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FILED 99 SEP 24 PM 1:16 SECRETARY OF STATE TALLAHASSEE, FLORIDA

CERTIFIED COPY

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FILING Amend.

1.) Association of Poinciana Villages, Inc. (CORPORATE NAME & DOCUMENT #)

2.) (CORPORATE NAME & DOCUMENT #)

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3.) (CORPORATE NAME & DOCUMENT #)

4.) (CORPORATE NAME & DOCUMENT #)

5.) (CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

C. COULLIETTE SEP 24 1999

RECEIVED 99 SEP 24 AM 9:44 DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT AND RESTATEMENT TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
ASSOCIATION OF POINCIANA VILLAGES, INC.  
(A CORPORATION NOT-FOR-PROFIT)**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its Articles of Incorporation.

FIRST: Amendment adopted:

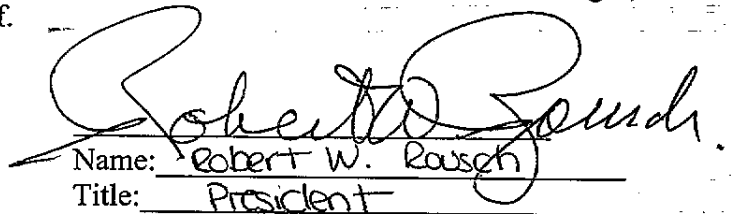
The Articles of Incorporation of Association of Poinciana Villages, Inc., a Florida not for profit corporation (the "Corporation"), filed with the Florida Secretary of State on May 26, 1972, as amended by Certificate filed with the Florida Secretary of State on November 24, 1982, are hereby replaced entirely by the Amended and Restated Articles of Incorporation of Association of Poinciana Villages Inc. attached hereto and made a part hereof.

SECOND: The date of adoption of the amendment was August 31, 1999.

THIRD: No members of the Corporation were entitled to vote on the amendment. The Amended and Restated Articles of Incorporation were approved by a majority of the Board of Directors, and such vote was sufficient for approval.

Dated: August 31, 1999.

The undersigned being a member of the Board of Directors of Association of Poinciana Villages, Inc., and the President thereof.

  
Name: Robert W. Rausch  
Title: President

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ASSOCIATION OF POINCIANA VILLAGES, INC.  
(A CORPORATION NOT FOR PROFIT)**

August 30, 1999

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ASSOCIATION OF POINCIANA VILLAGES, INC.  
(A CORPORATION NOT FOR PROFIT)

In compliance with the requirements of the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is ASSOCIATION OF POINCIANA VILLAGES, INC. (the "APV").
2. Principal Office. The principal office of the APV is 401 Walnut Street, Kissimmee, Florida 34759 or such other location as shall be designated by the Board of Directors.
3. Registered Office - Registered Agent. The street address of the Registered Office of the APV is 401 Walnut Street, Kissimmee, Florida 34759. The name of the Registered Agent of the APV is Rockell Y. Brown.
4. Definitions. All initially capitalized terms not defined herein shall have the meanings set forth in the Restated Declaration of Restrictions. In addition, the following terms shall have the following meanings:

"Board" shall mean the Board of Directors of the APV.

"Bulk Land" shall mean any Lot which is not currently buildable and developable due to the fact that such Lot is not served by paved roads or utilities.

"Bulk Land Assessment" shall have the meaning set forth in Section 9.2 of the Articles.

"Bulk Land Owner" shall mean the Owner of any Bulk Land .

"Common Areas" shall mean all real and personal property owned, leased or controlled by the APV.

"Declaration" shall mean the Restated Declaration of Restrictions with Supplemental Provisions for Poinciana Subdivision recorded or to be recorded in Polk and Osceola Counties.

"Design Control Board" shall mean the Design Control Board established by the APV pursuant to the By-Laws.

"Director" shall mean each Director serving on the APV's Board of Directors.

"Lot" shall mean any parcel of land, platted or unplatted on which a residential dwelling may be built.

"Members" shall mean all of the Village Associations.

"Owner" shall mean the Owner of a Lot, including a Bulk Land Owner.

"Village" shall mean each portion of the Poinciana Subdivision which is under the jurisdiction of a Village Association.

"Village Association" shall mean the associations now or hereinafter governing the Villages as set forth in the Declaration.

5. Not for Profit. The APV is a not-for-profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its Members.

6. Purposes and Powers of the APV. The purposes for which the APV is formed are as follows:

6.1. To organize and operate a non-profit civic organization which shall be organized and operated exclusively for the promotion of the health, safety, common good, general convenience and social welfare of the Owners and residents of property in Poinciana Subdivision, according to several plats thereof, now or hereafter recorded by Avatar in the Public Records of Osceola and Polk Counties, Florida, and which persons shall own or reside on property in any of the Villages shown and described in said platted lands. The APV is formed and directed pursuant thereto, to provide for the maintenance, efficient operation, preservation and extension of the Common Areas in all the portions and areas of Poinciana Subdivision, coming within the ownership or control of the APV, together with the creating and support of additional such services, improvements and community facilities in subsequently-acquired additional Common Areas coming within the APV's ownership or control at any future time, whether by deed, lease, easement or other executory agreement.

6.2. To serve the common inter-Village needs of the Owners and residents of property in all Villages of Poinciana Subdivision, wherever required, in Polk or Osceola County, Florida, where such activities, services, community improvements and facilities are created for the benefit of, and which serve, the Owners and residents of property of more than one Village of Poinciana Subdivision.

6.3. To operate and maintain any and all facilities and own or lease all property, and create all community services which the APV may acquire or establish for the use and benefit of all or some members of each Village Association.

6.4.. To exercise all powers and privileges and perform all duties and obligations of the APV set forth and authorized in the Declaration, and as amended from time to time, as to facilities, improvements and services made available for the equal benefit, enjoyment and to be equally supported by all members of all individual Village Associations.

6.5.. Through the Board, to fix and determine, from time to time, the Assessments and charges necessary and adequate to provide for the payment of the items referred to in the Declaration, and adopted by the APV as a Poinciana-wide, inter-Village activity, facility, service improvement or function; to assess all Owners their portion of the costs thereof as hereinafter provided; and to provide

for the collection of such Assessments and charges and further to apply such funds collected to the common purposes as recited herein; and for all purposes of the APV, to raise money for the maintenance or construction of any particular Poinciana-wide inter-Village community facility, or health and other social or planning services which the APV proposes to provide for the general benefit of all Owners. Such services shall be supported, financially, by means of collection of dues or special assessments authorized by the APV to provide, operate, maintain and supervise the use of any such facilities or services from the collections of such dues or assessments paid, including the power to construct any improvements or facilities upon any lands owned, leased or controlled by the APV or subsequently acquired by the APV, at any time in the future.

6.6.. In addition to all of its generally authorized powers, and without limitation thereon, the facilities, services, functions and purposes which the APV may authorize and support, there shall be included the right to create the APV-supported facilities in mass transportation, hospitals, clinics and other health services, community centers, parks and related functions, educational and communication activities, trash and refuse collection and processing, sidewalk installation and construction, public utility services, cemetery management, a Design Control Board creating architectural design and standards for all buildings constructed in any Village (other than Village X), fence or structures, signs, tree planting and right to restrict removal or cutting of plants and trees naturally indigenous to Polk and Osceola Counties.

6.7.. To acquire by purchase, gift or otherwise; and to own, hold, improve, build upon, operate, maintain, sell, convey, dispose, lease, transfer, dedicate for use, or otherwise apply to, ownership of real or personal property to any use in connection with the affairs of the APV.

6.8.. To solicit, receive, assess and collect, or accept donation of money or property or any interest in property, or any right or rights from an person, corporation or entity, and otherwise to have the further power to obtain funds by borrowing or otherwise becoming indebted to others, and mortgaging, pledging or hypothecating any or all of its real or personal property or any of its assets as security for the repayment of money borrowed or debts incurred at any time, whether pre-existing or currently incurred, or as security for obligations in the future.

6.9.. To enter into agreements whereby it acquires the right for all the Poinciana Subdivision members and occupants to use Common Areas, recreational and other facilities, and to contract with any third party for the management of recreational and other facilities and Common Areas which may be owned, leased, or use by the APV.

6.10.. To engage in and sponsor civic activities relating to cultural, educational, social, health, community services and civic affairs of the owners of property in, or residents of, the property of Poinciana Subdivision as a whole, and to appear before and represent its Members in or before other civic groups, boards or other like organizations, and to sponsor, engage in, conduct and encourage cultural, educational, social, civic and other beneficial activities on any property in Poinciana Subdivision.

6.11.. To enforce all rules and regulations established and promulgated by the Design Control Board in order to create uniform high quality standards of construction and architectural and structural

design of buildings in Poinciana Subdivision, appearance of properties, signs, preservation of trees indigenous to Poinciana Subdivision, tree cutting and removal, and its natural terrain, elevation and earth contours, height, design and placement of fences, archaeological and historical artifacts, all dedicated to preserving the beauty of the general community of Poinciana Subdivision; provided, however, Village X is subject only to its own Architectural Review Board.

6.12.. To have any and all rights and powers to exercise, to the extent necessary or desirable, for the accomplishment of the aforesaid purposes, all to the extent that they are not inconsistent with the purposes of the APV. The APV shall have all other powers and rights set forth and described in Chapter 617 of the Florida Statutes, as amended from time to time, applicable to corporation formed not for profit.

6.13.. The powers herein granted and the authorities herein created are made and given pursuant to the provisions of the Declaration filed in Osceola and Polk Counties, Florida, as amended, as they reserve and created a right to create the APV with all of the authorities therein stated and relating thereto, together with such amendments thereto filed in such Public Records.

7. Election of Directors. For the purpose of providing fair and just representation of each Village Association on Board, the membership of this Board shall be composed of one Director elected from each member Village Association. The Director for each Village shall be elected from among the directors of each Village Association. In the event that the Owners within a particular Village do not elect the Director to serve on the Board of the APV, the president of such Village Association or his or her delegate shall serve as the Director. Nothing in this section prohibits the same person from serving as Director for more than one Village, and such person shall have one vote for each Village that he/she represents. The APV recorded a document entitled Brief setting forth "Annual Election Procedures" recorded in Official Records Book 3833 at Page 0050 in the Public Records of Polk County, Florida and recorded in Official Records Book 1379 at Page 1362 in the Public Records of Osceola County, Florida (the "Elections Procedures Brief"). The Board of Directors for each Village Association designates one person to serve as a Director to the Board. The Elections Procedures Brief applies only to elections of directors to Village I through Village IX. Village X will handle its own election procedures pursuant to procedures set forth in the Village X Declaration.

8. Membership and Board of Directors. Each Director serving on the APV Board shall represent his or her respective Village Association and all of the respective individual members thereof including all property owners and residents in each said Village. In the administration of this Board, each Director shall be entitled to one vote as to all business transacted. The Board shall consist, in its entirety, of such representative Directors elected by the respective Village Associations.

9.. Assessments.

9.1.. Types of Assessments. The Board shall, from time to time, but at least annually, fix and determine a budget representing the sums necessary for the overall operation of the APV (including items of cost and expense limited to one or more Village but not all Villages and individual Owners therein). Each Owner, by acceptance of a deed or instrument of conveyance for the acquisition of title in any manner (whether or not so expressed in the deed), including any purchaser



at a judicial sale, shall hereafter be deemed to have covenanted and agreed to pay to the APV at the time and in the manner required by the Board, assessments or charges and any special assessments as are fixed, established and collected from time to time by the APV (collectively, the "Assessments"). The Assessments levied by the Board of the APV shall be used exclusively for the purposes set forth in the Declaration, these Amended and Restated Articles of Incorporation and the By-Laws of the APV and for the benefit of the Owners as an entire community, the improvements, maintenance, repair and replacement of properties, services and activities and facilities devoted to this purpose and applicable to the use and enjoyment of the Common Areas. The Assessments levied by the APV shall be used for, among other things, the purpose of promoting the recreation, health, safety and welfare of the Owners in the Villages. The Board shall determine the total amount of Assessments required, including operational items such as insurance, repairs, maintenance and other operating expense, as well as charges to cover any deficiencies from prior years, capital improvements and reserves approved by the Board. The total annual Assessments required and any supplemental requirements shall be allocated between, assessed to and paid in accord with the following:

9.1.1.. Subject to the following, all Owners (other than Bulk Land Owners) shall be assessed equally for costs and expenses of the APV related to any uniform overall community function, activity, service, facility or improvement of the APV which is for the specific benefit of all Villages.

9.1.2.. Assessments covering costs and expenses of the APV for any function, activity, services, facility or improvements used by one or more Villages but not by all Villages shall be equally assessed to those Owners directly receiving the benefit thereof but not to Owners not receiving such benefit.

9.1.3.. The Village X Association has elected, at its own expense, to maintain all of its common areas, greenways and drainage facilities, and provide or supply its own patrol and emergency medical services, architectural review, enforcement of restrictions, recreational facilities, improvements and association type operations within the Village. Therefore, the Owners within Village X shall not be subject to any Assessments by the APV for similar costs or expenses of the APV related to the providing of the aforesaid to other Villages. However, the Owners within Village X shall be subject to Assessments of the APV as equitably determined for costs and expenses benefiting the overall community as described in Section 9.1.1. The APV shall have the option to bill Assessments to the Owners within Village X or the Village X Association directly. If billed to Village X Association, then such Association shall be responsible to the APV for the collection thereof.

9.1.4.. For any undeveloped Village or portion thereof, the Owner shall be assessed by the APV as a Bulk Land Owner.

9.2.. **Bulk Land Assessments.** Each Bulk Land Owner shall be liable to pay its prorata share of the Assessments levied each year by the APV respecting Bulk Land ("Bulk Land Assessments"). The total amount of all Bulk Land Assessments shall be equal to the annual budget adopted by the APV multiplied by a fraction, the numerator of which shall be the aggregate value of all Bulk Land owned by the Bulk Land Owners as assessed by the applicable county tax assessor for the prior

calendar year, and the denominator of which shall be the value of all land subject to the Declaration (other than land owned by Avatar) as assessed by the applicable county tax assessor for the prior calendar year. Each Bulk Land Owner's prorata share of the Bulk Land Assessment shall be based upon the total acreage of Bulk Land owned by each respective Bulk Land Owner subject to the Declaration, divided by the total acreage of land owned by all Bulk Land Owners.

9.3. Surplus Assessments. Any surplus Assessments collected by the APV may be allocated towards the next year's Operating Costs. Under no circumstances shall the APV be required to pay surplus Assessments to Owners.

9.4. Establishment of Assessments. Assessments shall be established in accordance with the following procedures:

9.4.1. Assessments shall be established by the adoption of a twelve (12) month operating budget by the Board. The budget shall be in the form required by Section 617.303(6) of the Florida Statutes, as amended from time to time. Written notice of the amount and date of commencement thereof shall be given to each Owner not less than ten (10) days in advance of the due date of the first installment thereof. Notwithstanding the foregoing, the budget may cover a period of less than twelve (12) months if the first budget is adopted mid-year or in order to change the fiscal year of the APV.

9.4.2. The APV may establish, from time to time, by resolution, rule or regulation, or by delegation to an officer or agent, including, a professional management company, Use Fees. The sums established shall be payable by the Owner utilizing the service or facility as determined by The APV.

9.5. Non-Payment of Assessments. If any Assessment is not paid within fifteen (15) days (or such other period of time established by the Board) after the due date, a late fee of \$25.00 per month (or such greater amount established by the Board), together with interest in an amount equal to twelve percent (or such lesser rate established by the Board), per annum, beginning from the due date until paid in full, may be levied. The APV may, at any time thereafter, bring an action at law against the Owner personally obligated to pay the same, and/or foreclose the lien against the Lot, or both. The APV shall not be required to bring such an action if it believes that the best interests of the APV would not be served by doing so. There shall be added to the Assessment all costs expended in preserving the priority of the lien and all costs and expenses of collection, including attorneys' fees and paraprofessional fees, at all levels of proceedings, including appeals, collection and bankruptcy. No Owner may waive or otherwise escape liability for Assessments provided for herein by non-use of, or the waiver of the right to use the Common Areas or by abandonment of a Lot.

9.6. Exemption. The Board shall have the right to exempt any portion of Poinciana Subdivision subject to this Declaration from the Assessments. The Board has exempted all Lots owned by Avatar from Assessments until such Lots are conveyed to a individual purchaser of a Lot. Prior to the Community Completion Date, this Section shall not be amended by any party or entity without the prior written approval of Avatar. The following property is also exempt:

9.6.1. Any easement or other interest therein dedicated and accepted by the local public authority and devoted to public use.

9.6.2. Common Areas.

10. Authority to Mortgage. Any mortgage given by the APV to secure any obligation, which mortgage encumbers any Common Area lands which it shall own must have the assent to two-thirds of the members of the Board at any general or special meeting called for that purpose.

11. Authority to Dedicate. The APV shall have the power to dedicate, sell or transfer all or any part of the common areas which it may own to any public agency, authority or utility for proper purposes of the APV, provided only that such action is done pursuant to two-thirds affirmative vote by the Board.

12. Amendment. These Articles may be altered, amended, changed, added to or repealed at any duly called meeting of the Director members of the APV provided that notice of the meeting is given in the manner provided for in the By-Laws and that such notice contains a full statement of the proposed alteration, amendment, change, addition or repeal and that there is an affirmative vote of two-thirds of all of said Directors.

13. Duration of These Articles. The APV shall exist perpetually.

14. Officers.

14.1.. Enumeration of Officers. The officers of the APV shall be a president, a vice-president, a secretary and a treasurer, who shall at all times be members of the Board, and such other officers as the directors may from time to time by resolution create. Such officers may be paid a reasonable salary commensurate with the duties they shall perform.

14.2.. Indemnification of Officers and Directors. APV shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of APV, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

15. Stock. The APV shall never issue or have any shares of stock nor shall it ever have or provide for non-voting powers.