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REFERENCE : 312013 80881A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70

ORDER DATE : April 13, 2005

ORDER TIME : 10:17 AM

ORDER NO. : 312013-005

CUSTOMER NO: 80881A

CUSTOMER: Ms. Joan Byrd
Fassett Anthony & Taylor, P.a.

1325 West Colonial Drive

Orlando, FL 32804

DOMESTIC FILING

NAME: HOMEOWNERS' ASSOCIATION OF
LEGACY PARK, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HOMEOWNERS' ASSOCIATION OF LEGACY PARK, INC.

A CORPORATION NOT-FOR-PROFIT

The undersigned, being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, hereby subscribes to these Articles for the purpose of forming a corporation and with the powers herein specified.

ARTICLE I. NAME

The name of this corporation shall be Homeowners' Association of Legacy Park, Inc. (hereinafter referred to as the "Association').

ARTICLE II. REGISTERED AGENT AND OFFICE

Ronald E. Fenn, whose address is 7758 Wallace Road, Ste. F, Orlando, Florida 32819, is hereby appointed the initial registered agent of this Association.

ARTICLE III. INITIAL PRINCIPAL OFFICE

The initial principal office of the Association shall be located at 7758 Wallace Road, Ste. F, Orlando, Florida 32819. The Association may change its principal office from time to time without amendment of these Articles of Incorporation.

ARTICLE IV. PURPOSE AND POWERS OF THE ASSOCIATION

A. The purpose and object of the Association shall be to administer the operation and management of LEGACY PARK, a subdivision located in Osceola County, Florida (hereinafter "Community") more fully described in Exhibit "A" attached hereto, (hereinafter "Property") according to the Declaration of Conditions, Covenants, Easements and Restrictions for Homeowners' Association of Legacy Park, Inc. which is to be recorded in the public records of Osceola County, Florida ("Declaration"), and any additions thereto which may be brought into the jurisdiction of this Association by annexation under the terms and conditions as set forth in the Declaration by Amberleigh, LLC, its successors and Assigns ("The Declarant").

B. The Association does not contemplate pecuniary gain or profit to the Members thereof and shall undertake and perform all acts and duties incident to the operation, management, preservation and architectural control of the Property in accordance with the terms, provisions and conditions of these Articles of Incorporation, the Bylaws of the Association and the Declaration. The Association shall further promote the health, safety and welfare of the Members of the Association in the Community.

C. The Association shall have the following powers:

1. All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida as the same may be amended from time to time as therein provided.

2. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to undertake all powers and duties set forth in the Declaration, these Articles and Bylaws as the same may be amended from time to time, the Declaration and Bylaws being incorporated herein as if set forth in full.

3. The right to tax, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

4. The right 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 or personal property in connection with the affairs of the Association and to annex such property owned by it to the covenants and restrictions.

5. The right to borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

6. The right to dedicate, sell, or transfer all or any part of the Common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of Members, agreeing to such dedication, sale or transfer, provided, however, the Association shall have the right to grant permits, easements or licenses to a public agency or utility company for utilities, roads, other purposes reasonably necessary or useful for the proper maintenance or operation of the property, which grants shall not be deemed a dedication, sale or transfer requiring the consent of Members.

7. The right to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidations or annexation shall have the consent of two-thirds (2/3) of each class of Members.

8. The right to operate, maintain, and manage the surface water management systems including, but not limited to, retention areas, drainage structures and drainage easements.

ARTICLE V. QUALIFICATION OF MEMBERS

The qualification of Members, manner of their admission to and termination of membership shall be as follows:

A. Every person or entity who is a fee simple records owner of a fee interest in any Lot which is subject to the Declaration, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the Declaration.

B. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Lot; provided that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or fee ownership interest in two or more Lots at any time while such person or entity shall retain fee title to or a fee ownership interest in any Lot.

C. Transfer of membership shall be recognized by the Association upon its being provided with a copy of the recorded deed conveying such fee simple title to a Lot to the new Member.

D. Except as an appurtenance to his Lot, no Member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association and subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and the Bylaws.

ARTICLE VI. VOTING RIGHTS

There shall be two classes of voting memberships:

CLASS A. The Class A members shall be Owners of a Lot as such is defined in the Declaration, with the exception of the Declarant. A Class A Member shall be entitled to one vote for each Lot owned.

CLASS B. The Class B members shall be the Declarant, and the Declarant shall be entitled to five (5) votes for each Lot owned.

The Class B membership shall cease and be converted to Class A membership on the happening of any of the following, whichever first occurs:

a. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

b. December 31, 2015

c. Upon written notice by the Declarant

Until the recordation of the Declaration in the public records of Osceola County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast one vote on all matters upon which the membership would be entitled to vote.

