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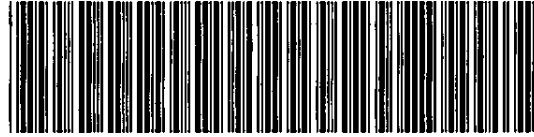
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LAW OFFICES

VIHLEN & ASSOCIATES, P.A.

1173 SPRING CENTRE SOUTH BOULEVARD, SUITE C  
ALTAMONTE SPRINGS, FLORIDA 32714  
(407) 786-2200

SIDNEY L. VIHLEN, III  
STEPHANIE L. BRENNAN

PLEASE REPLY TO:  
POST OFFICE BOX 161554  
ALTAMONTE SPRINGS, FLORIDA  
32716-1554  
TELECOPIER (407) 786-2247

September 25, 2006

Department of State  
Division of Corporations  
Attn: New Filing  
409 East Gaines Street  
Tallahassee, Florida 32314

RE: Filing Articles of Incorporation/Villas at Emerald Lake Homeowner's Association, Inc.

Dear Sir/Madam:

Enclosed, please find the original Articles of Incorporation of Villas at Emerald Lake Homeowner's Association, Inc. for filing with your office.

Additionally, enclosed, you will find a check made payable to The Department of State, Division of Corporations, in the amount of \$78.75, representing the corporate filing fee.

Please forward to our office a certified copy of the duly filed Articles of Incorporation. If you have any questions regarding this matter, please contact our office at (407) 786-2200. Thank you for your assistance with this matter.

Sincerely,

VIHLEN & ASSOCIATES, P.A.



Sidney L. Vihlen, III

SLV,III/sab  
enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 29, 2006

SIDNEY L. VIHLEN, III  
VIHLEN & ASSOCIATES, P.A.  
1173 SPRING CENTRE SOUTH BOULEVARD, STE  
ALTAMONTE SPRINGS, FL 32714

SUBJECT: VILLAS AT EMERALD LAKE HOMEOWNER'S ASSOCIATION, INC.  
Ref. Number: W06000042961

We have received your document for VILLAS AT EMERALD LAKE HOMEOWNER'S ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring  
Document Specialist  
New Filing Section

Letter Number: 306A00058137

**ARTICLES OF INCORPORATION**

**OF**

**VILLAS AT EMERALD LAKE HOMEOWNER'S ASSOCIATION, INC.**

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DIVISION OF CORPORATIONS

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The undersigned subscriber to these Articles of Incorporation a natural person competent to contract, hereby forms a corporation, not for profit, under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is:

**VILLAS AT EMERALD LAKE HOMEOWNER'S ASSOCIATION, INC.**

**ARTICLE II**  
**CORPORATE EXISTENCE**

Existence of this corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The corporation shall exist in perpetuity.

**ARTICLE III**  
**PURPOSES**

The purposes for which this corporation is formed is to perform all of the acts and duties as are normally performed by a duly incorporated, not for profit, homeowner's association as to the real property known as Villas at Emerald Lake, according to the plat thereof as recorded in the Public Records of Osceola County, Florida, and to perform all acts and duties as set forth in the Declaration of Covenants and Restrictions of Villas at Emerald Lake, as recorded in the Public Records of Osceola County, Florida including, without limitation, the following:

- 1) To preserve, improve, operate and maintain the common areas of the community, including the community entrance area, community park, swales, berms, drainage areas and drainage and utility easements; and
- 2) To inspect all swales, berms, drainage areas and drainage and utility easements lying within individually owned lots within the community; and

- 3) To enforce all owner's covenants including, without limitation, covenants regarding the preservation and maintenance of all swales, berms, drainage areas and drainage and utility easements lying within individually owned lots within the community; and
- 4) To administer and operate the community for the best interests of the property and the residents thereof; and
- 5) To sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets; and
- 6) To adopt, change, amend, and repeal bylaws, rules and regulations, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers; and
- 7) To initiate, defend against and appear in all actions and legal proceedings in its corporate name to the same extent as a natural person, including, but not limited to, proceedings for the collection of assessments; and
- 8) To contract for services to provide the services for operation and maintenance of common areas of the community, including surface water or stormwater management systems; and
- 9) To operate, maintain and manage the surface water or stormwater management systems, including all lakes, retention areas, culverts and related appurtenances, in a manner consistent with the South Florida Water Management District requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained herein; and
- 10) To establish and collect assessments from the members of the Association in order to accomplish the objectives listed above. This corporation shall levy and collect adequate assessments against members of the Association for the operation of the Association, the proper maintenance of all common areas as well as the costs of maintenance and operation of the surface water or stormwater management systems. The assessments shall be used for the operation of the Association, the maintenance and repair of the common areas and the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements.

**ARTICLE IV**  
**QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION**

All persons or entities owning a present vested interest, evidenced by an instrument properly recorded in the Public Records of Osceola County, Florida, in the fee simple title in any lot, shall automatically be members of the Association. Said memberships shall automatically terminate when a person or entity no longer owns such an interest.

Owners of each lot shall be entitled to vote as members of the Association as stated in the Declaration of Covenants and Restrictions of the Villas at Emerald Lake recorded in the Public Records of Osceola County, Florida.

**ARTICLE V**  
**INITIAL BOARD OF DIRECTORS**

The affairs and property of this corporation shall be managed and governed by a Board of Directors the size and duties of which shall be governed by the By-Laws of the corporation and the Declaration of Covenants and Restrictions for Villas at Emerald Lake.

LOUIE D. DiMILLO.....DIRECTOR  
CHRIS DiMILLO.....DIRECTOR  
CAROL DiMILLO.....DIRECTOR

The address for the above-referenced directors is 1355 South International Parkway, Suite 2461, Lake Mary, Florida 32746-1696

Directors shall be elected by the voting members of the corporation, in accordance with the By-Laws, at the regular annual meetings of the membership of the corporation.

**ARTICLE VI**  
**OFFICERS**

All officers shall be elected by the Board of Directors, in accordance with the By-Laws, at the regular annual meetings of the Board of Directors. The initial officers of the Corporation shall consist of the following:

LOUIE D. DiMILLO.....PRESIDENT  
CHRIS DiMILLO.....VICE-PRESIDENT  
CAROL DiMILLO.....SECRETARY

The address for the above-referenced officers is 1355 South International Parkway, Suite 2461, Lake Mary, Florida 32746-1696

The initial officers shall serve until the first annual meeting of the Board of Directors to be held in accordance with the By-Laws. New offices may be created, and appointments may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the By-Laws.

**ARTICLE VII**  
**BY-LAWS**

By-Laws for the corporation shall initially be adopted by the initial Board of Directors. During the corporation's first year of existence, the Board of Directors shall have the power and authority to alter and amend the By-Laws by a majority vote of such Board; thereafter, the By-Laws of the corporation may be made, altered, amended or rescinded as set forth in said By-Laws.

**ARTICLE VIII**  
**AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may only be amended by a majority vote of the members of the initial Board of Directors during the corporation's first year of existence. Thereafter, any member of the corporation may propose amendments to the Articles of Incorporation. Any such amendment must be approved at a regular or special meeting of the members of the corporation, called for that purpose, with proper notice having been given, by a two thirds (2/3) vote of the qualified members of the corporation.

**ARTICLE IX**  
**RESIDENT AGENT AND INITIAL PRINCIPAL OFFICE**

Until a successor individual or location is named by the Board of Directors, the Resident Agent and initial principal office of the corporation shall be:

CHRIS DIMILLO  
1355 S. International Parkway, Suite 2461  
Lake Mary, Florida 32746.

The resident agent shall maintain copies of all further permitting actions for the benefit of the corporation.

**ARTICLE X**  
**NON-PROFIT STATUS**

No part of the net earnings of the corporation shall inure to the benefit of any individual or member.

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and none of the assets of the corporation will be distributed to any member, officer or director or trustee of the corporation. Upon dissolution of the organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an organization or organizations which have qualified for an exemption under Section 501 (c) (3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose.

**ARTICLE XI**  
**CONTINUANCE OF OPERATION AND MAINTENANCE ON SURFACE**  
**WATER OR STORMWATER MANAGEMENT SYSTEMS**

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management systems, including property containing the surface water or stormwater management systems and water management portions of common areas, must be transferred to and accepted by an appropriate agency of local government which would comply with section 40C-42.027, F.A.C. and be approved by the South Florida Water Management District prior to such termination, dissolution or liquidation. If the local government agency declines acceptance, the responsibility for the operation and maintenance of the surface water or stormwater management systems, including property containing the surface water or stormwater management systems and water management portions of common areas, must be dedicated to a similar non-profit corporation.

**ARTICLE XII**  
**SUBSCRIBER**

The name and resident address of the founder and subscriber to these Articles of Incorporation is:

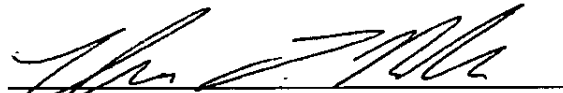
CHRIS DIMILLO  
1355 S. International Parkway, Suite 2461  
Lake Mary, Florida 32746

**ARTICLE XIII**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.



IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on this 20<sup>th</sup> day of September, 2006.

  
CHRIS DIMILLO,  
Incorporator

STATE OF FLORIDA     }  
COUNTY OF SEMINOLE }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgments, personally appeared, **CHRIS DIMILLO**, who is either personally known by me, or who produced a Drivers License as identification, and who, after being duly sworn, acknowledged to me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this the 20<sup>th</sup> day of September, 2006.

(SEAL)



  
Notary Public, State of Florida

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of **VILLAS AT EMERALD LAKE HOMEOWNER'S ASSOCIATION, INC.**, which is contained in the foregoing Articles of Incorporation.

  
CHRIS DIMILLO

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