereof substituting a new Section 2 of Article III pertaining to Voting Rights, a copy of said resolution being attached as Exhibit A; and

WHEREAS, a majority of the Board of Directors in accordance with Article XIV of the Articles of Incorporation of The Springs Community Association, Inc., adopted the following resolution amending said Articles.

NOW, THEREFORE, the Articles of Incorporation of The Springs Community Association, Inc. are hereby amended by deleting Article IV and in place thereof a new Article IV is hereby substituted which shall read as follows:

ARTICLE IV

VOTING RIGHTS

The Association shall have one class of voting membership which shall include every person or entity, including the Developer, who is a record owner of a fee simple or undivided fee simple in any Lot, Living Unit or real property upon which is constructed a Multi-family apartment structure used for the production of rental income and all of which is subject by covenants of record to assessment by the Association. Each such Member shall be entitled to one vote for each Lot or Living Unit and one vote for every four Apartment Units, as the case may be, and in no event shall more than one vote be cast with respect to any such Lot or Living Unit or with respect to any such four Apartment Units.

For purposes of determining the votes allowed under this Section, when Living Units or Apartment Units are counted, the Lot or Lots upon which such units are situated shall not be counted; and, notwithstanding anything to the contrary set forth herein, no tenant or lessee of a Lot or Living Unit or Apartment Unit shall be entitled to any voting rights in the Association, but said tenant or lessee shall under Article III hereof be a Member of the Association.

IN WITNESS WHEREOF, the undersigned corporation has caused this Amendment to be executed in its name, and its corporate seal hereunto to be affixed by its proper officers thereunto duly authorized this 20th day of March, 1980.

Signed, sealed and delivered
in the presence of:

Bruce Argenziano
Leborah J. Stevens

THE SPRINGS COMMUNITY ASSOCIATION, INC.

BY:

Robert M. Johnston
ROBERT M. JOHNSTON, PRESIDENT

ATTEST:

Felecia Hammond
FELECIA HAMMOND, ASSISTANT SECRETARY

(Corporate Seal)

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SPRINGS COMMUNITY ASSOCIATION, INC.

SPRINGS COMMUNITY ASSOCIATION, INC., a Florida not for profit corporation, under its corporate seal and the hands of its President and Secretary, THOMAS W. FESPERMAN, hereby certifies that:

I

The Board of Directors and members of said SPRINGS COMMUNITY ASSOCIATION, INC., at a joint meeting called and held on April 20, 1983, adopted the following Resolution:

" BE IT RESOLVED by the Board of Directors and members of the SPRINGS COMMUNITY ASSOCIATION, INC. that said Board members deem it advisable and hereby declare and resolve that Article V & XIV of the Articles of Incorporation of the SPRINGS COMMUNITY ASSOCIATION, INC. be amended, changed and altered so as to read as follows:

V

The affairs of the corporation shall be managed by a Board of Directors who shall number not less than three (3) nor more than seven (7) and the Directors must be members of the corporation. Directors will be elected at annual meetings and will serve for a minimum period of three (3) years. Provisions for staggered terms will be made to insure that no more than two (2) Directors are replaced at any annual election.

XIV

These Articles may be amended by a two-thirds (2/3) vote of the Board of Directors; provided that no amendment shall be effective to impair or dilute any rights of members that are covered by the recorded covenants and restrictions applicable to The Properties (i.e., for example, membership and voting rights) which are part of the property interest created thereby."

II

That the joint meeting of the Board of Directors

and members of the corporation held on May 11, 1983, by majority vote, adopted the aforesaid Resolution to amend the Articles of Incorporation.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary, this 6th day of SEPTEMBER, A.D., 1983.

SPRINGS COMMUNITY ASSOCIATION, INC.

BY

Thomas V. Leguman
President

Attest:

Lelecia Hammond
Secretary. ASSISTANT

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

SPRINGS COMMUNITY ASSOCIATION, INC.

SPRINGS COMMUNITY ASSOCIATION, INC., a Florida
not for profit corporation, under its corporate seal and the
hands of its President and Secretary, THOMAS W. FESPERMAN,
hereby certifies that:

I

The Board of Directors and members of said SPRINGS
COMMUNITY ASSOCIATION, INC., at a joint meeting called and
held on March 13, 1985, adopted the following Resolution:

"BE IT RESOLVED by the Board of Directors
and members of the SPRINGS COMMUNITY
ASSOCIATION, INC. that said Board members
deem it advisable and hereby declare and
resolve that Article XVIII, Section 2 of
the Articles of Incorporation of the SPRINGS
COMMUNITY ASSOCIATION, INC. be amended, changed
and altered so as to read as follows:

Expenses incurred in defending a suit or pro-
ceeding whether civil, criminal, administrative
or investigative may be paid by the Association
in advance of the final disposition of such
action, suit or proceeding if authorized by
two-thirds (2/3) of the members present upon
receipt of undertaking by or on behalf of
the Director or officer to repay such amount
if it shall ultimately be determined that he
is not to be indemnified by the Association as
authorized by these Articles of Incorporation.

II

That the joint meeting of the Board of Directors
and members of the corporation held on March 13, 1985, by
majority vote, adopted the aforesaid Resolution to amend
the Articles of Incorporation.

IN WITNESS WHEREOF, said corporation has caused
this Certificate to be signed in its name by its President
and its corporate seal to be hereunto affixed and attested
by its Secretary, this 18th day of March, A.D., 1985.

SPRINGS COMMUNITY ASSOCIATION, INC.

BY: *Harold W. Lyman*
President

Attest:

Beinda L. Lantry
Assistant Secretary



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 23, 2015

SENTRY MANAGEMENT, INC.
ATTN: CAROLEE GAGE
2180 WEST SR 434, SUITE 5000
LONGWOOD, FL 32779-5044

Pursuant to your recent inquiry, we are enclosing the certification you requested.

Should you have any questions regarding this matter you may contact our office at (850) 245-6934.

STANTON H ROBERTS
Certification Section

Letter No. 915A00020035