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AUDIT NO. H02000175835 6

**ARTICLES OF INCORPORATION
OF**

**VERSAILLES I PROPERTY OWNERS' ASSOCIATION, INC.
(A Corporation Not for Profit)**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapters 617 and 720, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE I: NAME AND LOCATION

The name of this corporation shall be VERSAILLES I PROPERTY OWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association"), and its initial office for the transaction of its affairs shall be 2020 Clubhouse Drive, Sun City Center, Florida 33573, and the initial Registered Agent is Vivien N. Hastings.

ARTICLE II: PURPOSES

This Association does not contemplate pecuniary gain or profit to the members thereof, and no distribution of income to its members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in Versailles I (hereinafter referred to as the "Neighborhood"), and the specific purpose is to perform the functions of the Association contemplated in the Declaration of Covenants and Restrictions for the Neighborhood recorded in the Public Records of Hillsborough County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include but not be limited to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration;
- (c) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;
- (d) Maintain, repair and replace Common Properties as contemplated by the Declaration; and
- (e) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

A. Eligibility. Every person, whether an individual, corporation or other entity, who is the record owner of a Lot that is subject to assessment pursuant to the Declaration shall become a member of the Association upon the recording of the instrument of conveyance. If title to a Lot is held by more than one person, each such person shall be a member. A Homeowner

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of more than one Lot is entitled to membership for each Lot owned. No person other than a Homeowner may be a member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Lot; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by a Homeowner who is a contract seller to such Homeowner's vendee in possession.

If more than one person owns a fee interest in any Lot, all such persons are members, but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Lot is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Lot unless and until the Association is notified otherwise in writing by such co-tenants by the entireties.

B. Classes of Membership and Voting; Transfer of Control. The Association shall have two classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A members shall be all persons owning record title to the Lots of the Neighborhood ("Homeowners") except the Developer. All Class B memberships shall belong to the Developer. Upon termination of Class B membership as provided below, Class A members shall be all Homeowners, including the Developer so long as such Developer is a Homeowner. Subject to the provisions of Section A of this Article, members, Class A or Class B, are entitled to cast one vote for each Lot owned. There shall be no cumulative voting for Directors or any other matters.

The Class B membership will terminate and convert automatically to Class A membership, and transfer of control of the Association for the Members other than the Developer shall occur, upon the happening of any of the following, whichever occurs first:

(a) Three (3) months after ninety percent (90%) of the Lots in all portions of the Neighborhood which are or may be ultimately subject to governance by the Association have been conveyed to thirty-party Homeowners;

(b) Upon conveyances of the requisite percentage of lots which triggers the transfer of control of the Association, as such percentage is mandated by applicable Federal Housing Administration, Federal National Mortgage Administration, Government National Mortgage Association, Department of Housing and Urban Development, Federal Home Loan Mortgage Corporation or Veterans Administration provision related to mortgage financing; or

(c) When the Developer waives its rights to Class B membership, which waiver shall be evidenced by the recording of a certificate to such effect in the public records of Hillsborough County, Florida.

Upon termination of Class B membership, all provisions of the Declaration, Articles of Incorporation, or By-Laws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

C. Transferability. Each membership is appurtenant to the Lot upon which it is based and is transferred automatically by conveyance of title to that Lot whether or not mention thereof is made in such conveyance of title.

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ARTICLE IV: TERM OF EXISTENCE

The Corporation shall have perpetual existence. In the event the Corporation is dissolved, the Corporation shall ensure that the maintenance of the surface water management system, is delegated, transferred or assigned to a similar not-for-profit corporation.

