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TRANSMITTAL LETTER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: Victoria Landing Homeowners Association, Inc.
(Name of Corporation - must include suff)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

900005114889--9
-03/19/02--01009--005
*****78.75 *****78.75

Mr. J. S. Bibby

(Name of Person)

(Firm/Company)

2332 Fortune Road, Suite 183

(Address)

Kissimmee, Florida 34744

(City/State and Zip Code)

For further information concerning this matter, please call:

Mr. J. S. Bibby

(Name of Person)

at (407) 252 9074

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

Bibby GAVE
AUTHORIZATION BY PHONE TO
CORRECT Punc add
DATE 3/29/02
DOC. EXAM RJ/WC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VICTORIA LANDING HOMEOWNERS ASSOCIATION , INC.

The undersigned individuals, acting as Incorporators of a corporation under §617.1007, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME: The name of the corporation is the **Victoria Landing Homeowners Association, Inc.**, hereafter referred to as the "Association." with the principal office at 1065 Eric Court Kissimmee FL 34744

ARTICLE II

PURPOSE AND POWERS: The Association is being established in connection with that certain residential real estate development commonly known as "Victoria Landing." The purpose for which the Association is organized is to provide an entity for the maintenance and preservation of the residential lots, common areas, and such other areas located within Victoria Landing which will be made subject to the Declaration, or such other areas over which the Association may own or acquire easement or other rights which are outside or adjacent to Victoria Landing, and to maintain the common areas and other areas located within Victoria Landing including, but not limited to, landscape areas, signage, entrance ways, roads, open spaces, landscape buffer areas, lakes, water retention and management areas, active and passive recreation areas, drainage systems, conservation areas and conservation buffer areas located in and along Victoria Landing and any additions thereto as may hereafter be brought within the jurisdiction of this Association.

The Association is organized and shall exist as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration or Chapter 617, Florida Statutes, as it may hereafter be amended, including, but not limited to, the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Victoria Landing Homeowners Association, Inc., and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the common areas.

- (C) To purchase insurance upon the Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association.
- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided by the Declaration of Condominium.
- (G) To enforce the provisions of the Declaration, these Articles, and the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of common elements to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.
- (J) To 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 and personal property in connection with the affairs of the Association.
- (K) To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE III
MEMBERSHIP:

- (A) The members of the Association shall consist of all record owners of a fee simple interest in one or more lots and improvements constructed thereon in Victoria Landing, as further provided in the Bylaws.
- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his lot and improvements constructed thereon.
- (C) The owners of each lot and improvements constructed thereon, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors need not be members of the Association.
- (B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve the pleasure of the Board.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of one-fourth (1/4) of the lots by instrument, in writing, signed by them.
- (B) **Procedure.** Upon any amendment or amendments to these Articles being proposed by said Board or lot owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- (C) **Vote Required.** Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.
- (D) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Orange County, Florida.

ARTICLE VIII

REGISTERED AGENT:

The registered office of the Association shall be at:

2332 Fortune Road, Suite 183, Kissimmee, Florida 34744.

The registered agent at said address shall be:

Mr. John Bibby.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall

not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

IN WITNESS WHEREOF, the incorporators, being the undersigned individuals, have hereunto affixed their signatures on the dates set forth below.

By: *[Signature]*, Incorporator

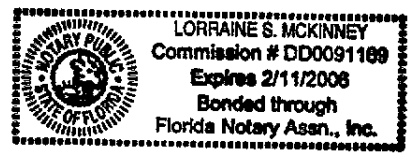
Dated: 03/15/02

STATE OF FLORIDA
COUNTY OF OSCEOLA

MARCH, 2002 by John Stuart Bibby, who is personally known to me or produced identification (type of identification produced) UK Pass Port # 028313735

Lorraine S McKinney
Printed Name:
Notary Public - State of Florida
My Commission Expires:
Commission No.: 2/11/2006

[Signature]



Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0505 Florida Statutes.



, Registered Agent

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