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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Trafalgar Village Master Association, Inc.

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ARTICLES OF INCORPORATION

OF

TRAFALGAR VILLAGE MASTER ASSOCIATION, INC.
a Florida not for profit corporation

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By these Articles of Incorporation, the undersigned incorporator forms a corporation not-for-profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions (these "Articles"):

ARTICLE I
NAME

The name of the corporation shall be: TRAFALGAR VILLAGE MASTER ASSOCIATION, INC. (the "Association").

ARTICLE II
PRINCIPAL OFFICE

The principal office and mailing address of the corporation shall initially be located at 2526 Albany Drive, Kissimmee, Florida 34758, and subsequently at such other location in the State of Florida as shall be determined by the Board of Directors.

ARTICLE III
PURPOSE AND POWERS

The purpose for which the Association is organized is to provide a corporate entity to act as a residential homeowners association under Sections 617.301 - 617.312, Florida Statutes, for the operation of a Residential Planned Community, located in Osceola County, Florida.

The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit, and no portion of any earning 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 under Florida law, except as limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions to which these Articles are attached as a recorded exhibit, or the Bylaws of the Association, and it shall have all other powers and duties reasonable necessary to operate the Community, and effectuate the purpose for which it is organized pursuant to said Declaration of Covenants, Conditions and Restrictions as it may hereafter be amended, including but not limited to the following:

- (A) To levy and collect assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.

((H04000211655 3))

- (B) To own, lease, maintain, repair, replace or operate any portions of the Common Areas.
- (C) To purchase insurance for the protection of the Association and its Members.
- (D) To reconstruct improvements after casualty and to make further improvements of the properties.
- (E) To make, establish, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association.
- (F) To sue and be sued, and to enforce the covenants and restrictions in the Declaration of Covenants, these Articles and the Bylaws of the Association.
- (G) To employ accountants, attorneys, architects, or other professional personnel, and to contract for services necessary to perform the services required for property operation and maintenance of the Properties.
- (H) To acquire, own and convey real property, and to enter into agreements, or acquire leaseholds, easements, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power regardless of whether the lands or facilities are contiguous to the lands of the Community, if they are intended to provide enjoyment, recreation, or other use or benefit to the Members.
- (I) To borrow or raise money for any purposes of the Association; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association.

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 of Covenants, these Articles of Incorporation and the Bylaws.

ARTICLE IV MEMBERSHIP AND VOTING RIGHTS

All owners of Lots and Units shall be voting members. Membership and voting rights shall be as set forth in the Declaration of Covenants, Conditions and Restrictions for the Community, to which these Articles shall be attached as an Exhibit, and in the Bylaws of the Association.

((H04000211655 3))

((H04000211655 3))

**ARTICLE V
TERM**

The term of the Associations shall be perpetual. If the Association is dissolved, the property consisting of the Surface Water Management System shall be conveyed to an appropriate agency of local government. If it is not accepted, those properties must be dedicated or conveyed to a similar non-profit corporation to assure continued maintenance in perpetuity.

**ARTICLE VI
BYLAWS**

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

**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 Directors or by written petition of at least twenty percent (20%) of the voting interest, and shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can be given.
- (B) Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a two-thirds (2/3) majority of the voting interest at any annual or special meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains the text of the proposed amendment.
- (C) Effective Date. An amendment shall become effective upon filing with the Secretary of State.

**ARTICLE VIII
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.
- (B) Directors of the Association shall be elected by the Members in the manner described in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

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((H04000211655 3))

- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Associations and shall serve at the pleasure of the Board.

ARTICLE IX INDEMNIFICATION

To the fullest extent permitted by Florida law, the Associations 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 is or may become a party by reason of 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 interest 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 Director or officers appointed by the Declarant, in a proceeding brought by or on behalf of the Association.

In the even of an out-of-court settlement of litigation, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement and indemnification 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.

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**ARTICLE X
REGISTERED AGENT**

RUSSELL W. DIVINE, whose address is 24 South Orange Avenue, Orlando, Florida 32801 is hereby appointed the initial registered agent of this Association.

Executed this 22 day of October, 2004.

WITNESSES:

Witness Signature:

Print Witness Name:

[Signature]
YVONNE E SUITS

[Signature]
RUSSELL W. DIVINE, Incorporator

Witness Signature:

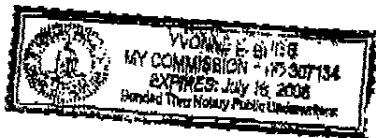
Print Witness Name:

[Signature]
ALLISON GOULD

**STATE OF FLORIDA
COUNTY OF ORANGE**

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, RUSSELL W. DIVINE, to me well known and well known to me to be the person described in and who executed the foregoing and he acknowledged before me that he executed the said instrument as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

Witness my hand and seal this 22 day of October, 2004.



[Signature]
NOTARY PUBLIC
Print Name
My Commission Expires:
Commission #:

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ACCEPTANCE OF REGISTERED AGENT

Having been named at Registered Agent and to accept service of process for the above-stated corporation at 24 South Orange Avenue, Orlando, Florida 32801, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



RUSSELL W. DIVINE
Registered Agent

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