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DIVISION

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AUTHORIZATION : *Patricia Piquette*

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ORDER DATE : April 23, 1996

ORDER TIME : 11:13 AM

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ORDER NO. : 928226

CUSTOMER NO: 4319562

CUSTOMER: Ms. Janet English  
LENNAR CORPORATION

4th Floor  
700 N.w. 107th Avenue  
Miami, FL 33172

DOMESTIC FILING

NAME: THATCHER'S LANDING CONDOMINIUM  
NO. 9 ASSOCIATION, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS:

*4/24/96*  
*FD*

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96 APR 23 PM 12:32  
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION FOR  
THATCHER'S LANDING CONDOMINIUM NO. 9 ASSOCIATION, INC.

The undersigned, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, does hereby adopt the following articles of incorporation.

ARTICLE I

NAME

The name of the corporation shall be Thatcher's Landing Condominium No. 9 Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles" and the By-Laws of the Association as the "By-Laws".

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be: 1110 Douglas Avenue, Suite 3000, Altamonte Springs, Florida 32714.

ARTICLE III

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain condominium located in Orange County, Florida, and known as Thatcher's Landing Condominium No. 9 (the "Condominium").

ARTICLE IV

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Orange County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE V

POWERS

The powers of the Association shall include and be governed by the following:

- 5.1 General: The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.
- 5.2 Enumeration: The Association shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:
  - (a) To make and collect Assessments, Special Assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties; including the power to levy and collect assessments for the purpose of paying assessments levied against Units in the Condominium by the Thatcher's Landing Property Owners Association, Inc., (the "Property Owners Association").
  - (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property as may be necessary or convenient in the administration of the Condominium.
  - (c) To maintain, repair, replace, reconstruct, add to and operate the Common Elements of the Condominium Property, and other property acquired or leased by the Association for use by Unit Owners.
  - (d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its officers, directors and members as Unit Owners.

- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners.
  - (f) To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of Units as may be provided by the Declaration.
  - (g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium Property.
  - (h) To contract for the management and maintenance of the Condominium Property and to authorize a management agent (which may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, Special Assessments preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with funds as shall be made available by the Association for such purposes. The Association shall, however, retain at all times the powers and duties granted by the Condominium Documents and the Act, including but not limited to the making of Assessments, Special Assessments, promulgation of rules and the execution of contracts on behalf of the Association.
  - (i) To employ personnel to perform the services required for the proper operation of the Condominium.
- 5.3 Condominium Property: All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.
- 5.4 Distribution of Income; Dissolution: The Association shall make no distribution of income to its members, directors or officers. Upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency.
- 5.5 Limitation: The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act.

## ARTICLE VI

### MEMBERS

- 6.1 Membership: The members of the Association shall consist of all of the record owners of Units in the Condominium from time to time, and after termination of the Condominium shall consist of those who were members at the time of such termination, and their successors and assigns.
- 6.2 Assignment: The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.
- 6.3 Voting: On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.
- 6.4 Meetings: The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meeting of members other than the annual meeting.

## ARTICLE VII

### TERM OF EXISTENCE

The Association shall have perpetual existence.

## ARTICLE VIII

### INCORPORATOR

The name and address of the incorporator is Morris J. Watsky, 700 N.W. 107th Avenue, Miami, Florida 33172.

## ARTICLE IX

### OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

PRESIDENT:	TRACY MANERS 1110 Douglas Avenue Altamonte Springs, Florida 32714
VICE PRESIDENT:	RONALD UTTERBACH 1110 Douglas Avenue Altamonte Springs, Florida 32714
SECRETARY/TREASURER:	ANDREA BRACKIN 1110 Douglas Avenue Altamonte Springs, Florida 32714

## ARTICLE X

### DIRECTORS

- 10.1 Number and Qualification: The property, business and affairs of the Association shall be managed by a Board consisting of the number of directors determined in the manner provided by the By-Laws but which shall consist of not less than three (3) directors. Any Director designated or appointed by Developer need not be a member of the Association or a resident of a Unit in the Condominium. All other Directors must be Unit Owners and residents of Units in the Condominium.
- 10.2 Duties and Powers: All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.
- 10.3 Election/Removal: Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- 10.4 Term of Developer's Directors: The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.
- 10.5 First Directors: 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, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
TRACY MANERS	1110 Douglas Avenue Altamonte Springs, FL 32714
RONALD UTTERBACH	1110 Douglas Avenue Altamonte Springs, FL 32714
ANDREA BRACKIN	1110 Douglas Avenue Altamonte Springs, FL 32714

## ARTICLE XI

### INDEMNIFICATION

- 11.1 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 proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, officer or agent 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, if he acted in good faith and 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, has no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding 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.

- 11.2 Expenses: To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 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.
- 11.3 Approval: Any indemnification under Section 11.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 11.1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the voting interests of the members.
- 11.4 Advances: Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in any specific case upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Section 10.
- 11.5 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 by-law, 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.
- 11.6 Insurance: The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, 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.

## ARTICLE XII

### BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors, members and the Developer in the manner provided in the By-Laws and the Declaration.

## ARTICLE XIII

### AMENDMENTS

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

- 13.1 Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.
- 13.2 Adoption: A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the Voting Interests of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the

amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting. The approvals must be

(a) by not less than a majority of the Voting Interests of all of the members of the Association represented at a meeting at which a quorum thereof has been attained and by not less than 66-2/3% of the entire Board of Directors; or

(b) by not less than 80% of the voting Interests of all of the members of the Association represented at a meeting at which a quorum has been attained; or

(c) by not less than 100% of the entire Board of Directors.

13.3 Limitation: Provided, however, that no amendment shall make any changes in the qualifications of membership nor in the voting rights or property rights of members, nor any changes in Sections 4.3 and 4.5 of Article 4, entitled "Powers", without the approval in writing of all members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Act, the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the amendment.

13.4 Application to Developer: So long as the Developer is in control of the Association, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, dedication of Common Elements and amendment of the Articles.

13.5 Recording: A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Orange County, Florida.

#### ARTICLE XIV

##### INITIAL REGISTERED OFFICE; ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the corporation shall be at 700 N.W. 107th Avenue, Miami, Florida 33172, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be MORRIS J. WATSKY.

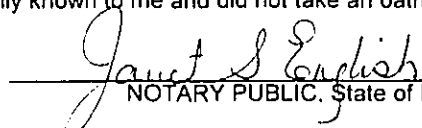
IN WITNESS WHEREOF, the undersigned has executed this instrument this 19 day of April, 1996.

  
MORRIS J. WATSKY

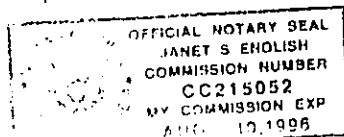
##### ACKNOWLEDGMENT

STATE OF FLORIDA :  
COUNTY OF DADE :

The foregoing instrument was acknowledged before me this 19th day of April, 1996, by Morris J. Watsky. He is personally known to me and did not take an oath.

  
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



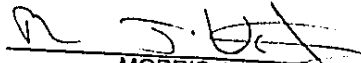
CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance  
with said Act:

That, Thatcher's Landing Condominium No. 9 Association, Inc., desiring to organize  
under the laws of the State of Florida, with its principal offices at 1110 Douglas Avenue, Suite  
3000, Altamonte Springs, Florida 32714, has named MORRIS J. WATSKY, whose office is  
located at 700 N.W. 107th Avenue, Miami, Florida, as its agent to accept service of process  
within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the  
place 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.

  
MORRIS J. WATSKY