

N96000002058



BECKER & POLIAKOFF, P.A.

BOCA RATON* CLEARWATER FORT MYERS HOLLYWOOD MILLBOURNE* MIAMI NAPLES ORLANDO
PORT CHARLOTTE* ST. PETERSBURG SARASOTA TALLAHASSEE TAMPA WEST PALM BEACH

GARY A. BROWN, Jr.
ALAN S. BLECHER
ROBERT J. MASON
ANDREW A. KALLER
DAVID S. ROSENBERG
GARY C. ROSEN
ALLEN M. LEVINE
LEE H. BORG

STEVEN H. LINDER
RICHARD H. BIEHL
MICHAEL G. ABLES
HERBERT G. HOOKER, JR.
CAROL M. MCCLELLAND
DAVID H. ROGER
ELLEN H. ROSEN DE HAAN
DENNIS A. HAAS
KENNETH S. DORRIS
JENNIFER L. ADAMS
MICHAEL K. ZIMMER
BRUCE FRIEDMAN
JENNIFER HALEY DWORET
DENISE D. BERGER
ALLISON K. BETHEL
STEVEN R. DWYER
C. JOHN CHRISTENSEN
TERRA J. COLEMAN
STEVEN M. DAVIS
RONA J. DE LA CAMARA
JAMES R. DUFFY
CHRIS ALAN DWYER
JEREMY S. GILLES
WYATT H. GARDNER
NANCY M. KIAN
DOMINICA M. KOEHLER
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GREG N. MARSH
PETER C. MULLINGBACH
CAROL PETERSEN
J. DAVID PETER
PETER A. QUINER
BENNET L. RABIN
DAVID H. REISER
KAREN E. ROSELLI
ROBERT ROBINSON
JILL M. VOGEL
MICHAEL R. WHITE
EDWARD C. WILSON
LYNN SUSAN WOODS
ANNE E. ZIMMER

ORLANDO OFFICE
901 MAITLAND CENTER
901 NORTH LAKE DRIVE
SUITE 145
MAITLAND, FL 32751
(407) 875-0955
FLORIDA TOLL FREE (800) 232-5379
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ADMINISTRATIVE OFFICES
FREDERICK L. COOPER, P.A.
3111 SOUTHWEST
FORT LAUDERDALE, FL 33312 6525
FORT LAUDERDALE (305) 987-7350
FRENCH TONNAGE (800) 412-7712

Route 14
Maitland

April 1, 1996

Secretary of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700001769297
-04/04/96--01058--002
****122.50 ****122.50

Re: Incorporation Certificate

Dear Sir or Madam:

Enclosed please find a check made payable to the Secretary of State for \$122.50 together with the original executed Articles of Incorporation and Acceptance of Designation of Registered Agent for The Townhomes of Rosemont Green Condominium Association, Inc. Please file the corporate documents and return a Certificate and copy of the Articles upon completion. A self-addressed stamped envelope is enclosed for your convenience.

Thank you for your cooperation.

Sincerely,


C. John Christensen
For the Firm

OF COUNSEL
MARTIN I. JAFFE
SAMUEL ROZANTINSKY
CHARLES N. TETLOW
DAVID J. TO
SHARON A. WEBER
GEORGE WEINBAUM

DE LO C. ANTONIO, CONSULTANT
FORMER U.S. AMBASSADOR TO
COLOMBIA AND BRAZIL

OTHER OFFICES
BRAGUE, THE LEGAL RESIDUE
MARTIN KUPKA
JAN KOUBER
JITKA KOTÁNKOVÁ
WISNIEW JETSKA

GUANGZHOU, CHINA
MICHAEL X. ZHANG

MEXICO CITY, MEXICO*
BERN, SWITZERLAND

*Not Admitted to Practice
*As a member of the Consulate General
in Switzerland

CJC:cag
Encls.

cc: WHC Limited Partners

SECRETARIES
91-01-16
APR 11 1996

**ARTICLES OF INCORPORATION
OF
THE TOWNHOMES OF ROSEMONT GREEN CONDOMINIUM ASSOCIATION, INC.**

These Articles of Incorporation are created by James R. Cochran, 926 Great Pond Drive, Suite 2001, Altamonte Springs, Florida 32714, as sole incorporator, for the purposes set forth below:

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is The Townhomes of Rosemont Green Condominium Association, Inc., and its address is 926 Great Pond Drive, Suite 2001, Altamonte Springs, Florida 32714.

ARTICLE II

DEFINITIONS: The definitions set forth in the Declaration of Condominium of The Townhomes of Rosemont Green, a Condominium, shall apply to the terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized as to provide an entity pursuant to the Florida Condominium Act for the operation of The Townhomes of Rosemont Green, a Condominium, located in Orange County, Florida. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer. For the accomplishment of its purposes, the Association shall have all the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration of Condominium or The Florida Condominium Act, including but not limited to the following:

- (A) To make and collect regular and special Assessments against Members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of Assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the Condominium Property and Association Property, including easement areas, drainage facilities, ditches, retention and detention ponds, landscape buffers, wetland mitigation areas, preservation easements, and

recreational facilities, all for the benefit of the Owners of the Units in the Condominium.

