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June 9, 1999

State of Florida
Secretary of State
Division of Corporations
New Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

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RE: Incorporation of Perle du Lac Condominium Association, Inc.

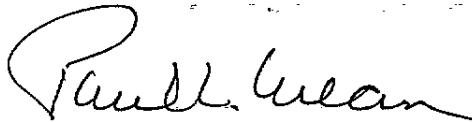
Dear Sir or Madam:

Enclosed for filing please find the original Articles of Incorporation for "**Perle du Lac Condominium Association, Inc.**" together with the designation and acceptance of registered agent. Also enclosed is my check in the amount of \$78.50 to cover the filing fees for same plus the cost of a Certificate of Status. Kindly forward the certificate directly to the the corporate address as shown in the Articles.

If you have any questions, please contact the undersigned at the number shown above.

Thank you for your attention to this matter.

Sincerely,



PAUL L. WEAN,
For the Firm

FILED
99 JUN 10 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLW/fms
Enclosures

T BROWN JUN 11 1999

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**ARTICLES OF INCORPORATION OF
PERLE DU LAC CONDOMINIUM ASSOCIATION, INC**

FILED
99 JUN 10 PM 12: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE 1
NAME AND DEFINITIONS**

The name of the corporation shall be PERLE DU LAC CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the Bylaws of the Association as Bylaws.

**ARTICLE 2
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, (1998) for the operation of Perle du Lac, a Condominium, on real property situated in Orange County, Florida (the County), to be more particularly described in the Declaration of Condominium (the Declaration) for Perle du Lac, a Condominium. When completed, Perle du Lac, a Condominium will consist of thirteen (13) condominium units, all of which will ultimately be operated and administered by this Association.

**ARTICLE 3
POWERS**

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

3.1 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 terms of these Articles.

3.2 Enumeration. The Association shall have all of the powers and duties set forth in Chapter 718, Florida Statutes (the Condominium Act) as it exists on the date of the recording of the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, as the Declaration may be amended from time to time, including those powers and duties set forth in these Articles and the Bylaws and those set forth in the Declaration of Condominium, if not inconsistent with the Condominium Act, and including but not limited to the following:

- (a) To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the Condominium, including late charges and interest, not to exceed the maximum rates allowed by law.
- (b) To use the proceeds of assessments and charges in the exercise of its powers and duties.
- (c) To buy or lease both real and personal property for condominium use, and to pledge, mortgage, encumber and to sell or otherwise dispose of any property so acquired.
- (d) To maintain, repair, replace and operate the condominium property and property acquired or leased by the Association for use by unit owners.
- (e) To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.
- (f) To reconstruct and repair improvements after casualty and to construct additional improvements of the condominium property.
- (g) To make and amend reasonable regulations respecting the use and appearance of the property in the condominiums, including the units.
- (h) To enforce by legal means the provisions of the Condominium Act (Chapter 718, Florida Statutes), the Declarations of Condominium, these Articles, the Bylaws of the Association and the regulations for the use of the property in the condominiums.
- (i) To operate and manage the condominium within the purpose and intent of the Declarations of Condominium, and the Condominium Act and to contract for the management of the condominium. The Association shall, however, retain at all times the powers and duties granted it by the Condominium Act and the Association shall not delegate any powers or duties reserved to the Association by the Condominium Act.
- (j) To contract for the management or operation of portions of the common elements and Association-owned property susceptible to separate management or operation, and to grant leases of those portions for this purpose, subject to the provisions of the Condominium Act.
- (k) To employ personnel to perform the services required for proper operation of the condominium, including but not limited to on-site concierge services and to purchase or lease a unit in the condominium from its owner in order to provide living quarters for a manager or concierge of the condominium.
- (l) To borrow money for appropriate purposes, with the consent of a eight (8) votes cast by the voting members of the Association.

3.3 Purchase of units. The Association shall have the power to purchase a condominium unit of the condominiums, provided that such purchase shall be first receive the affirmative approved of not less than eight (8) votes cast by the voting members of the Association, except that no membership approval shall be required to purchase units at foreclosure sales of liens for unpaid assessments for common expenses or to acquire title to units in lieu of a foreclosure of liens for assessments for common expenses.

3.4 Condominium property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

3.5 Distribution of income. The Association shall make no distribution of income to its members, directors or officers.

3.6 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium, these Articles and the Bylaws.

ARTICLE 4 MEMBERS

4.1 Membership. The members of the Association shall consist of all of the record owners of condominium units in Perle du Lac, a Condominium and after termination of the condominium shall consist of those who are members at the time of the termination and their successors and assigns.

4.2 Evidence. After the transfer or change in the ownership of a unit, the change of membership in the Association shall be established by recording in the public records of the County, a deed or other instrument establishing a public record of the transfer of the title substantiating the membership, and delivery to the Association of a copy of the recorded instruments. The owner receiving title of the unit by instrument of transfer will be a member of the Association and the membership of the prior owner will be terminated. In the case of a unit which is owned by more than one person, all owners of the unit shall hold the membership jointly, which membership shall be considered as one membership.

4.3 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.

4.4 Voting. A member of the Association shall be entitled to one (1) vote for each unit owned by the member, except that Building 1, Level 3, Unit 5 shall have two (2) votes appurtenant to it. There shall be fourteen (14) votes in the Association.

The manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE 5 DIRECTORS

5.1 Number and qualification. The affairs of the Association shall be managed by a board consisting of the number of directors determined by the Bylaws, but not less than three (3) directors, and in the absence of that determination shall consist of three (3) directors. Directors need not be members of the Association.

5.2 Duties and powers. All of the duties and powers of the Association existing under the Condominium Act, Declaration of Condominium, these Articles and the Bylaws shall be exercised exclusively by the board of directors, its agents, contractors or employees, subject only to approval by unit owners when that is specifically required by law or by the Declaration of Condominium, these Articles or the Bylaws.

5.3 Election; removal. Directors of the Association shall be elected at the annual meeting of 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.

5.4 Term of first directors. The first board of directors of the Association shall serve and be administered in accordance with the following guidelines and procedures:

When unit owners other than the Developer own 15 percent or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the Developer shall be entitled to elect no less than one-third of the members of the Board of Directors of the Association. Unit owners other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors of the Association:

- (a) Three years after 50 percent of the Units that will be operated ultimately by the Association have been conveyed to purchasers;
- (b) Three months after 90 percent of the Units that will be operated ultimately by the Association have been conveyed to purchasers;
- (c) When all the Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business;
- (d) When some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business; or
- (e) Seven years after recordation of the Declaration of Condominium.

Notwithstanding the foregoing, Developer is entitled to elect at least one member of the board of directors as long as Developer holds for sale in the ordinary course of business at least one unit. Developer and members of the Association other than Developer, shall have the rights and responsibilities granted by section 718.301, Florida Statutes, as it exists on the date of the recording of the Declaration of Condominium. Notwithstanding any provision herein to the contrary, Developer may at any time relinquish its right to appoint directors and cause its representatives to resign as directors. Following the time the developer relinquishes control of the association, the developer may exercise the right to vote any developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the association or selecting the majority members of the board of administration.

5.5 First Directors. The name 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:

Ron Ben-Zeev	2414 Mandan Trail Winter Park, Florida 32789
Hanan Ben-Zeev	2414 Mandan Trail Winter Park, Florida 32789
Erika Ben-Zeev	2414 Mandan Trail Winter Park, Florida 32789

**ARTICLE 6
OFFICERS**

The officers of the Association, their qualifications and duties shall be as described in the bylaws. The names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

President	Ron Ben-Zeev	2414 Mandan Trail Winter Park, Florida 32789
Vice President	Hanan Ben-Zeev	2414 Mandan Trail Winter Park, Florida 32789
Treasurer	Ron Ben-Zeev	2414 Mandan Trail Winter Park, Florida 32789
Secretary	Hanan Ben-Zeev	2414 Mandan Trail Winter Park, Florida 32789

**ARTICLE 7
INDEMNIFICATION**

Every director and officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the

Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which such person may be a party or in which such person may become involved by reason of that person being or having been a director or officer of the Association or by reason of that person serving or having served the Association at its request, whether or not that person is a director or officer or is serving at the time the expenses are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of that person's duties, the indemnification shall apply only when the board of directors approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled. The Association shall have the right, as a common expense, to purchase the necessary insurance in order to provide coverage for the indemnification set forth above.

ARTICLE 8 BYLAWS

The first Bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded by the directors and members in the manner provided by the Bylaws.

ARTICLE 9 AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner.

9.1 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.

9.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by the board of directors or by the members of the Association. Directors and members not present in person or by proxy at any 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 by not less than eight (8) of the votes cast by the voting members of the Association. The foregoing shall not be construed to prevent such amendments to be considered and approved by a written consent without a meeting, if conducted according to applicable law.

9.3 Limitation. No amendment shall make any changes in the qualifications for membership nor in the voting rights of members, nor any changes in sections 3.3 to 3.6 inclusive of Article 3 hereof, entitled "POWERS", without approval in writing by all

members and the joinder of all record owners of mortgages upon units. No amendment shall be made that is in conflict with the Condominium Act or the declarations of the condominium. So long as the Developer retains ownership of any property in the condominium, no amendment be passed which, in the sole discretion, of the Developer, adversely affects the Developer's rights to market its units without the Developer's written consent.

9.4 Recording. A copy of each amendment shall be filed with, accepted and certified by the Secretary of the State of Florida and be recorded in the public records of the County.

**ARTICLE 10
TERM**

The term of the Association shall be perpetual.

**ARTICLE 11
OFFICE**

The Association shall initially have an office at 2414 Mandan Trail, Winter Park, Florida 32789.

**ARTICLE 12
SUBSCRIBERS**

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

Ron Ben-Zeev	2414 Mandan Trail Winter Park, Florida 32789
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**ARTICLE 13
EFFECTIVE DATE**

This Corporation shall be effective from the date of filing with the Secretary of State. IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of June, 1999.



Ron Ben-Zeev, Subscriber

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT REGISTERED OFFICE

FILED
99 JUN 10 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is: PERLE DU LAC CONDOMINIUM ASSOCIATION, INC.
The name and address of the registered agent and office is:

Ron Ben-Zeev
2414 Mandan Trail
Winter Park, Florida 32789

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: 6/8, 1999

PERLE DU LAC CONDOMINIUM ASSOCIATION, INC.

By: [Signature]
Ron Ben-Zeev

The State of Florida)
County of Orange)

I certify that on this date before me, an officer duly authorized in the state and county named above to take acknowledgments, personally appeared Ron Ben-Zeev, known to me to be the person described herein or having produced a Florida driver's license as identification that he is the person described herein and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

Executed and sealed by me at Orlando, Florida on this 8th day of June, 1999.

[Signature]

, Notary Public
in and for the State of Florida

Paul L. Wean
(Printed)

My commission expires:
[Seal]