When more than one person holds an interest in a Lot, all such persons shall be members. The vote for such Lot shall be exercised by one person, as they determine, and such person shall be designated as the holder of the vote. If a corporation, partnership, joint venture or other entity is a fee simple title holder to a Lot, such entity shall designate one person as the holder of the vote. In no event shall more than one vote be cast with respect to any Lot.

ARTICLE VII. BOARD OF DIRECTORS

A. The Association's business affairs shall be managed by the Board of Directors, who need not be Members of the Association. The number of members of the first Board of Directors shall be three, and the Declarant shall appoint the initial Board of Directors. There shall be three Directors until Class B membership ceases. After Class B membership ceases, the Board of Directors, shall consist of five directors.

B. The names and addresses of the persons who are to serve as the initial Board of Directors until their successors are appointed or chosen, are as follows:

DIRECTOR:	ADDRESS:
Ronald E. Fenn	7758 Wallace Road, Ste. F Orlando, Florida 32819
Deborah A. Fenn	7758 Wallace Road, Ste. F Orlando, Florida 32819
Suresh Gupta	5200 Vineland Road, Ste. 200 Orlando, Florida 32811

C. Until Class B membership ceases, the three directors shall serve for one (1) year and be elected by the members annually at the annual meeting. At the first meeting after termination of the Class B membership, the members shall elect five Directors. At such meeting the members shall elect two directors for a term of one year, two directors for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one or two directors (being the same number of directors as those whose terms have expired) for a term of three years.

ARTICLE VIII. OFFICERS

A. The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer, and if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

B. Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Community and the affairs of the Association, and any and all such persons and/or entity or person or entity is a Member, Director or officer of the Association.

C. The persons who are to serve as officers of the Association until their successors are chosen are:

OFFICE:	NAME:
President	Ronald E. Fenn
Vice President	Suresh Gupta
Secretary	Deborah A. Fenn

D. The officers shall be elected by the Board of Directors at their annual meeting as provided in the Bylaws. The Board of Directors at any meeting duly held shall fill vacancies in any office.

E. The President shall be elected from the membership of the Board, but no other officer need be a Director. The same person may hold the offices of Secretary, and Treasurer. No person shall simultaneously hold more than one of any of the other offices except Secretary and Treasurer.

ARTICLE IX. BYLAWS

A. The Board of Directors shall adopt by a majority vote the original Bylaws of the Association.

B. The Bylaws shall be amended by the procedure more fully set forth in the Bylaws and shall be approved by at least a majority of each class of membership.

ARTICLE X. AMENDMENT OF ARTICLES

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the votes of each class of Members. When the Class B membership ceases and is converted to Class A membership, amendment of these Articles shall require the assent of seventy-five percent (75%) of only the votes of such Class A membership.

ARTICLE XI. INDEMNITY

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

ARTICLE XII. NON-PROFIT STATUS

No part of the income of this corporation shall be distributed to the Members except upon the dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

ARTICLE XIII. MERGER AND DISSOLUTION

The Association shall have the right to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members.

This Association may be dissolved by the approval of two-thirds of the votes of each class of members given in person by proxy or by written consent. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, including without limitation, the assignment of all the Association's obligations concerning the drainage facilities to an entity approved by the South Florida Water Management District. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval on dissolution pursuant to Florida Statute 617.05.

ARTICLE XIV. DURATION

The Corporation shall exist perpetually.

ARTICLE XV. FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require prior approval of the Federal Housing Administration or the Veteran's Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Property, dedication of Common Property, dissolution and amendment of these Articles.

ARTICLE XVI. SUBSCRIBER

The name and address of the subscriber to these Articles is Ronald E. Fenn, 7758 Wallace Road, Ste. F, Orlando, Florida 32819.

Ronald E. Fenn

Ronald E. Fenn

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before this 8th day of April, 2005 by Ronald E. Fenn, who is personally known to me ~~or who has produced~~ ______________________ ~~as identification~~ and who did not take an oath.

Joan W. Byrd

Notary Public
Print Name: Joan W. Byrd
My Commission Expires:
Commission #:

JOAN W. BYRD
MY COMMISSION EXPIRES
September 18, 2006
#DD 151567
Bonded thru Notary Public Underwriters
NOTARY PUBLIC, STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

First - that desiring to organize under the laws of the State of Florida with its principal office, as indicated in foregoing Articles of Incorporation, County of Orange, State of Florida, the corporation named in said Articles has named Ronald E. Fenn, located at 7758 Wallace Road, Ste. F, Orlando, Florida 32819, County of Orange, State of Florida, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Ronald E. Fenn
Registered Agent

Dated this 13th day of April, 2005.

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