- (C) To purchase insurance upon the Condominium Property and Association Property for the protection of the Association and its Members.
- (D) To reconstruct improvements after casualty and to make further improvements of the Property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of Units, Common Elements, Limited Common Elements, Association Property, and the operation of the Association.
- (F) To approve or disapprove the transfer of ownership of Units, as provided by the Declaration of Condominium.
- (G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the Condominium Property, Association Property, and easement areas, including but not limited to all drainage facilities, ditches, retention and detention ponds, and wetlands mitigation areas. Management and maintenance personnel or contractors may assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation and storage of records, enforcement of rules and maintenance, provided however, the Association and its officers and directors shall retain at all times the powers and duties specifically required by the Declaration of Condominium or the Condominium Act to be exercised by the Board of Directors or the Membership of the Association, including but not limited to, the making and levy of Assessments, promulgation of rules and regulations, and execution of contracts on behalf of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities contiguous to the lands of the Condominium, if intended to provide enjoyment, recreation, or other use or benefit to the Unit Owners.

- (K) To borrow money if necessary to perform its functions hereunder, in accordance with the Bylaws.

All funds and the title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP:

- (A) The Members of the Association shall consist of all record Owners of a fee simple interest in one or more Units in the Condominium, as further provided in the Bylaws.
- (B) The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his Unit.
- (C) The Owners of each Unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. The initial Directors consisting of persons named by the developer to the Board

need not be Members of the Association. All non-developer directors shall be Members of the Association, or spouses of Members.

- (B) Except for persons appointed by the developer to the Board of Directors, all Directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board.
- (D) The names and addresses of the Members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

JAMES R. COCHRAN
926 Great Pond Drive, Suite 2001
Altamonte Springs, Florida 32714

FRANKLIN F. RAMSEUR, III
926 Great Pond Drive, Suite 2001
Altamonte Springs, Florida 32714

KEITH E. HALVERSON
926 Great Pond Drive, Suite 2001
Altamonte Springs, Florida 32714

ARTICLE VIII

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

- (A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.
- (B) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than twenty (20%) percent of the voting interest of the Association.

- (C) Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the voting interests at any annual or special meeting, or by approval in writing by a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains the text of the proposed amendment.
- (D) An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Orange County, Florida.

ARTICLE IX

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

901 North Lake Destiny Drive
Suite 145
Maitland, Florida 32751

The initial registered agent at said address shall be:

Becker & Poliakoff, P.A.

ARTICLE X

INDEMNIFICATION:

- (A) Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, officer or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The

termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

- (B) Expenses. To the extent that a Director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article X(A) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- (C) Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected Director, officer, or committee member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article X, or as otherwise permitted by law.
- (D) Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.
- (E) Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, or committee member against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article. Notwithstanding anything in this Article X to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

(F) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article X may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

WHEREFORE the incorporator has caused these presents to be executed this 29th day of March, 1996.

James R. Cochran
JAMES R. COCHRAN

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29th day of March, 1996 by James R. Cochran, who is personally known to me or has produced as identification. If no type of identification is indicated, the above-named person is personally known to me.



Cathy Gist
Notary Public
Printed Name Cathy Gist
State of Florida
My Commission Expires _____

FILED
MAR 4 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept services of process for The Townhomes of Rosemont Green Condominium Association, Inc. at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

BECKER & POLIAKOFF, P.A.

BY: Chris A. Draper
CHRIS A. DRAPER, Attorney/Agent

N96000002058

SENTRY
MANAGEMENT INC.
COMMUNITY ASSOCIATION MANAGEMENT

July 3, 1996

2180 West SR 434
Suite 5000
Longwood, FL 32779
PH: 407-788-6700
FAX: 407-788-7498

Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

RE: The Townhomes of Rosemont Green Condominium Assn, Inc.
Document Number N96000002058

Gentlemen:

Would you please correct the mailing address and the business address of the subject corporation to read:

2180 West SR 434, Suite 5000
Longwood, FL 32779-5044

→ We will be filing a Change of Registered Agent form shortly. Should you have reason to correspond with us concerning this association, please refer to it by name. We manage almost 300 such associations and correspondence addressed to Sentry Management cannot be identified.

Thank you.

Sincerely,

SENTRY MANAGEMENT, INC.

Sherri Barwick

Sherri Barwick
Manager of Operations

cc: MÜtegg

updated LR 7/11/96



N96000002058

SENTRY management INC.

2180 State Road 434 W Ste 5000
Longwood FL 32779-5044

124300 - Till of Resignation
ADDRESS CORRECTION REQUESTED

Office Use Only

***** 0000 ***** 0000

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SH 8/1

FILED
96 JUL 25 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials	
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Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: THE TOWNHOMES OF ROSEMONT GREEN CONDOMINIUM ASSOCIATION, INC.

1b. The mailing address of the corporation is: 2180 WEST SR 434, SUITE 5000 LONGWOOD FL 32779-5044

1c. Date of Incorporation: 03/29/1996 Document number: N96000002058

2. The name and address of the current registered agent and office: BECKER & POLIAKOFF, P.A. 901 NORTH LAKE DESTINY DRIVE, SUITE 145 MAITLAND FL 32751

FILED 95 JUN 25 AM 9:06 SECRETARY OF STATE TALLAHASSEE, FLORIDA

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable) JAMES W HART JR SENTRY MANAGEMENT INC 2180 WEST SR 434 SUITE 5000 LONGWOOD FL 32779-5044

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

7/19/96 (Date)

James R. Cochran, Vice President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent)

7/17/96 (Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)