

SLOTT & BARKER

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

334 EAST DUVAL STREET
JACKSONVILLE, FLORIDA 32202-2718
TELEPHONE (904) 353-0033
TELECOPIER (904) 355-4148

ARNOLD H. SLOTT, P.A.
E-mail: ahsloott@bellsouth.net

EARL M. BARKER, JR., P.A.
Board Certified Civil Trial Attorney
E-mail: embarker@bellsouth.net

May 1, 2001

NO10000003193

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

Re: Toho Country Estates Community Association, Inc.
Our File No.: 99-0290-EMB

Ladies and Gentlemen:

An Original and one copy of the Articles of Incorporation and an original Certificate Designating Registered Agent, are enclosed for filing, together with a check in the amount of \$78.75 for payment of your fees. Please file the Articles and return a certified copy of them to us at the above address. The check has been allocated as follows:

Filing fee-	\$ 35.00
Registered Agent	
Designation-	\$ 35.00
Certified copy of Articles	<u>8.75</u>
Total	\$ 78.75

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Thank you for your assistance. If there are any questions concerning the proposed corporate name or otherwise, please call me at the telephone number listed above.

Very truly yours,


Hollyn J. Foster, CLA
Certified Legal Assistant

/hf
Enclosures

D. WHITE MAY - 7 2001 8✓

FILED
01 MAY - 2 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

TOHO COUNTRY ESTATES COMMUNITY ASSOCIATION, INC.

FILED

01 MAY -2 PM 4:00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

By these Articles of Incorporation, the undersigned Subscriber forms a not for profit corporation in accordance with Chapter 617 of the Florida Statutes and says:

ARTICLE 1

NAME AND PRINCIPAL PLACE OF BUSINESS

1.1 Name. The name of the corporation is TOHO COUNTRY ESTATES COMMUNITY ASSOCIATION, INC. (the "Association"). The initial principal place of business, and the mailing address, of the Association is 200 East Robinson Street, Suite 920, Orlando, FL 32801

ARTICLE 2

REGISTERED OFFICE AND REGISTERED AGENT

2.1 Registered Agent. The street address of the initial registered office of the Association is Slott & Barker, 334 East Duval St., Jacksonville, FL 32202. The name of the registered agent at such address is Earl M. Barker, Jr.

ARTICLE 3

PURPOSE

3.1 Purpose. The Association is organized to provide for the maintenance and operation of certain real property of the Association, to perform the functions and duties delegated to it in the Declaration of Covenants, Conditions and Restrictions of Toho Country Estates as recorded or to be recorded in the Public Records of Osceola County, Florida, as from time to time supplemented, replaced, restated or amended (the "Declaration"), and to conduct such other activities as may be authorized by law for not for profit corporations in the State of Florida as deemed necessary, appropriate or convenient by the Association. Except as otherwise defined in these Articles, capitalized terms have the meanings set forth in the Declaration.

3.2 Storm Water Management. The Association shall operate, maintain and manage the Storm Water Management System in accordance with the Declaration and reasonable sound practice and in a manner consistent with the requirements and applicable rules and regulations of the South Florida Water Management District and any other governmental body or agency having jurisdiction of the same and shall enforce of the provisions of the Declaration relating to the Storm Water Management System as deemed by the Association to be necessary, appropriate or convenient and consistent with its purpose, rights and duties.

3.3 Assessments. The Association may levy and collect assessments against members of the Association as authorized by the Declaration, including payment of the reasonable cost of maintaining and operating the Storm Water Management System.

3.4 Not for Profit Character of Association. The Association shall not pursue any act or acts, purpose or purposes for its pecuniary profit, but such prohibition shall not limit the authority of the Association to accumulate reasonable reserves for the accomplishment of its not for profit purposes. No

part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association as set forth in these Articles, the Bylaws and the Declaration. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 4

POWERS

4.1 Common Law and Statutory Powers. To the extent not prohibited or withdrawn by or inconsistent with these Articles, the Association shall have all of the common law and statutory powers of a Florida corporation not for profit. All such powers shall be exercised in a manner consistent from time to time with the Bylaws.

4.2 Powers in the Covenants. Where not prohibited by law, the Association shall have all of the powers and duties set forth in the Declaration, as amended, reasonably necessary to carry out its duties, including but not limited to the following.

- (a) To make, collect and enforce initial, regular and special assessments against Lot Owners to defray costs, expenses and losses of the Association incident to the conduct of the business of the Association as authorized by the Declaration.
- (b) To use the proceeds of assessments in the exercise of its powers and duties,
- (c) To maintain, repair, replace and operate those portions of the Properties or other areas as provided in the Declaration.
- (d) To maintain, operate, and repair the Storm Water Management System (as defined in the Declaration).
- (e) To purchase insurance for the protection of the Association and its Members as defined in the Declaration as well as liability insurance for the protection of the officers and Directors of the Association.
- (f) To make and amend reasonable rules and regulations respecting the use of the Properties.
- (g) To enforce the Declaration, these Articles, the Bylaws of the Association and the reasonable rules and regulations that it promulgates for the use of the Property, including but not limited to enforcement by suit at law or in equity.
- (h) To contract for the management and maintenance of the Common Areas and when necessary, the Lots, and to authorize the management agent, if any, to assist the Association in carrying out its powers and duties by performing such functions as the Association may direct. At all times the Association shall retain the responsibility, powers and duties set out herein, in the Declaration and in the Bylaws.

- (i) To employ personnel to perform the services required for proper operation and maintenance of the Property, the Lots and the Association, and to supervise all such employees.
- (j) To dedicate or transfer all or any part of the Properties to any public agency, authority, or utility. No such dedication or transfer shall be effective until ratified by two-thirds (2/3) of each class of Members, either by written instrument or by affirmative vote taken and recorded at a regularly constituted meeting of Members.
- (k) To participate in mergers and consolidations with other not for profit corporations organized for the same or similar purposes as the Association or to annex additional residential property and Common Areas, provided that any such merger, consolidation, or annexation shall be ratified by two-thirds (2/3) of each class of Members, either by written instrument or by affirmative vote taken and recorded at a regularly constituted meeting of Members.
- (l) To borrow money and, when ratified by two-thirds (2/3) of each class of Members, either by written instrument or by affirmative vote taken and recorded at a regularly constituted meeting of Members, to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for repayment of the same.
- (m) To 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.

ARTICLE 5

MEMBERS

5.1 Members. The Declarant and all Owners of a Lot (as defined in the Declaration) shall be Members of the Association, provided that any person or entity who holds an interest in a Lot merely as security for the performance of any obligation shall not be a Member, unless they have obtained record title to the Lot by foreclosure or deed in lieu of foreclosure.

5.2 Change of Membership. Each person or entity that acquires an interest as an Owner of a Lot by deed, will, assignment or succession, voluntary or involuntary, by operation of law or otherwise, shall become a Member of the Association upon acquisition of such interest, provided that any person or entity that acquires, takes or holds an interest in a Lot merely as security for the performance of any obligation shall not be a Member, unless such person or entity thereafter takes title to a Lot by foreclosure or deed in lieu of foreclosure. Change of membership in the Association shall be established by proof of execution, delivery and acceptance of an instrument of conveyance that is enforceable against the transferor under Florida law or by proof of recording an instrument of conveyance or memorandum thereof in the Public Records of Osceola County, Florida. The Owner designated by such an instrument shall become a Member of the Association and the membership of the prior owner shall be terminated, subject however to performance by such prior owner of all obligations of such Owner to the Association to the date of termination, including but not limited to payment of assessments. All Owners of a Lot, if more than one, become jointly and severally liable to the Association for payment of assessments and performance of the duties imposed upon Owners by the Declaration, these Articles and the Bylaws. A new Owner shall notify the Association of the receipt or the recording of a deed or other instrument

establishing record title and shall furnish a certified copy of such instrument to the Association if required by the Association.

5.3 Membership Rights Appurtenant to Lot Ownership. The rights of a Member in the Association and the share of a Member in the funds and assets of the Association, whether or not distributable, shall not be assigned, hypothecated or transferred in any manner, except as an appurtenance to a Lot. Any attempted assignment or transfer of such an interest in violation of this prohibition shall be void and shall not be recognized by the Association for any purpose except that the acceptance or receipt of such and assignment or transfer shall constitute an agreement by the transferee to assume all financial obligations of the transferor to the Association.

ARTICLE 6

VOTING RIGHTS

The Association shall have two classes of voting membership:

6.1 Class A Members. Class A Members shall consist of all Lot Owners, with the exception of the Declarant. Class A Members shall be entitled to One (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be cast as they determine, but in no event shall more than one vote be cast with respect to any Lot.

6.2 Class B Member. The Class B Member shall be the Declarant, or its successors and assigns. The Class B Member shall be entitled to three (3) votes for each Lot owned until the Turnover Date, as defined and established in the Declaration (the "Turnover Date"). The Class B Membership shall cease and be converted to Class A Membership and shall be entitled to vote as such on and after the Turnover Date.

ARTICLE 7

DIRECTORS

7.1 Size of Board of Directors. A Board of Directors of no less than three (3) or more than five (5) Directors shall manage the business of the Association.

7.2 First Board of Directors. The first election of Directors shall not be held until the Turnover Date. The Directors named in these Articles shall serve until the first election of Directors, or until replaced by the Declarant in its sole discretion. The Declarant shall fill any vacancies in the Board of Directors occurring before the first election of Directors by appointment of a replacement. With the exception of Declarant appointed directors, each Director shall be a Member of the Association. Until the Turnover Date, Directors need not be Members of the Association.

7.3 Composition of the First Board of 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, or until their resignation or removal are as follows:

ARTICLE 8

OFFICERS

8.1 Officers. The officers designated in the Bylaws shall administer the business of the Association. The Board of Directors shall elect the officers at its first meeting and annually thereafter following each annual meeting of the Members of the Association.

ARTICLE 9

INDEMNIFICATION

9.1 Indemnification. Every Director and officer of the Association shall be indemnified by the Association against all expenses and liabilities including attorney and paralegal fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement or any proceeding or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, regardless of the party, person or entity by whom the proceeding was brought, except in relation to matters for which any such Director or officer shall have been adjudged liable for gross negligence or willful misconduct in the performance of his duties. In the event of a settlement the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being in the best interest of the Association or fails to act within thirty (30) days after being notified of the terms of a proposed settlement. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

9.2 Expenses. Expenses incurred in defending any action, suit or proceeding whether civil, criminal, administrative or investigative shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it is ultimately determined that he is not entitled to be indemnified by the Association as authorized by these Articles of Incorporation.

9.3 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Association against any liability asserted against him and incurred in any such capacity or arising out of his status or the performance or claimed performance of duties as officer or director, whether or not the Association would have power to indemnify him against such liability under the provisions of section 9.1 of these Articles of Incorporation. The Association shall purchase liability insurance on behalf of any person who is or was a Director or officer of the Association, insuring against any liability for which the Association is obliged to provide such indemnification.

ARTICLE 10

BY-LAWS

10.1 Bylaws. The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE 11

AMENDMENTS

11.1 Amendments. Twenty-five percent (25%) of the Members of the Association may propose an amendment to these Articles of Incorporation. No amendment shall be effective until adopted by the affirmative vote of not less than seventy-five percent (75%) of the Members of the Association, evidenced either by written instrument or by affirmative vote taken and recorded at a regularly constituted meeting of Members at which notice was given of the proposed Amendment *in haec verba*.

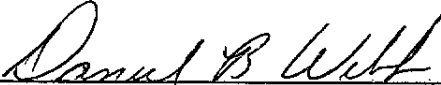
11.2 Declarant Amendment. Any provisions of these Articles of Incorporation to the contrary notwithstanding, until the Turnover Date these Articles of Incorporation may be amended only by written action signed by the Declarant with the joinder of a majority of the members of the Board of Directors of the Association. Any such amendment shall be effective when filed by the Secretary of State of the State of Florida.

ARTICLE 12

DURATION

12.1 Existence and Duration. The Association shall exist in perpetuity.

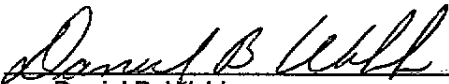
DATED April 30, 2001.


Daniel B. Webb

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

TOHO COUNTRY ESTATES COMMUNITY ASSOCIATION, INC., a Florida corporation, pursuant to Florida Statue 48.091, and its Articles of Incorporation, hereby designates Earl M. Barker, Jr., as its registered agent and 334 East Duval Street, Jacksonville, Florida 32202, as its registered office for the service of process as required by law.


TOHO COUNTRY ESTATES COMMUNITY
ASSOCIATION, INC.

By: 
Daniel B. Webb
Incorporator

ACCEPTANCE

I, Earl M. Barker, Jr., having been named in the foregoing designation of registered office and registered agent Toho Country Estates Community Association, Inc. a Florida corporation, and being fully advised and apprised of the duties of a registered agent for the service of process as prescribed by Florida Statue 48.091, do hereby accept said designation, and agree to accept service of process as registered agent, to keep my office open during prescribed hours, to post my name in some conspicuous place in the office as required by law, and to otherwise comply with the obligations of a resident agent and to maintain a registered office as heretofore indicated.

Dated this 30th day of April, 2001.


Earl M. Barker, Jr.

FILED
01 MAY -2 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA