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## FLORIDA NON-PROFIT CORPORATION

Floridays Orlando Resort Condominium Association, In

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

FLORIDAYS ORLANDO RESORT CONDOMINIUM ASSOCIATION, INC.

ARTICLE I

Name

The name of the corporation shall be Floridays Orlando Resort Condominium Association, Inc. For convenience this corporation shall be referred to as the "Association."

ARTICLE II

Purposes

1. The purpose for which the Association is organized is to manage, operate and maintain a condominium to be known as Floridays Orlando Resort, a Condominium ("Condominium") in accordance with the Declaration of Condominium of Floridays Orlando Resort, a Condominium ("Declaration"), and for any other lawful purpose. All terms used in these Articles of Incorporation shall have the same meaning as the identical terms utilized in the Declaration, unless the context otherwise requires.

2. The Association is a nonprofit corporation and has no capital stock and will not make any distribution of income or profit to its members, directors or officers.

ARTICLE III

Powers

1. The Association shall have all of the common law and statutory powers of a nonprofit corporation which are not in conflict with the terms of these Articles, together with such additional specific powers as are contained in the Bylaws or Declaration.

2. The Association shall have all of the powers reasonably necessary to implement the purpose of the Association, including, but not limited to, the following:

- a. To adopt a budget and make and collect assessments against members to defray the costs of the Condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To maintain, manage, repair, replace and operate the Condominium Property.
- d. To reconstruct improvements after casualty and construct further improvements to the Condominium Property.
- e. To promulgate and amend the Condominium Rules and Regulations respecting the use of Condominium Property.

f. To enforce by legal means the provisions of the various Condominium Documents, these Articles, the Bylaws, and the Condominium Rules and Regulations.

g. To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the various Condominium Documents to have approval of the Board or the members of the Association. Notwithstanding any provisions contained in these Articles to the contrary, it is the intent of these Articles that the Board shall not be able to independently terminate a contract for the management of the Condominium without a vote of the Owners as provided in Chapter 718, *Florida Statutes* ("Chapter 718").

h. To maintain, manage, repair, replace and operate the property of the single condominium resulting from a merger of this Condominium with another independent and separate condominium pursuant to the merger provisions of the Declaration.

i. To lease non-condominium property, as lessee, and Units owned by the Association and Common Elements of the Condominium as lessor in accordance with the Declaration, all funds and the titles to all property acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.

j. Those powers specifically granted to associations pursuant to Chapter 718.

3. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

#### ARTICLE IV

##### Members

The qualifications of members, the manner of their admission, and voting by members shall be as follows:

1. All Owners shall be members of this Association, and no other persons or entities shall be entitled to membership. An Owner shall be entitled to one (1) vote for each Unit which the Owner may own.

2. Changes in membership in the Association shall be established by the recording in the Public Records of Orange County, Florida, of a deed or other instrument establishing a change of record title to a Unit and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument shall thereby become a member of the Association. The membership of the prior Owner shall be thereby terminated.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's Unit.

#### ARTICLE V

##### Directors

1. The affairs of the Association will be managed by a board of directors of not less than three (3) or more than seven (7) directors as shall be determined by the Bylaws, and in the absence of such determination shall consist of three (3) directors.

2. Directors of the Association shall be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

## ARTICLE VI

### Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon such person in connection with any proceeding to which such person may be a party, or in which such person may become involved by reason of such person being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance, malfeasance, or nonfeasance in the performance of the director's or officer's duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the board of directors has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## ARTICLE VII

### Bylaws

The Bylaws shall be adopted by the board of directors and may be altered, amended or rescinded as provided in the Bylaws.

## ARTICLE VIII

### Amendments

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

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
2. Until the first election of a majority of directors by members other than the Developer, proposal of an amendment and approval thereof shall require the affirmative action of three-fourths (3/4) of the entire membership of the board of directors, and no meeting of the members nor any approval thereof need be had.
3. After the first election of a majority of directors by members other than the Developer, a resolution approving a proposed amendment may be proposed by either the board of directors or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than three-fourths (3/4) of all the directors and by not less than a three-fourths (3/4) vote of the members of the Association at a duly called meeting of the Association. Directors and the members not present at the meeting considering the amendment may express their approval in writing ten (10) days after such meeting.
4. An amendment when adopted shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Orange County, Florida.
5. Notwithstanding the provisions of this Article VIII, these Articles may be amended by the Developer as may be required by any governmental entity; as may be necessary to conform these Articles to any governmental statutes; as may be in the best interests of the Association; or as the Developer may deem appropriate, in its sole discretion, to carry out the purposes of the project.

**ARTICLE IX**

Term

The term of the Association shall be the life of the Condominium. The Association terminates by the termination of the Condominium in accordance with the Declaration.

**ARTICLE X**

Incorporator

The name and address of the incorporator to these Articles of Incorporation is as follows:

| <u>Name</u>      | <u>Address</u>                                            |
|------------------|-----------------------------------------------------------|
| Gary L. Steadman | 73 S. Palm Avenue<br>Suite 223<br>Sarasota, Florida 34236 |

**ARTICLE XI**

Registered Agent

The Association hereby appoints Gary L. Steadman as its Registered Agent to accept service of process within this state, with the Registered Office located at 73 S. Palm Avenue, Suite 223, Sarasota, Florida 34236.

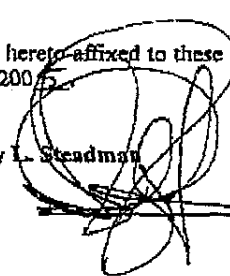
**ARTICLE XII**

Principal Office

The address of the principal office of the Association is at 73 S. Palm Avenue, Suite 223, Sarasota, Florida 34236.

IN WITNESS WHEREOF the incorporator has hereunto affixed to these Articles of Incorporation the incorporator's signature this 6<sup>th</sup> day of July, 2005.

Gary L. Steadman

By: 

STATE OF FLORIDA           )  
                                          ) SS.  
COUNTY OF ORANGE        )

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of JULY, 2005, by Gary L. Steadman, who is personally known to me or has produced \_\_\_\_\_ as identification.



*Sherry C. Barshaw*  
(Notary Signature)

SHERRY C BARSHAW  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. DD 395780

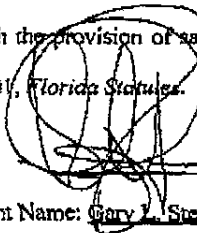
REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not-For-Profit Corporation Act, the following is submitted, in compliance with said statute:

That Floridays Orlando Resort Condominium Association, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Sarasota, County of Pinellas, State of Florida, has named Gary L. Steadman, located at 73 S. Palm Avenue, Suite 223, Sarasota, Florida 34236, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §617.0501, Florida Statutes.

By: 

Print Name: Gary L. Steadman

Date: July 6, 2005