ARTICLE V: INCORPORATOR

The name and residence of the Incorporator to these Articles of Incorporation is the following:

NAME**ADDRESS**

Robert S. Freedman

Carlton Fields, P.A.
One Harbour Place
777 S. Harbour Island Boulevard
Tampa, Florida 33602-5799

ARTICLE VI: MANAGEMENT

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than three (3) nor more than seven (7) individuals, the precise number to be fixed in the By-Laws or by the Board of Directors from time to time. Except as may be otherwise provided in the By-Laws, Directors shall be elected for one year terms by the members at the annual members' meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws of the Association, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the Association, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be members of the Association except with respect to those who are elected by the Class B members. Any individual may hold two (2) or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

Notwithstanding the foregoing, the Class B members shall have the right to elect all Directors as long as there shall be Class B membership, except that such Class B members, in their sole discretion, may voluntarily consent to the election of one director by the Class A members after fifty percent (50%) of the Lots in the Neighborhood have been conveyed to Class A members.

ARTICLE VII: INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

Title

President

Vice President

Secretary-Treasurer

Assistant Secretary

Identity

R.C. Beyer, Jr.

Gary Nelson

Sylvia Keith

Vivien N. Hastings

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ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of the Association shall be three (3) and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

R.C. Beyer, Jr.	2020 Clubhouse Drive Sun City Center, Florida 33573
Gary Nelson	2020 Clubhouse Drive Sun City Center, Florida 33573
Sylvia Keith	2020 Clubhouse Drive Sun City Center, Florida 33573

ARTICLE IX: BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter the By-Laws may be altered, amended, or rescinded by the affirmative vote of two-thirds (2/3) of the Board of Directors, and after notice to the members, by the majority vote of Class A members, and the unanimous vote of the Class B members, present at any regular or special meeting of the membership.

However, no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to the Developer without the written consent of the Developer as long as Developer shall own any Lots in the Neighborhood.

ARTICLE X: AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the votes of members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all members entitled to vote thereon.

Any number of amendments may be submitted to the members and voted upon by them at one meeting.

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Notwithstanding anything herein to the contrary, no amendment to these Articles of Incorporation shall be valid which:

(a) affects any of the rights and privileges provided to the Developer without the written consent of the Developer as long as the Developer shall own any lots in the Neighborhood; and

(b) constitutes a material change, without the prior written approval of the First Mortgagees of the Lots representing at least fifty-one percent (51%) of the votes of Lots that are subject to First Mortgages and sixty-seven percent (67%) of the Class A and Class B members. For the purposes of this Article, a material change to these Articles of Incorporation shall be deemed any change concerning:

- (1) voting rights;
- (2) increases in assessments that raise the previous assessment by more than twenty-five percent (25%), assessment liens, or subordination of assessment liens;
- (3) reductions in reserves for maintenance, repair and replacement of Common Properties;
- (4) responsibility for maintenance and repairs;
- (5) reallocation of interest in the general or limited Common Properties, or rights to their use;
- (6) boundaries of any Lot;
- (7) convertibility of Lots into Common Properties or vice versa;
- (8) hazard or fidelity requirements;
- (9) leasing of Lots;
- (10) imposition of any restrictions on an Owner's right to sell or transfer his or her Unit or Lot; or
- (11) any provisions which expressly benefit First Mortgagees, Insurers or Guarantors.


ARTICLE XI: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

Vivien N. Hastings
24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

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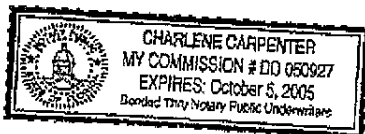

Robert S. Freedman, Incorporator


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 26th day of July, 2002, by ROBERT S. FREEDMAN, being known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that he executed the same as his free act and deed for the uses and purposes therein set forth. He is personally known to me.

My Commission Expires:

(AFFIX NOTARY SEAL)

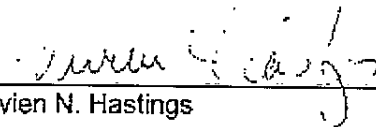



(Signature)
Name Charlene Carpenter
(Legibly Printed)
Notary Public, State of Florida

DD050927
(Serial Number, if any)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for VERSAILLES I PROPERTY OWNERS' ASSOCIATION, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.


Vivien N. Hastings

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