



OR Bk 6397 Pg 3970
Orange Co FL 2001-0533632

EXHIBIT "B"

ARTICLES OF INCORPORATION FOR
THE ROSE BAY HOMEOWNERS ASSOCIATION, INC.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 19, 2001

BERRY J. WALKER, JR., ESQ.
235 MAITLAND AVENUE SOUTH
SUITE 216
MAITLAND, FL 32751

The Articles of Incorporation for THE ROSE BAY HOMEOWNERS ASSOCIATION, INC. were filed on July 17, 2001 and assigned document number N01000005108. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT/UNIFORM BUSINESS REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT/UNIFORM BUSINESS REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT/UNIFORM BUSINESS REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT/UNIFORM BUSINESS REPORT AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT/UNIFORM BUSINESS REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Claretha Golden, Document Specialist
New Filings Section

Letter Number: 701A00042350

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of THE ROSE BAY HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on July 17, 2001, as shown by the records of this office.

The document number of this corporation is N01000005108.



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Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Nineteenth day of July, 2001



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF INCORPORATION OF
THE ROSE BAY HOMEOWNERS ASSOCIATION, INC

FILED

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The undersigned, acting as incorporator of a corporation under the non-profit Corporation Act of the State of Florida, do hereby adopt the following articles of incorporation.

STATE OF FLORIDA
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation is THE ROSE BAY HOMEOWNERS ASSOCIATION, INC.

ARTICLE II - 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 III - PURPOSES AND POWERS

The purposes for which the corporation is organized are:

A. To operate THE ROSE BAY HOMEOWNERS ASSOCIATION and to undertake the performance of, and to carry out the acts and duties incident to the administration of THE ROSE BAY HOMEOWNERS ASSOCIATION in accordance with the terms, provisions, conditions, and authorizations contained in these Articles, the By-laws of THE ROSE BAY HOMEOWNERS ASSOCIATION, and the Declaration of Covenants, Conditions and Restrictions of Rose Bay recorded among the public records of Orange County, Florida;

B. To carry out the duties and obligations given by the Declaration of Covenants, Conditions and Restrictions of Rose Bay recorded among the public records of Orange County, Florida; and

C. To establish By-Laws and Rules and Regulations for the operation of THE ROSE BAY HOMEOWNERS ASSOCIATION and to provide for the formal administration of THE ROSE BAY HOMEOWNERS ASSOCIATION, and to enforce the Declaration of Covenants, Conditions and Restrictions of Rose Bay recorded among the public records of Orange County, Florida, and the By-laws of THE ROSE BAY HOMEOWNERS ASSOCIATION.


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D. The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit number 40-095-63537-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

E. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

ARTICLE IV - MEMBERSHIP

The qualifications for members and the manner of their admission shall be regulated by the Declaration of Covenants, Conditions and Restrictions of Rose Bay recorded among the public records of Orange County, Florida, and the By-laws of THE ROSE BAY HOMEOWNERS ASSOCIATION.

ARTICLE V - REGISTERED OFFICE

The initial registered office of the corporation shall be at 235 South Maitland Avenue, Suite 216, Maitland, Florida 32751.

ARTICLE VI - REGISTERED AGENT

The initial registered agent, and his address is Berry J. Walker, Jr., 235 South Maitland Avenue, Suite 216, Maitland, Florida 32751.

ARTICLE VII - MINIMUM NUMBER OF DIRECTORS AND ELECTIONS

The initial board of directors shall consist of at least three members.

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Berry J. Walker, Jr.
235 S. Maitland Ave. #216
Maitland, Florida 32751

Wallace Tudhope
235 S. Maitland Ave. #216
Maitland, Florida 32751

Ryan Tudhope
235 S. Maitland Ave., #216
Maitland, Florida 32751

The method of election of directors shall be as stated in the By Laws of the Corporation.

ARTICLE VIII - OFFICERS

The affairs of THE ROSE BAY HOMEOWNERS ASSOCIATION shall be administered by the following Officers, who shall serve at the pleasure of the Board of Directors of THE ROSE BAY HOMEOWNERS ASSOCIATION. The names and addresses of the Officers who shall serve until the first election of Officers are as follows:

Berry J. Walker, Jr. President/Secretary/Treasurer
235 Maitland Avenue South, Suite 216
Maitland, Florida 32751

Wallace W. Tudhope Vice President
235 Maitland Avenue South, Suite 216
Maitland, Florida 32751

ARTICLE IX - INCORPORATOR

The name and address of the initial incorporator is as follows:

Berry J. Walker, Jr.
235 Maitland Avenue South, Suite 216
Maitland, Florida 32751

ARTICLE X - BY-LAWS

The By-laws of THE ROSE BAY HOMEOWNERS ASSOCIATION shall be adopted by the initial Board of Directors. The By-laws may be amended only in accordance with the provisions of such By-laws to be adopted by the initial Board of Directors, and only in accordance with Florida law. Provided, however, once the By-laws are adopted by the initial Board of Directors, no portion of the By-laws may be altered, amended, or rescinded in such a manner as it will prejudice the rights of West Lake Estates Properties, Ltd., a Florida limited partnership, or Mortgagees of real property located within Rose Bay subdivision as described in the Declaration of Covenants, Conditions and Restrictions of Rose Bay recorded among the public records of Orange County, Florida.

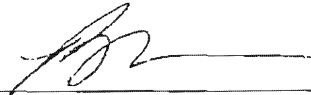
ARTICLE XI - AMENDMENTS TO ARTICLES

These Articles may be amended in the manner provided for under Florida Law and the By-laws of THE ROSE BAY HOMEOWNERS ASSOCIATION.

ARTICLE XII
DISSOLUTION

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF the undersigned have made and subscribed to these articles of incorporation at Maitland, Orange County, Florida, on this 11th day of July, 2001.




Berry J. Walker, Jr.

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 11th day of July, 2001, by Berry J. Walker, Jr., who did take an oath.

Check One:

- He/she is personally known to me; or
- He/she has produced _____ as identification.

 Alicia B Walmer
My Commission CC888635
Expires November 16, 2003



NOTARY PUBLIC
ALICIA B. WALMER

(typed-printed or stamped name of Notary)
My Commission Expires:


CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS IN THIS STATE

The following is submitted in compliance with laws of the state of Florida:

THE ROSE BAY HOMEOWNERS ASSOCIATION, Inc., a not-for-profit corporation organizing under the laws of the State of Florida with its principal office located at 235 South Maitland Avenue, Suite 216, Maitland, Florida 32751, hereby designates Berry J. Walker, Jr., as its agent at that address to accept service of process within this state.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to put my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.




Berry J. Walker, Jr.

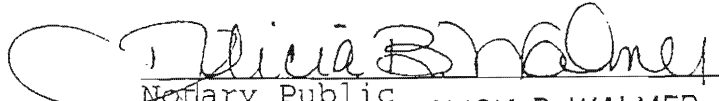
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared BERRY J. WALKER, JR., who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct and that he has executed the same for the purpose expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of July, 2001.

 Alicia B Walmer
My Commission CC888665
Expires November 16, 2003

(SEAL)



Notary Public ALICIA B. WALMER
State of _____
My Commission Expires: _____

FILED
2001 JUL 17 PM 12:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA