

Division of Corporations

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From: Gail S. Andre'
Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407)843-4600
Fax Number : (407)843-4444

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FLORIDA NON-PROFIT CORPORATION

VINELAND VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
VINELAND VILLAGE PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned, who is above the age of eighteen (18) years and competent to contract for the purpose of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be VINELAND VILLAGE PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 103 Eisenhower Parkway, Roseland, New Jersey 07068.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Association shall be located at Lowndes, Drosdick, Doster, Kantor & Reed, P.A., 215 North Eola Drive, Orlando, Florida 32801, and the initial registered agent of the Association at that address shall be Joseph G. Kern, Esquire. The Association may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. This registered agent shall maintain at the registered office copies of the surface water management permit issued by the applicable water management district, as well as copies of any future amendments or modifications hereto.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This 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, enjoyment, administration and architectural control of the Parcels, Common Areas and Special Common Areas within that certain tract of property described on Exhibit "A" attached hereto, (as those terms are defined in the Declaration governing the Property), and to promote the health, safety and welfare of the owners within the above-described property and any additions thereto hereafter brought within the jurisdiction of this Association (hereinafter referred to as the "Property"), and for this purpose to:

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(a) exercise all of the powers, enforcement rights and privileges and to perform all of the duties and obligations of the Association set forth in that certain Declaration of Covenants, Conditions and Restrictions for Vineland Village, hereinafter called the "Declaration," applicable to the Property and recorded or to be recorded among the Public Records of Orange County, Florida, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all administrative and other expenses incident to the conduct of the business of the Association, including all license fees, insurance costs, taxes and 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, including but not limited to operating and maintaining the Stormwater Management System and the Lift Station System, as those terms are defined in the Declaration;

(d) borrow money, and mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Areas or Special Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes or annex additional property and Common Areas;

(g) establish from time to time rules and regulations to further the purposes of the Association, including rules established in the Declaration with regard to maintenance of the Property, which rules and regulations shall include as an exhibit the surface water management permit and conditions thereof, issued for the Stormwater Management System applicable to the Property;

(h) operate, maintain and manage the Stormwater Management System and Lift Station System applicable to the Property, in the manner provided in the Declaration;

(i) sue or be sued and appear and defend in all actions and proceedings in its corporate names to the same extent as a natural person;

(j) contract for services to provide for the maintenance and operation of the Property and the Common Areas and Special Common Areas;

(k) have and to exercise any and all powers, rights and privileges which a not-for-profit corporation may now or hereafter have or exercise by law.

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ARTICLE V
MEMBERSHIP

The Declarant and each and every person, persons or legal entity who is the Owner of any Parcel in the Property shall automatically be a Member of the Association; provided, however, that any person or entity who holds such an interest merely as security for the performance of any obligation or as an owner of a time-share interest shall not be a Member. Membership shall be appurtenant to and shall not be separated from ownership of any Parcel.

ARTICLE VI
VOTING RIGHTS

Each Member shall be entitled to one vote for each acre of land in the Parcel it owns, with any fractional shares rounded to the nearest whole number; provided, however, that Parcels under one-half (1/2) acre shall have one vote. The total number of Member votes shall be equal to the total acreage of the Property, subject, however, to the effects of rounding. The acreages of the Parcels set forth in the Declaration shall be deemed conclusive for calculating the number of votes for each Parcel and no future recalculation shall be deemed necessary unless a parcel is subdivided or otherwise reduced in size.

ARTICLE VII
BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws, but shall never be less than three (3). The authority of the directors of the Corporation shall include, but not be limited to, the power to cause the Corporation to make the annual election with respect to the Corporation's federal income tax treatment under Section 528 of the Internal Revenue Code of 1954, as amended from time to time. The names and residence addresses of the initial directors of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Greg Link	36 Sierra Drive Califon, NJ 07830
Steve Cupelli	25 Mountain Avenue Hewitt, NJ 07421
Kathy Hackshaw	8027 Rural Retreat Court Orlando, Florida 32819

The method of election of directors will be stated in the Bylaws.

ARTICLE VIII

DISSOLUTION

Except as otherwise provided in the Declaration, the Association may be dissolved with the assent given in writing and signed by a majority of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be transferred to another association or appropriate public agency having purposes similar to those for which this Association was created. In the event that such transfer is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization devoted to such similar purposes.

ARTICLE IX

COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

This Association shall commence corporate existence on the date of filing these Articles with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved under the terms hereof or according to law.

ARTICLE X

AMENDMENT

This Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and such amendment shall require the affirmative vote of a majority of the Members entitled to vote as of the date of such amendment of these Articles of Incorporation.

ARTICLE XI

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

Joseph G. Kern, Esquire
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
215 North Eola Drive
Orlando, Florida 32801

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ARTICLE XII

BY-LAWS

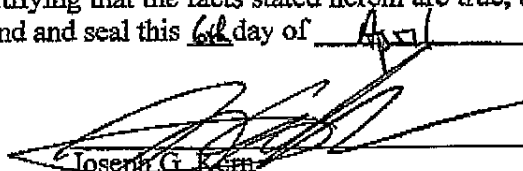
The Bylaws of this Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded as provided therein.

ARTICLE XIII

DEFINITIONS

Capitalized terms contained herein and not otherwise defined herein shall have the definitions and meaning set forth in the Declaration.

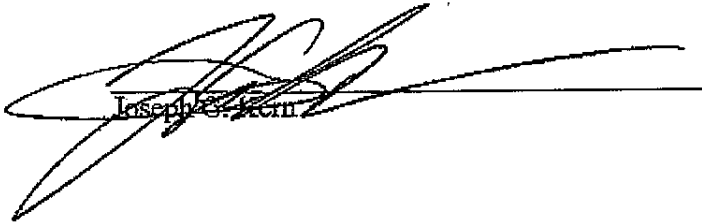
IN WITNESS WHEREOF, the undersigned incorporator does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 6th day of April, 2000.



Joseph G. Kern

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of VINELAND VILLAGE PROPERTY OWNERS ASSOCIATION, INC.



Joseph G. Kern

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