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DONALD H. GIBSON

**Notarized**

January 4, 2000

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32301

Via Hand Delivery

000003087950--6  
-01/04/00--01086--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **Articles of Incorporation** for the following entity:

**CHALET ESTATES ON LAKE SUZANNE HOMEOWNERS ASSOCIATION, INC.**

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

*Kelly B. Plante*  
Kelly B. Plante

FILED  
00 JAN -4 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA  
JAN -4 PM 2:40

KBP/amc  
Enclosures  
GHRCORP/GHR2.03  
Vaonakis/55430-6 MELBOURNE  
(407) 727-8100

ORLANDO  
(407) 843-8880

T. SMITH: JAN 04 2000

TALLAHASSEE  
(850) 222-7717

**ARTICLES OF INCORPORATION**

**OF**

**CHALET ESTATES ON LAKE SUZANNE HOMEOWNERS ASSOCIATION, INC.**

The undersigned subscribers, all of whom are above the age of eighteen (18) years and competent to contract, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, and do hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be **CHALET ESTATES ON LAKE SUZANNE HOMEOWNERS ASSOCIATION, INC.**, hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 400 East Semoran Boulevard, Suite 207, Casselberry, Florida 32707.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Association shall be located at 400 East Semoran Boulevard, Suite 207, Casselberry, Florida 32707, and the initial registered agent of the Association at that address shall be Larry J. Whittle. The Association may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

FILED  
00 JAN -4 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE IV

### PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Property, Residential Units, Lots and Common Area within that certain tract of property described as follows:

See Exhibit "A", attached hereto and incorporated herein by reference.

The Association is being formed to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) exercise all of the powers, enforcement rights and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions of Chalet Estates on Lake Suzanne, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court in and for Polk County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) borrow money, and with the assent of the representatives of two-thirds (2/3) of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by the representatives of two-thirds (2/3) of each class of Members, agreeing to such dedication, sale or transfer; however, there shall be no requirement of participation by or agreement of the Members in the event the dedication, sale or transfer is incidental to platting or replatting any portion of the Common Area;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area;

(g) have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

## ARTICLE V

### MEMBERSHIP

The Declarant and every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Property which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Property which is subject to assessment by the Association.

## ARTICLE VI

### VOTING RIGHTS

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, and shall be entitled to one vote for each Lot in which they hold the interest required for membership by the Declaration.

Class B. The Class B Member shall be Developer or its successor specifically designated in writing, who shall be entitled to eight (8) 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, whichever occurs earlier:

1. Three (3) months after 90% of the Lots have been conveyed to Owners, or
2. Upon voluntary conversion to Class A membership by Developer, or
3. On June 30, 2010.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of at least three (3) directors, who need not be Members. The number of directors may be either increased or diminished from time to time as provided in the By-Laws and the Declaration. The name and street address of the initial directors of this Association are:

William W. Geary, Jr.	6171 West Century Boulevard, Suite 100 Los Angeles, California 90045
Jerry Cockrell	6171 West Century Boulevard, Suite 100 Los Angeles, California 90045
Larry J. Whittle	400 East Semoran Boulevard, Suite 207 Casselberry, Florida 32707

Directors may be removed with or without cause.

The Developer shall have the right to appoint all of the members of the Board of Directors or such lesser number as it may choose, as long as Developer owns at least ten percent (10%) of the Lots. Members of the Board of Directors as to whom Developer may relinquish the right to appoint, and all members of the Board of Directors after Developer no longer owns ten percent (10%) of the Lots, shall be elected by and shall serve at the pleasure of a majority vote of the Members of the Association. At the first annual meeting, Developer shall appoint one director for a term of one year, one director for a term of two years, and one director for a term of three years. At each annual meeting thereafter, Developer shall appoint and/or the Members shall elect, as the case may be, one director for a term of three years to replace the director whose term is expiring.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than the representatives of two-thirds (2/3) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

This Association shall commence corporate existence on the date of filing these Articles with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE X

AMENDMENT

This Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and shall require the assent of a majority of each class of Members.

ARTICLE XI

INCORPORATORS

The name and street address of the persons signing these Articles as Incorporators are:

William W. Geary, Jr.	6171 West Century Boulevard, Suite 100 Los Angeles, California 90045
Jerry Cockrell	6171 West Century Boulevard, Suite 100 Los Angeles, California 90045
Larry J. Whittle	400 East Semoran Boulevard, Suite 207 Casselberry, Florida 32707

ARTICLE XII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board.

ARTICLE XIII

INDEMNIFICATION

In addition to any rights and duties under applicable law, this Association shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XIV

FHA/VA APPROVAL

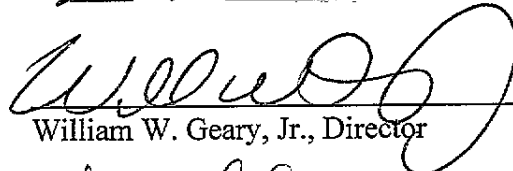
As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.


ARTICLE XV

DEFINITIONS

Capitalized terms contained herein shall have the definitions and meaning set forth in the Declaration.

**IN WITNESS WHEREOF**, the undersigned to hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hand and seal this 3rd day of December, 1999.

 (SEAL)  
William W. Geary, Jr., Director

 (SEAL)  
Jerry Cockrell, Director

 (SEAL)  
Larry J. Whittle, Director

STATE OF FLORIDA

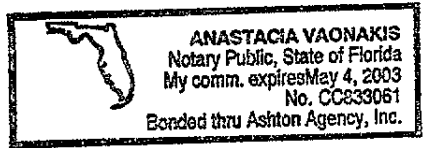
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 30th day of December 1999, by Larry J. Whittle as a Director of Chalet Estates on Lake Suzanne Homeowners Association, Inc.

Anastacia Vaonakis  
Signature of Notary Public

AFFIX NOTARY STAMP

\_\_\_\_\_  
(Print Notary Name)  
My Commission Expires: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
 Personally known, or  
 Produced Identification  
Type of Identification Produced  
\_\_\_\_\_





**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

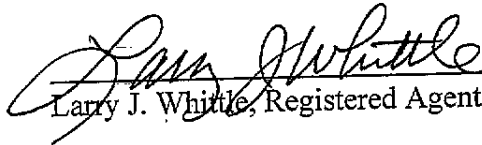
In compliance with Section 48.091, Florida Statutes, the following is submitted:

**CHALET ESTATES ON LAKE SUZANNE HOMEOWNERS ASSOCIATION, INC.**, desiring to organize as a corporation under the laws of the State of Florida with its registered office and principal place of business at 400 East Semoran Boulevard, Suite 207, Casselberry, Florida 32707 has named and designated Larry J. Whittle as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

**HAVING BEEN NAMED** to accept service of process for the above named 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 relating to the proper and complete performance of my duties as Registered Agent.

Dated this 22nd day of December, 1999.

  
\_\_\_\_\_  
Larry J. Whittle, Registered Agent

FILED  
00 JAN -4 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA