

N 96000001061

MILES AND CUMBLE, P.A.

ATTORNEYS AT LAW  
4305 NEPTUNE ROAD  
ST. CLOUD, FLORIDA 34769

R. SCOTT MILES, JR.  
FRANK H. CUMBLE, II

FILED  
FEB 28 1996  
U.S. DEPARTMENT OF JUSTICE  
FEDERAL BUREAU OF INVESTIGATION  
TALLAHASSEE, FLORIDA

February 7, 1996

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

8000001711148  
-02/09/96--01031--012  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Golfside Unit Two Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed please find Articles Of Incorporation for Golfside Unit Two Homeowners Association, Inc. together with our check #015770 in the amount of \$122.50 to cover the cost of incorporation.

Thank you for your assistance in this matter.

Yours truly,

*Debra A. Davis*

Debra A. Davis  
Paralegal

/dad

Enclosures

RSM/et/golfside.let

696 - 6281  
~~W96-3297~~  
3 di

F. CHESSEY FEB 28 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 13, 1996

DEBRA A DAVIS PARALEGAL  
4305 NEPTUNE ROAD  
ST CLOUD, FL 34769

SUBJECT: GOLFSIDE UNIT TWO HOMEOWNERS ASSOCIATION INC.  
Ref. Number: W96000003297

FILED  
96 FEB 25 10 59 AM '96  
TALLAHASSEE, FLORIDA

We have received your document for GOLFSIDE UNIT TWO HOMEOWNERS ASSOCIATION INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return 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 (904) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 696A00006281

ARTICLES OF INCORPORATION

OF

GOLFSIDE UNIT TWO HOMEOWNERS ASSOCIATION, INC.  
(A Florida Corporation Not-For-Profit)

FILED  
2023  
MAY 22 10 00 AM  
OSCEOLA COUNTY  
FLORIDA

In order to form a corporation not-for-profit under and in accordance with Chapter 617 of the Florida Statutes, we, the undersigned, hereby associate ourselves into a corporation not-for-profit for the purposes and with the powers hereinafter set forth and to that end, we do, by these Articles of Incorporation, certify as follows:

ARTICLE I

NAME

The name of this Association shall be Golfside Unit Two Homeowners Association, Inc., whose present address is 818 W. Mabbette Street, Kissimmee, Florida 34741.

ARTICLE II

PURPOSE OF ASSOCIATION

This Association is being organized in connection with the single-family development known as Golfside Unit Two (the "Development") as evidenced by that certain Declaration of Covenants, Conditions and Restrictions therefor (the "Declaration") as amended from time to time, which is recorded in the Public Records of Osceola County, Florida. All terms and definitions as set forth in the Declaration are hereby incorporated herein and made a part hereof. The purpose for which the Association is organized is to maintain, operate and manage the Development. Unless otherwise specified, the Association shall have all powers set forth herein and in the Declaration.

ARTICLE III

POWERS

In addition to such other powers as may be set forth in the Declaration, these Articles, the By-Laws or the Florida Statutes, the Association shall have the following powers which shall be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of the Declaration, these Articles, the By-Laws or the Florida Statutes.

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

1. Assessments: To levy assessments on the Owners of Lots and to enforce payments of such assessments.
2. Right of Entry and Enforcement: To enter upon any portion of the Development for the purpose of enforcing by peaceful means any other provisions of the Declaration or for the purpose of maintaining or repairing any such area if, for any reason whatsoever, maintenance is required thereto.
3. Easements and Rights-of-Way: To grant and convey to the Developer or any third party easements and rights-of-way in, on, over or under any of the Common Areas for the purpose of constructing, erecting, operating or maintaining therein, thereon, or thereunder;
  - a. Overhead or underground lines, cables, wires, conduits or other devices for the transmission of electricity for lighting, heating, power, telephone or other purposes;
  - b. Public sewers, storm water drains, pipes, water systems, sprinkler systems, water, heating and gas lines or pipes; and, similar public or quasi-public improvements or facilities.
4. Transfer, Dedication and Encumbrance: To sell, transfer or encumber all or any portion of the Common Areas located in the Development, including the private streets, if any, and any other portion of the property owned by the Association, to a person, firm or entity, whether public or private, and the right of the Association to dedicate or transfer all or any portion of the property owned by the Association to any public agency, authority or Utility for the purposes and subject to such conditions as may be agreed to by the members of the Association. No such sale, transfer, encumbrance or dedication shall be effective unless approved by a vote of seventy-five percent (75%) of the members of the Association, agreeing to such sale, transfer, encumbrance or dedication. Such vote shall collectively include all Members. Notwithstanding anything contained herein to the contrary, until the Developer has transferred control of the Association, as provided in the Declaration, the Association shall be permitted to sell, transfer, encumber or dedicate such portion of the Common Areas located in the Development as, in its sole discretion, it shall deem appropriate and in the best interests of the development without the consent or vote of the members of the Association.
5. Employment of Agents: To employ the services of any person or corporation as Manager, or other employees, to, as may be directed by the Board, manage, conduct and perform the business, obligations and duties of the Association, and to enter

into contracts for such purpose. Such agent shall have the right to ingress and egress over such portions of the Common Areas or the Development as is necessary for the performance of such business, duties and obligations.

6. Employment of Professional Advisors: To employ professional counsel and advise such persons, firms or corporations such as, but not limited to, landscape architects, recreation experts, planners, lawyers and accountants.

7. Create Classes of Service and Make Appropriate Charges: To create, in its sole discretion, various classes of service and to make appropriate charges therefor for the users thereof, including, but not limited to, reasonable admission and other fees for the use of any recreational facilities situated in the Common Areas and to avail itself of any rights granted by law without being required to render such services to those of its members who do not assent to the said charges and to such other rules and regulations as the Board deems proper. In addition, the Board shall have the right to discontinue any service on non-payment or to eliminate such services for which there is no demand therefor or adequate funds to maintain the same out of charges.

8. Miscellaneous: To sue and be sued; pay taxes; make and enter into contracts; enter into leases or concessions and to pass good and marketable title to the Common Areas, dedicate or transfer all or any part of the Common Areas to a public agency, authority or utility for such purposes and subject to such conditions as may be reasonable; make and execute any and all proper Affidavits for various purposes; compromise any action without leave of Court; insure its own liability for claims against it and against its officers, directors, employees and contractors.

9. Inspection; Personal Liability: No member of the Board or any officer of the Association nor any Officer or Director of the Developer or the Manager shall be personally liable to any Owner or to any other party, including the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error or negligence of the Association, the Board, the Manager or any other representative or employee of the Association, the Developer or any officer of the Association, provided that such person, firm or entity has, upon the basis of such information as may be possessed by him, acted in good faith, without willful or intentional misconduct.

10. Books and Records: To keep separate books and records in accordance with the Articles and/or By-Laws for the Development.

11. Dedication of Assets: If the Association is dissolved, the assets of the Association shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes.

## ARTICLE IV

### MEMBERS

The qualification of Members, the manner of their admission to membership in the Association, the manner of the termination of such membership and voting by Members shall be as follows:

A. Until such time as the recordation of the Declaration, the Members of this Association shall be comprised solely of the Subscribers ("Subscriber Members") to these Articles; and in the event of the resignation or termination of any Subscriber Member, the remaining Subscriber Members may nominate and designate a successor Subscriber Member. Each of the Subscriber Members shall be entitled to cast one (1) vote on all matters requiring a vote of the Members.

B. Upon the recordation of the Declaration, the Subscriber members' rights and interests shall be automatically terminated and the Owners, which in the first instance means Developer as the owner of Lots, shall be entitled to exercise all of the rights and privileges of Members, as set forth in the Declaration.

C. Membership in the Association shall be established by the acquisition of ownership of a Lot in the Development as evidenced by the recording of an instrument of conveyance amongst the Public Records of Osceola County, Florida, whereupon, the membership in the Association of the prior Owner thereof, if any, shall terminate. New members shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association.

D. No Member may assign, hypothecate or transfer in any manner his membership in the Association or his share in the funds and assets of the Association except as an appurtenance to his Lot.

E. The Association shall have two (2) classes of voting membership:

Class A. Class A Members shall be all Owners with the exception of the Developer (as long the Class B Membership shall exist and, thereafter, the Developer shall be a Class A Member to the extent it would otherwise qualify). Except as provided below, Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership. When more than one (1) person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as set forth in the By-Laws of the Association.

Class B. Class B Member shall be the Developer. The Class B Member shall be entitled to three (3) votes for each Lot owned. The Class B Membership shall cease and be converted to

Class A Membership on the happening of either of the following events:

(i) When the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership; or

(ii) On December 31, 1998.

#### ARTICLE V

##### TERM

The term for which this Association is to exist shall be perpetual.

#### ARTICLE VI

##### SUBSCRIBERS

The names and addresses of the Subscribers to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
C. Allen Whitston	818 W. Mabbatte Street Kissimmee, FL 34741
Craig C. Lewis	914 Emmett Street Kissimmee, FL 34741

#### ARTICLE VII

##### OFFICERS

A. The affairs of the Association shall be managed by a President, one (1) or several Vice Presidents, a Secretary and a Treasurer and, if elected by the Board, an Assistant Secretary and an Assistant Treasurer, which officers shall be subject to the directions of the Board.

B. The Board shall elect the President, the Vice President, the Secretary, the Treasurer and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board; provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The President shall be a Director

of the Association, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, the offices of President and Vice President shall not be held by the same person, nor shall the same person hold the office of President who holds the office of Secretary or Assistant Secretary.

#### ARTICLE VIII

##### FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President	C. Allen Whitston
Secretary	Craig C. Lewis

#### ARTICLE IX

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 818 W. Mabbette Street, Kissimmee, FL 34741 and the name of the initial resident agent of this Corporation at that address is C. Allen Whitston.

#### ARTICLE X

##### BOARD OF DIRECTORS

A. The form of administration of the Association shall be by a Board of not less than three (3) Directors nor more than seven (7) Directors, the exact amount to be determined from time to time by the Board and in accordance with the Declaration. The number of Directors initially constituting the Board (as hereinafter defined) shall be three (3).

B. The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
C. Allen Whitston	818 W. Mabbette Street Kissimmee, FL 34741
Craig C. Lewis	914 Emmett Street Kissimmee, FL 34741
Edward A. Moore	677 Adriane Park Circle Kissimmee, FL 34744



Developer reserves the right to designate successor Directors and/or officers to serve on the Board so long as the Class B Membership, as defined in the Declaration, shall remain in existence. The Developer may, however, in its sole discretion relinquish control of the Association to Owners, other than the Developer, at any time, irrespective of whether or not the Developer is offering Lots for sale in the Development. The Developer reserves the right to appoint members to the Board so long as the Developer controls the Association in accordance with the provisions of the Declaration. During such period of time, Owners shall not have the right to elect members to the Board. Except for Developer and its representatives, every Director must be an Owner.

C. The initial Board shall serve unless successor Developer representatives are appointed or until turnover of control as provided for herein. Unless otherwise provided for herein, vacancies on the Board shall be filled in accordance with the provisions of the By-Laws.

D. At such time as Owners (other than the Developer) are permitted to elect officers and directors of the Association, the Board shall consist of three (3) Directors to be designated by members of the Association. Voting shall be conducted in accordance with the provisions of the By-Laws.

#### ARTICLE

#### INDEMNIFICATION

Every Director and every officer of the Association (and the Directors and/or officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director or officer of the Association. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, or of any acts involving criminal liability, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer may be entitled whether by statute or common law.

## ARTICLE XII

### BY-LAWS

The By-Laws of the Association shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the By-Laws. As is set forth in the By-Laws, the By-Laws may be amended by a majority vote of the Members present at an Annual Members Meeting or a special meeting of the Members and the affirmative approval of a majority of the Board at a regular or special meeting of the Board.

## ARTICLE XIII

### AMENDMENTS

A. Prior to the recording of the Declaration amongst the Public Records of Osceola County, Florida, these Articles may be amended only by an instrument in writing signed by all of the Directors and filed in the Office of the Secretary of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended and give the exact language of such amendment, and a certified copy of such amendment shall always be attached to any certified copy of these Articles and shall be an exhibit to the Declaration upon the recording of any such Declaration.

B. After the recording of the Declaration amongst the Public Records of Osceola County, Florida, these Articles may be amended in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (whether of the Board or of the Members) at which such proposed amendment is to be considered; and

2. A resolution approving the proposed amendment may be first passed by either the Board or the Members. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted to and approved by the other of said bodies. Approval by the Members must be a two-thirds (2/3) vote of all Members of the Association, and approval by the Board must be by a majority of the Directors present at any meeting of the Directors at which a quorum (as determined in accordance with the By-Laws) is present.

C. A copy of each amendment shall be certified by the Secretary of State and recorded amongst the Public Records of Osceola County, Florida.

D. Notwithstanding the foregoing provisions of this Article XII, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of the Developer, including the right to designate and select the Directors as provided in Article

IX hereof, or the provisions of this Article XII, without the prior written consent therefor by Developer.

ARTICLE XIV

In case of any conflict between these Articles of Incorporation and the By-Laws of the Association, these Articles shall control; and in case of any conflicts between these Articles and the Declaration, the Declaration shall control.

ARTICLE XV

As long as there is a Class B Membership, any annexation of additional properties, or any merger or consolidation of the Association, or any mortgaging of the Common Area, or any dedication of Common area, or any dissolution or amendment of these Articles of Incorporation, shall require the prior approval of the U.S. Department of Housing and Urban Development or the Veterans Administration.

IN WITNESS WHEREOF, the Subscribers have hereunto affixed each of their signatures the day and year set forth below.

Dated: February 5, 1996

C. Allen Whitston  
C. ALLEN WHITSTON

Dated: February 5, 1996

Craig C. Lewis  
CRAIG C. LEWIS

STATE OF FLORIDA     )  
                                  )     SS.  
COUNTY OF OSCEOLA    )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared C. Allen Whitston known to be the person described as one of the Subscribers in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the County and State as aforesaid, this 5th day of February, 1996.

OFFICIAL NOTARY SEAL  
DEBRA A DAVIS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC421167  
MY COMMISSION EXP. NOV 18, 1998

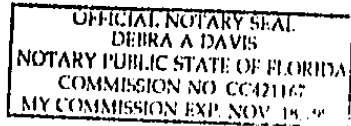
Debra A. Davis  
NOTARY PUBLIC  
DEBRA A. DAVIS

STATE OF FLORIDA )  
                          )  
COUNTY OF OSCEOLA )

SS.

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Craig C. Lewis known to be the person described as one of the Subscribers in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the County and State as aforesaid, this 5<sup>th</sup> day of February, 1996.



Debra A. Davis  
NOTARY PUBLIC  
DEBRA A. DAVIS

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FIRST: THAT GOLFSIDE UNIT TWO HOMEOWNERS ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF KISSIMMEE, STATE OF FLORIDA, HAS NAMED C. ALLEN WHITSTON LOCATED AT 818 W. MABBETTE STREET, KISSIMMEE, FLORIDA 34741, TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

C. Allen Whitston  
C. ALLEN WHITSTON  
President

DATE: February 5, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

C. Allen Whitston  
C. ALLEN WHITSTON  
Registered Agent

DATE: February 5, 1996

FILED  
96 FEB 26 AM 8:05  
TALLAHASSEE, FLORIDA  
CLERK OF STATE