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ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 741859

8432A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : February 2, 2007

ORDER TIME : 10:24 AM

ORDER NO. : 741859-005

CUSTOMER NO: 8432A

DOMESTIC FILING

NAME: TUSCANY AT WESTSIDE
HOMEOWNERS ASSOCIATION, INC.

EFFECTIVE DATE:

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

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Kathy Drake - EXT. 2959

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
TUSCANY AT WESTSIDE HOMEOWNERS ASSOCIATION, INC.**

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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:

TUSCANY AT WESTSIDE HOMEOWNERS ASSOCIATION, INC.

For convenience, the corporation is sometimes referred to in this instrument as the "Association".

**ARTICLE II
PURPOSES**

This Association is organized to provide for the improvement, maintenance, and preservation of the Common Property And Improvements (as those terms are defined in the Declaration) which are located in and on the real property (the "Subdivision") which is encumbered and affected by that certain Declaration of Covenants and Restrictions for TuscanY At 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 improvements located within the "Common Areas (as defined in the Declaration) in the Subdivision.

**ARTICLE III
MEMBERSHIP AND VOTING RIGHTS**

Section 1. Membership. Every Person or entity, who is a record owner of a fee or undivided fee interest in any property or platted lot (hereafter a "Lot") in the Subdivision, shall be a member of the Association. Notwithstanding anything else to the contrary herein, any such Person or entity who holds such interest merely as security for the performance of an obligation shall not be a member of the Association.

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 four (4) 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

Developer plans to develop within the Subdivision, whether or not yet included in a final plat subdividing all or any portion of the Property into single family residential lots.

The Class B Membership shall cease and become converted to Class A Membership when the Developer has sold, transferred or conveyed title to ninety percent (90%) of the total number of Lots which the Developer plans to develop within the Subdivision which have been subjected to the operation and legal effect of the Declaration.

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.

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 one (1) person, the exact number to be determined in accordance with the provisions of the Bylaws. The Board of Directors shall be elected by the Members annually 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 effecting 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 of 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.

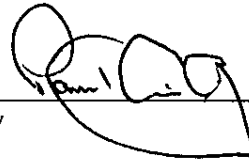
ARTICLE XV
INITIAL PRINCIPAL OFFICE: INITIAL REGISTERED OFFICE AND AGENT

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 23 day of January, 2007.

Incorporator:

Paul Oxley



STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 24 day of January, 2007, by Paul Oxley, who is [] personally known to me or [] who has produced _____ 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



R. V. Marks
Commission # DD392985
Expires March 7, 2009
Bonded Troy Fain - Insurance, Inc. 800-386-7019

DESIGNATION OF REGISTERED AGENT

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

That **TUSCANY AT WESTSIDE HOMEOWNERS ASSOCIATION, INC.**, a corporation being organized to exist 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.

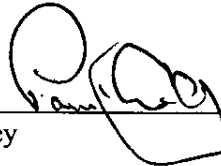
Paul Oxley



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



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TALLAHASSEE, FLORIDA