

TRANSMITTAL LETTER

**100000000078**

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

SUBJECT: Broad + Cassel  
(Proposed corporate name - must include suffix)

200003084322--9  
-12/30/99--01043--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☒ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy

☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FILED  
00 JAN - 11 11:15  
TALLAHASSEE, FL  
DIVISION OF CORPORATIONS

FROM: Broad + Cassel Attw (Ralph Datillo)  
Name (Printed or typed)

P.O. Box 11300  
Address

Tallahassee FL 32302  
City, State & Zip

(850) 681-6810  
Daytime Telephone number

W99-29683

NOTE: Please provide the original and one copy of the articles.

T. SMITH JAN 05 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 30, 1999

BROAD & CASSEL  
PO BOX 11300  
TALLAHASSEE, FL 32302

SUBJECT: THEME WORLD CONDOMINIUM ASSOCIATION, INC.  
Ref. Number: W99000029683

We have received your document for THEME WORLD CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

RoseAnn Varnadore  
Corporate Specialist Supervisor

Letter Number: 799A00060724

**ARTICLES OF INCORPORATION**  
**OF**  
**THEME WORLD**  
**CONDOMINIUM ASSOCIATION, INC.**

FILED  
00 JAN -5 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator desiring to form a corporation not for profit under Chapter 617 Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation shall be the **Theme World Condominium Association, Inc.**, which is hereinafter referred to as the "Association."

**ARTICLE II**

**PURPOSES AND POWERS, PRINCIPAL OFFICE**

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Protective Covenants and Restrictions for Theme World recorded (or to be recorded) in the Public Records of Polk County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to preserve the values and amenities in The Properties and to maintain the Common Areas thereof, and applicable portion of Lots and Units therein, for the benefit of the Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association with a duly licensed manager and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Developer) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of those Articles and the Declaration above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration.

\* The principal office of the Association shall be at 2727 Frontage Road, Davenport, Florida 33837, unless and until changed by the Board of Directors.

The definitions set forth in the Declaration are incorporated herein by this reference.

### **ARTICLE III**

#### **MEMBERS**

**Section 3.1 Membership.** Every person or entity who is a record owner of a fee or undivided fee interest in any Lot shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

**Section 3.2 Voting Rights.** The Association shall have two (2) classes of voting membership:

**Class A.** Class A Members shall be all those Owners as defined in Section 1 with the exception of the Developer (as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it qualifies). Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, but, subject only as provided in the following sentence. In no event shall more than one vote be cast with respect to any such Lot.

**Class B.** The Class B Member shall be the Developer. The Class B Member shall be entitled to one (1) vote per each Lot owned and or retained by the Developer, plus two (2) votes for each vote which the Class A Members are entitled to cast in the aggregate from time to time. The Class B membership shall cease and terminate one (1) year after the last Lot within the property has been sold and conveyed by Developer (or its affiliates), or any time prior thereto at the election of the Developer (whereupon the Class A Members shall be obligated to elect the Board of Directors and assume control of the Association).

**Section 3.3 Meetings of Members.** The Bylaws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if 33-1/3% of the total number of Members in good standing, existing at that time, shall be present or represented by proxy at the meeting. A Member in good standing shall be defined as a Member who is current in payment of all assessments and whose unit or units are free of any lien imposed by the association.

**Section 3.4 General Matters.** When reference is made herein, or in the Declaration, Bylaws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

## ARTICLE IV

### CORPORATE EXISTENCE

The Association shall have perpetual existence.

## ARTICLE V

### BOARD OF DIRECTORS

**Section 5.1 Management by Directors.** The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than two (2) but no more than seven (7) persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors.

**Section 5.2 Original Board of Directors.** The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Martin Gerst	2800 S. Rural Road Tempe, Arizona 85282
Bradley Edson	2800 S. Rural Road Tempe, Arizona 85282
James Sheek	2800 S. Rural Road Tempe, Arizona, 85282

**Section 5.3 Election of Members of Board of Directors.** Except as otherwise provided herein and for the first Board of Directors and their Developer appointed replacements, directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association or shall be authorized representatives, officers, or employees of corporate or other business entity members of the Association, or designees of the Developer. A person who has been convicted of any felony by any court of record in the United States and who has not had his or her right to vote restored pursuant to law in the jurisdiction of his or her residence is not eligible for board membership.

a. When Unit Owners other than the Developer own 15% or more of the units in the Condominium that will be operated ultimately by the Association, the Unit Owners other than the

Developer shall be entitled to elect one third of the members of the Board of Directors of the Association.

b. Unit Owners other than the Developer are entitled to elect a majority of the members of the Board of Directors of the Association on the earliest of the following events:

1. Three years after 50% of the units that will be operated ultimately by the Association have been conveyed to purchasers.
2. Three months after 90% of the units that will be operated ultimately by the Association have been conveyed to purchasers.
3. 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.
4. When some of the units have been conveyed to purchasers and none of the others are being developed or offered for sale by the Developer in the ordinary course of business.
5. Seven years after recordation of the Declaration of Condominium, or, in the case of an Association that may ultimately operate more than one Condominium, seven years after recordation of the Declaration for the first Condominium it operates, or, in the case of an Association operating a phase condominium created under F.S. 719.403, seven years after recordation of the Declaration creating the initial phase, whichever occurs first. The Developer is entitled to elect at least one member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least 5% in condominiums with fewer than 500 units, or 2% in condominiums with more than 500 units, of the units in a Condominium operated by the Association. 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 Directors.

**Section 5.4 Duration of Office.** Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

**Section 5.5 Vacancies.** If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

## ARTICLE VI

### OFFICERS

**Section 6.1 Officers Provided For.** The executive Officers of the Association shall be a President, who shall be a Director, a Vice President, who shall be a Director, a Treasurer, who shall be a Director, a Secretary, and an Assistant Secretary and such other officers as the Board of Directors may from time to time elect.

**Section 6.2 Election and Appointment of Officers.** The Officers of the Association, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. Both the President and Vice President shall be directors; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

**Section 6.3 First Officers.** The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

#### Name and office

#### Address

#### President:

Martin Gerst

2800 S. Rural Road  
Tempe, Arizona 85282

#### Secretary/Treasurer:

Bradley Edson

2800 S. Rural Road  
Tempe, Arizona 85282

## ARTICLE VII

### BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed in the manner set forth in the Bylaws.

## ARTICLE VIII

### AMENDMENTS AND PRIORITIES

**Section 8.1** Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection (by affirmative vote of 66-2/3% of the Members), all in the manner provided in the Bylaws of the Corporation.

**Section 8.2** In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

## ARTICLE IX

### INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Martin Gerst	2800 S. Rural Road Tempe, Arizona 85282

## ARTICLE X

### INDEMNIFICATION

**Section 9.1** 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, committee member or agent of the Association, against all 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 proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best

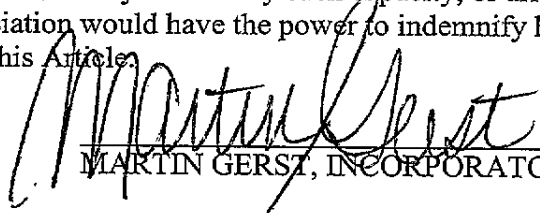


interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, 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 or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

**Section 9.2** To the extent that a director, officer, employee, committee member 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 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 incurred by him in collection therewith.

**Section 9.3** 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, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee, committee member or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

**Section 9.4** The Association shall have the power to purchase and maintain insurance on behalf of Any person who is or was a director, officer, employee, committee member or agent of the Association, or is or was serving at the request of the Association as 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.

  
MARTIN GERST, INCORPORATOR

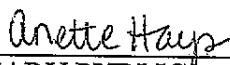
STATE OF Arizona )  
COUNTY OF Maricopa )

SS:

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of December, 1998, by MARTIN GERST. He is personally known to me or has produced \_\_\_\_\_ as identification.



My Commission Expires:

  
NOTARY PUBLIC  
State of Arizona at Large

STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served.

The following is submitted, in compliance with Chapter 607.034 Florida Statutes:

THEME WORLD CONDOMINIUM ASSOCIATION, INC., a corporation organizing under the laws of the State of Florida with its principal offices at 2727 Frontage Road, Davenport, Florida 33837, has named Ralph C. Datillio, Esq. at 215 South Monroe Street, Suite 400, Tallahassee, Florida 32301, as its agent to accept service of process within this state.

A C C E P T A N C E

I agree as Registered Agent to accept service of process; to keep my office open during prescribed hours; and to post my name in some conspicuous place in my office as required by law.

  
RALPH C. DATILLIO  
Registered Agent

FILED  
00 JAN -5 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA