

**ARTICLES  
OF  
INCORPORATION**

EXHIBIT "B"  
ARTICLES OF INCORPORATION  
OF  
TURTLE CREEK HOMEOWNERS' ASSOCIATION, INC.

FILED  
96 APR 17 PM 4:0  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes.

ARTICLE I

OR Bk 5058 Pg 2290  
Orange Co FL 5617709

NAME

The name of this corporation is:

TURTLE CREEK HOMEOWNERS' ASSOCIATION, INC.

For convenience, the corporation is sometimes referred to in this instrument as the "Association".

ARTICLE II

PURPOSES

This corporation is organized to provide for the improvement, maintenance, and preservation of the property affected by the Declaration of Covenants and Restrictions for Turtle Creek, to be recorded in the Public Records of Orange County, Florida and as amended from time to time (the "Declaration") and to provide the health, safety and welfare of the members of the Association.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

**Section 1. Membership.** Every person or entity who is a record owner of a fee or undivided fee interest in any property or Lot affected by the Declaration shall be a member of the Association. Notwithstanding anything else to the contrary herein, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member of the Association.

**Section 2. Voting Rights.** The Association shall have two (2) classes of voting membership:

**Class A.** Class A Members shall be all those Owners as defined in Section 1 with the exception of Gallimore Southwest Fil Estate, Ltd., a Florida limited partnership (the "Developer", as defined in the Declaration) as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it would otherwise qualify. Except as provided below, Class A members shall be entitled to one (1) vote for each Lot (as that term is defined in the Declaration) in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and 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 such Lot, except as to Class B.

**Class B.** The Class B Member shall be the Developer. The Class B Member shall be entitled to one (1) vote, plus four (4) votes for each Lot owned by the Developer. Developer shall be entitled to cast such votes any time Class A Members shall be entitled to vote. The Class B membership shall cease and terminate three (3) months after ninety percent (90%) of the Lots in all phases within The Properties have been sold and conveyed by the Developer (or its affiliates) to Members (but not including builders, contractors or others who purchase a Lot for the purpose of constructing improvements thereon for resale), or sooner at the election of the Developer (whereupon the Class A members shall be obligated to elect the Board of Directors and assume control of the Association).

#### ARTICLE IV

##### **TERM OF EXISTENCE**

This corporation shall commence existence on the date of filing with the Secretary of State, and shall exist perpetually.

#### ARTICLE V

##### **INCORPORATOR**

The names and addresses of the subscriber is:

##### NAME

Gregory L. Holzhauer

##### ADDRESS

250 Park Avenue South  
5th Floor  
Winter Park, Florida 32789

ARTICLE VI

**OFFICERS**

The affairs of the corporation shall be managed by a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided for in the bylaws. An officer may hold one or more offices. The Officers shall be elected by the Board of Directors annually in accordance with the provisions of the bylaws; and they should serve at the pleasure of the Board of Directors.

ARTICLE VII

**INITIAL OFFICERS**

The names of the officers who are to serve until the first election hereunder are:

<b>President</b>	Ellsworth G. Gallimore
<b>Vice President</b>	Shirley P. Gallimore
<b>Treasurer</b>	Shirley P. Gallimore
<b>Secretary</b>	Louise Ward

ARTICLE VIII

**DIRECTORS**

The Board of Directors of the Corporation shall consist of not less than three (3) persons nor more than nine (9) persons, the exact number to be determined in accordance with the provisions of the bylaws, be elected by the members annually in accordance with the provisions of the bylaws and shall include at least one director from each Neighborhood Association as defined in the Declaration.

ARTICLE IX

**INITIAL DIRECTORS**

The names and addresses of the persons who are to serve as initial directors until the first election hereunder are:

<u>NAME</u>	<u>ADDRESS</u>
Ellsworth G. Gallimore	1051 Winderley Place, Suite 307 Maitland, Florida 32751

Shirley P. Gallimore

1051 Winderley Place, Suite 307  
Maitland, Florida 32751

Louise Ward

1051 Winderley Place, Suite 307  
Maitland, Florida 32751

John B. Shoemaker

503 North Orlando Avenue, Suite 105  
Cocoa Beach, Florida 32931

## ARTICLE X

### BYLAWS

The bylaws of the corporation shall be made, altered, or rescinded by affirmative vote of a majority of the Directors of the corporation.

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Orange Co FL 5617709

## ARTICLE XI

### INDEMNIFICATION

Section 1. Neither the members, nor officers of the corporation shall be personally liable for any obligations of the corporation of any nature whatsoever; nor shall any of the property of any member or officer of the corporation be subject to the payment of the obligations of the corporation to any extent whatsoever.

Section 2. 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 approve 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.

Section 3. 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.

**Section 4.** The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, against any 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.

## ARTICLE XII

### AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of the corporation, after no less than fifteen (15) days prior written notice to all members.

## ARTICLE XIII

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Orange Co FL 5617709

### MISCELLANEOUS

**Section 1.** The corporation shall have no capital stock.

**Section 2.** This corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

**Section 3.** Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**Section 4.** Unless specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferrable in whole or in part, to any developer, management agent, governmental unit, public body, or similar entity. Any instrument effecting such a transfer shall specify the duration thereof and the means of revocation.

## ARTICLE XIV

### DISSOLUTION

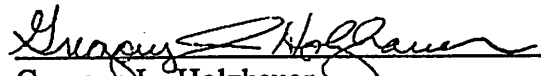
Upon the dissolution of this corporation the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, pursuant to the

procedure of provisions of Florida Statutes §617.05, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner as the Board of Directors shall determine. Any of the assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XV - Initial Principal Office;  
Initial Registered Office and Agent**

The street address and mailing address of the initial principal office of the corporation is 1051 Winderley Place, Suite 307, Maitland, Florida 32751. The initial registered office of the corporation shall be 250 Park Avenue South, 5th Floor, Winter Park, Florida 32789 and the registered agent of the corporation at that office shall be Gregory L. Holzhauser.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 16th day of April, 1996.

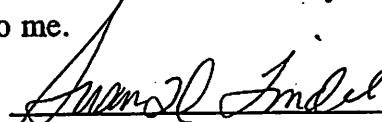
  
\_\_\_\_\_  
Gregory L. Holzhauser

OR Bk 5058 Pg 2295  
Orange Co FL 5617709

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16th day of April 1996, by Gregory L. Holzhauser who is personally known to me.

  
\_\_\_\_\_  
NOTARY SIGNATURE

Susan D. Tindel  
\_\_\_\_\_  
NOTARY NAME PRINTED  
Notary Public  
My Commission Expires:

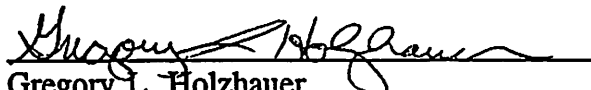


CONSENT OF REGISTERED AGENT

FILED  
96 APR 17 PM 4:02  
RECEIVED  
CLERK OF CIRCUIT COURT  
ORANGE COUNTY FLORIDA

Gregory L. Holzauer, the undersigned, hereby accepts appointment and hereby consents to serve as registered agent of Turtle Creek Homeowners' Association, Inc., a Florida corporation not for profit and agrees to maintain the registered office and accept process according to law.

DATED this 16th day of April, 1996.

  
Gregory L. Holzauer

OR Bk 5058 Pg 2296  
Orange Co FL 5617709