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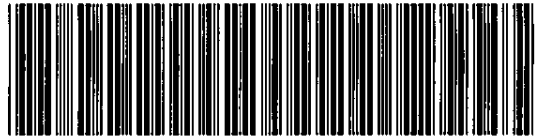
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05 NOV -6 PM 1:04  
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CORPORATION SERVICE COMPANY

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06 NOV -6 PM 1:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 578598 8432A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : November 6, 2006

ORDER TIME : 10:14 AM

ORDER NO. : 578598-005

CUSTOMER NO: 8432A

DOMESTIC FILING

NAME: WESTSIDE MASTER HOMEOWNERS  
ASSOCIATION, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake - EXT. 2959

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
WESTSIDE MASTER HOMEOWNERS ASSOCIATION, INC.**

FILED  
06 NOV -6 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural Person competent to contract hereby forms a corporation not for profit under the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes.

**ARTICLE I  
NAME**

The name of this corporation is:

WESTSIDE MASTER HOMEOWNERS ASSOCIATION, INC.

For convenience, the corporation is sometimes referred to in this instrument as the "Association". For further convenience, all capitalized terms herein which are not defined shall have the meaning set forth in the Declaration (as defined below).

**ARTICLE II  
PURPOSES**

This Association is organized to provide for the improvement, maintenance, and preservation of the Common Property and those Improvements, if any which are constructed upon the Common Property (the "Common Improvements") all of which are located in and on the Property which is encumbered and affected by that certain Declaration of Protective Covenants and Restrictions For Westside, which is to be recorded in the Public Records of Osceola County, Florida, as the same may be hereafter amended from time to time (the "Declaration") and to provide the health, safety and welfare of the Members of the Association in conjunction with their use and enjoyment of the Common Property and Common Improvements located in the Property. In connection therewith and provided that the District does not operate and/or maintain the Surface Water Management System in accordance with the requirements of the WM District, then the Association shall operate, maintain, and manage the Surface Water Management System in a manner which is consistent with the WM District's Permit, requirements and applicable WM District rules, and shall assist in the enforcement of the restrictions and covenants in the Declaration which relate to the Surface Water Management System.

**ARTICLE III  
MEMBERSHIP AND VOTING RIGHTS**

Section 1. Membership. Every Owner shall be a Member of the Association, provided that no Person who holds an ownership interest in any Lot merely as a security for the performance of any obligation shall be a Member. The Developer shall retain the rights of membership including, but not limited to, the Voting Rights, to all Lots owned by Persons not entitled to Membership as herein defined.

Section 2. Voting Rights. The Association shall have two classes of voting membership.

Class A. "Class A Members" shall be every Member with the exception of the Developer. Class A Members shall be entitled to one vote for each Lot owned. When more than one (1) Person holds an interest in any Lot, all such Persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The "Class B Member" shall be the Developer and the Class B Member shall have seven (7) votes for each Lot owned by said Member. For purposes of determining voting rights hereunder, the number of Lots owned by the Developer shall be deemed to include the total number of residential Lots which, under the terms and conditions of the Development Order, the Developer may lawfully develop within those portions of the Property which are owned by the Developer from time to time, whether or not yet included in one or more final plat(s) subdividing all or any portion of the Property into Lots.

The Class B Membership shall cease and become converted to Class A Membership upon the earlier to occur of the following events:

a. At such time as the Developer has sold, transferred or conveyed ninety percent (90%) of the total number of Lots that the Developer plans to develop within Westside and which have been subjected to the covenants and restrictions set forth in the Declaration; or

b. On December 31, 2012

#### **ARTICLE IV** **TERM OF EXISTENCE**

The Association shall commence existence on the date of the filing of these Articles of Incorporation with the Secretary of the State of Florida and shall exist perpetually. If the Association is subsequently dissolved, then any portion of the Surface Water Management System, Common Property on which the Surface Water Management System is constructed and the water management portions of the Common Property (collectively the "Surface Water Management System Infrastructure") which has not previously been conveyed to the Westside Community Development District (the "CDD") shall be conveyed to the CDD or to an agency of the local government determined to be acceptable by the District. If such local government agency shall decline to accept such conveyance, then the Surface Water Management System Infrastructure shall be dedicated to a similar not-for-profit corporation.

#### **ARTICLE V** **INCORPORATOR**

The name and address of the subscriber is:

Paul Oxley  
3050 Michigan Avenue  
Kissimmee, Florida 34744

**ARTICLE VI**  
**OFFICERS**

The day to day affairs of the Association shall be managed by a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided for in the Bylaws of the Association. An officer may hold one or more offices. The officers shall be elected by the Board of Directors of the Association annually in accordance with the provisions of the Bylaws; and they shall serve at the pleasure of the Board of Directors.

**ARTICLE VII**  
**INITIAL OFFICERS**

The names of the officers who are to serve until the first election hereunder are:

President: Paul Oxley

Treasurer: Robert R. Marks

Vice President/Secretary: Lindsay M. Oxley

**ARTICLE VIII**  
**DIRECTORS**

The Board of Directors of the Association shall consist of not less than three (3) persons, the exact number to be determined in accordance with the provisions of the Bylaws. The Board of Directors shall be elected or appointed in accordance with the provisions of the Declaration and the Bylaws.

**ARTICLE IX**  
**INITIAL DIRECTORS**

The names and addresses of the persons who are to serve as the initial Directors of the Association are:

Name/Address

Paul Oxley, 3050 Michigan Avenue, Kissimmee, Florida 34744

Lindsay M. Oxley, 3050 Michigan Avenue, Kissimmee, Florida 34744

Robert R. Marks, 3109 Fairfield Drive, Kissimmee, Florida 34743

**ARTICLE X**  
**BYLAWS**

The Bylaws of the Association shall be made, altered, or rescinded by affirmative vote of a majority of

the Board of Directors of the Association.

## **ARTICLE XI** **INDEMNIFICATION**

Section 1. The Members, Officers and Directors of the Association shall not be personally liable for any obligation of the Association of any nature whatsoever; nor shall any of their property be subject to the payment of the obligations of the Association to any extent whatsoever.

Section 2. Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding whether civil, criminal, administrative, or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a Director or Officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he/she is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such Director or Officer shall be finally adjudged to be liable for gross negligence or willful misconduct, provided that in the event of a settlement of such a proceeding, this indemnification shall apply only when the Board of Directors of the Association approve such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other indemnification rights to which such Director or Officer may be entitled.

Section 3. Expenses incurred by any Officer or Director of the Association in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested Directors of the Association upon the Association's receipt of an undertaking by or on behalf of such Director or Officer to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Association as authorized by these Articles of Incorporation.

Section 4. The Association shall have the power to purchase, at its expense, and thereafter maintain insurance on behalf of any person who is or was a Director or Officer of the Association, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of these Articles.

## **ARTICLE XII** **AMENDMENTS**

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Members of the Association, after no less than fifteen (15) days prior written notice to all Members.

## **ARTICLE XIII** **MISCELLANEOUS**

Section 1. The Association shall have no capital stock.

Section 2. This Association shall have all powers to carry out its purposes and activities

incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

Section 3. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 4. Unless specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable in whole, or in part, to any developer, management agent, governmental unit, public body, or similar entity. Any instrument effectuating such a transfer shall specify the duration thereof and the means of revocation.

**ARTICLE XIV**  
**DISSOLUTION**

Upon the dissolution of this Association the Board of Directors shall, after paying or making provision for the payment or all of the liabilities of the Association, pursuant to the procedure of provisions of Florida Statutes §617.05, dispose of all of the assets of the association exclusively for the purposes of the Association in such manner as the Board of Directors shall determine. Any of the assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE XV**  
**INITIAL PRINCIPAL OFFICE: INITIAL REGISTERED OFFICE AND AGENT**

The street address and mailing address of the initial principal office of the Association is 3050 Michigan Avenue, Kissimmee, Florida 34744. The initial registered office of the Association shall be 3050 Michigan Avenue, Kissimmee, Florida 34744, and the registered agent of the Association at that office shall be Paul Oxley.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation the 3<sup>rd</sup> day of November, 2006.

Incorporator:

  
\_\_\_\_\_  
Paul Oxley

[Acknowledgement follows on next page]

STATE OF FLORIDA  
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 3 day of November, 2006, by Paul Oxley, who is [  ] personally known to me or [  ] who has produced a Florida driver's license as identification and who did take an oath.

Notary Public:



(Signature of Notary Public)

Print Name: R. V. MARKS

State of Florida at Large (Seal)

My Commission Expires





**DESIGNATION OF REGISTERED AGENT**

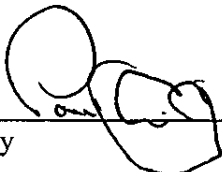
Pursuant to Chapter 48.0501, Florida Statutes, the following is submitted in compliance with said Act:

That **WESTSIDE MASTER HOMEOWNERS ASSOCIATION, INC.**, a not for profit corporation organized and existing under the laws of the State of Florida with its registered office located at 3050 Michigan Avenue, Kissimmee, Florida 34744, has named Paul Oxley, located at that address as its agent to accept service of process within the State.

  
\_\_\_\_\_  
Paul Oxley

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-entitled corporation at the registered office designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Paul Oxley

**FILED**  
06 NOV -6 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA