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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Mandalay Community Homowners Association, Inc.**

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**ARTICLES OF INCORPORATION  
OF****MANDALAY COMMUNITY HOMEOWNERS ASSOCIATION, INC.  
(A Florida Corporation Not-For-Profit)**

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.** The name of the Corporation is Mandalay Community Homeowners Association, Inc. For convenience, the Corporation shall be referred to in this document as the "Association."

**Article 2. Address.** The address of the initial principal office of the Association and the initial mailing address of the Association are 151 Southhall Lane, Suite 200, Maitland, Florida 32751.

**Article 3. Definitions.** All capitalized terms used herein that are not defined shall have the meaning set forth in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Mandalay, recorded or to be recorded by Taylor Morrison of Florida, Inc., a Florida corporation ("**Declarant**"), in the Public Records of the County, as such Declaration of Covenants, Conditions, and Restrictions may be amended, modified, supplemented, or restated from time to time (the "**Declaration**").

**Article 4. Purposes.** The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its Members. By way of explanation and not of limitation, the purposes for which the Association is organized are:

(a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as set forth in the Governing Documents and as provided by law; and

(b) to provide an entity for the furtherance of the interests of the owners of real property now and hereafter made subject to the Declaration (such real property is referred to in these Articles as the "**Community**").

**Article 5. Powers.** In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or the Association's By-Laws, may be exercised by the Board of Directors:

(a) all of the powers conferred upon corporations not-for-profit by common law and Florida statutes in effect from time to time;

(b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws and the Declaration, including, without limitation, the following:

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(i) to fix, levy, collect and enforce payment of all charges or assessments authorized by the Declaration by any lawful means; and to pay all expenses in connection therewith and all administrative and other expenses incident to conducting the business of the Association including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(ii) to manage, control, operate, maintain, repair and improve the Common Areas and facilities, any property subsequently acquired by the Association or any property owned by another for which the Association, by rule, regulation, declaration or contract, has a right or duty to provide such services;

(iii) to make rules and regulations and to enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration, the By-Laws or Florida law;

(iv) to engage in activities that will actively foster, promote and advance the common interests of all owners of any property subject to the Declaration;

(v) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(vi) to borrow money for any purpose subject to such limitations as may be contained in the Declaration and By-Laws;

(vii) to enter into, make, perform and enforce contracts of every kind and description, and to do all other acts necessary, appropriate or advisable in carrying out and enforcing any purpose of the Association, with or in association with any other corporation or other entity or agency, public or private;

(viii) to act as agent, trustee or other representative of other corporations, firms or individuals, and as such to advance the business or ownership interests in such corporations, firms or individuals;

(ix) to adopt, alter and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the Association's affairs; provided, any amendment is subject to Member approval as may be required in the By-Laws, and such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(x) to provide any and all supplemental municipal services to the Community as may be necessary or desirable; and

(c) Notwithstanding anything contained herein to the contrary, the Association shall be required to obtain the approval (at a duly called meeting of the Members at which a quorum is

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present) of seventy-five percent (75%) of all voting interests of the Members of the Association prior to the engagement of legal counsel by the Association for the purpose of suing, or making, preparing or investigating any lawsuit, or commencing any lawsuit, other than for the following purposes:

- (i) the collection of assessments;
- (ii) the collection of other charges which Owners are obligated to pay pursuant to the Governing Documents;
- (iii) the enforcement of any applicable architectural, use and occupancy restrictions contained in the Governing Documents;
- (iv) the enforcement of Association rules;
- (v) the enforcement of the Design Guidelines;
- (vi) the enforcement of a contract entered into by the Association with vendors providing services to the Association;
- (vii) dealing with an emergency when waiting to obtain the approval of the Members creates a substantial risk of irreparable injury to the Common Area, to Member(s), or to the Association (the imminent expiration of a statute of limitations shall not be deemed an emergency obviating the need for the requisite vote of three-fourths (3/4) of the Members); or
- (viii) filing a compulsory counterclaim.

The costs of any legal proceedings initiated by the Association, which are not included in the above exceptions shall be financed by the Association only with monies that are collected for that purpose by Special Assessment(s) and the Association shall not borrow money, use reserve funds, or use monies collected for other Association obligations in connection with such legal proceedings.

(d) all of the powers necessary or desirable to operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the requirements of any permits issued with regard to the Community from time to time by the St. Johns River Water Management District and any applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained therein. The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the Surface Water or Stormwater Management System. The assessments shall be used for the maintenance and repair of the Surface Water or Stormwater Management System, including but not limited to, work with retention areas, drainage structures and drainage easements.

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The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers that may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article.

**Article 6. Members.** The Association shall be a membership corporation without certificates or shares of stock. There shall be two classes of membership, as more fully set forth in the Declaration. The Owner of each Lot shall be a Member of the Association and shall be entitled to vote as provided in the Declaration and the By-Laws. In addition, the Declarant shall be a Member for such period as provided in the Declaration, regardless of whether the Declarant owns one or more Lots.

Change of an Owner's membership in the Association shall be established by Recording a deed or other instrument establishing fee simple record title to a Lot. Upon such Recordation, the Owner designated by such instrument shall become a Member of the Association and the membership of the prior Owner shall automatically and simultaneously terminate.

**Article 7. Officers.** The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President(s), Secretary and Treasurer, and, if any, by the Assistant Secretary(ies) and Assistant Treasurer(s), subject to the directions of the Board. Except for officers appointed or elected during the Class "B" Control Period, all officers of the Association must be Members, or the parents, children or spouses of Members.

The Board shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The President shall be elected from amongst the membership of the Board, but no other officer need be a Director. The same person may hold two or more offices, the duties of which are not incompatible; provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary or Treasurer or Assistant Treasurer be held by the same person.

**Article 8. First Officers.** The names of the officers who are to serve until the first election of officers by the Board are as follows:

Jeff Menzel, President  
151 Southhall Lane, Suite 200  
Maitland, Florida 32751

Drew Abel, Vice-President/Secretary  
151 Southhall Lane, Suite 200  
Maitland, Florida 32751

Anas Iqbal, Treasurer  
151 Southhall Lane, Suite 200  
Maitland, Florida 32751

**Article 9. Board of Directors.** The number of Directors on the first Board of Directors of the Association ("First Board") shall be three (3). The number of Directors elected

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by the Members subsequent to the Class "B" Control Period shall be an odd number of no more than seven (7). The Board shall determine the number of Directors to comprise the Board from time to time. Except for Declarant-appointed Directors, Directors must be Members or the parents, children or spouses or shareholders, members, officers or directors of Members. There shall be only one (1) vote for each Director.

The names and addresses of the persons who are to serve as Directors on the First Board are as follows:

Jeff Menzel  
151 Southhall Lane, Suite 200  
Maitland, Florida 32751

Drew Abel  
151 Southhall Lane, Suite 200  
Maitland, Florida 32751

Anas Iqbal  
151 Southhall Lane, Suite 200  
Maitland, Florida 32751

The method of election and removal, the method of filling vacancies, and the term of offices of Directors shall be as set forth in the By-Laws; provided, however, that Declarant reserves the exclusive right to replace and/or designate and elect successor Directors to serve on the First Board for so long as the First Board is to serve, as hereinafter provided.

**Article 10. Liability of Directors.** Notwithstanding limitation of the Florida Corporation Not-For-Profit Act, as it exists on the date hereof or as it may hereafter be amended, permitting the limitation or elimination of the liability of Directors, no Director of the Association, including any Director appointed by the Declarant, shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a Director, if such person acted in good faith and in a manner he or she reasonable believed to be in, or not opposed to, the best interests of the Association and with respect to any criminal action or proceeding, had no reasonable cause to believe that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent shall not in itself create a presumption that the Director did not act in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Association, or that he or she had reasonable cause to believe that his or her conduct was unlawful. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

**Article 11. Existence and Duration.** Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

**Article 12. Amendments.** Until termination of the Class "B" Control Period, the Declarant may unilaterally amend these Articles for any purpose. Thereafter, amendments to these Articles of Incorporation may be proposed and adopted upon a resolution duly adopted by

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the Board and the affirmative vote or written consent of Members representing at least 67 percent of the total voting interests in the Association. In addition, during any period in which Declarant or any Declarant's Affiliate own any property in the Community, any amendment after termination of the Class "B" Control Period shall require the Declarant's consent. No amendment may be in conflict with the Declaration. All amendments to these Articles, the By-Laws and the Declaration which alter the Surface Water or Stormwater Management System beyond maintenance in its original condition must be approved by the St. Johns River Water Management District prior to taking effect.

**Article 13. Dissolution.** The Association may be dissolved only as provided by Florida law. If the Association is dissolved, the net assets shall be conveyed to another Florida corporation not-for-profit with purposes similar to the Association. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

**Article 14. Enforcement.** The St. Johns River Water Management District shall have the right to enforce, by a proceeding at law or in equity, the provisions contained in these Articles, the By-Laws and the Declaration which relate to the maintenance, operation and repair of the Stormwater Management System.

**Article 15. Incorporator.** The name of the incorporator of the Association is Drew Abel, and such incorporator's address is Taylor Morrison of Florida, Inc., 151 Southhall Lane, Suite 200, Maitland, Florida 32751.

**Article 16. Registered Agent and Office.** The initial registered agent of the Association is NRAI Services, Inc. and the initial registered address for such agent is 515 East Park Avenue, Tallahassee, FL 32301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of April, 2012.

  
Drew Abel, Incorporator

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Acceptance of Designation of Registered Agent

The undersigned hereby accepts the designation of Registered Agent as set forth in Article 16 of these Articles of Incorporation, and acknowledges that he/she is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

REGISTERED AGENT:

NRAI SERVICES, INC.

By: 

Name:

Sharon K. Gray

Its:

Assistant Secretary

Dated: April 5, 2012