

.CCRS.  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

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CONTACT: CINDY HICKS

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

DATE: 7-31-01

REF. #: 0164

CORP. NAME: LOGRONO HOMEOWNERS'  
ASSOCIATION, INC.

**FILED**  
01 JUL 31 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ☒ ARTICLES OF INCORPORATION    ☐ ARTICLES OF AMENDMENT    ☐ ARTICLES OF DISSOLUTION  
☐ ANNUAL REPORT    ☐ TRADEMARK/SERVICE MARK    ☐ FICTITIOUS NAME  
☐ FOREIGN QUALIFICATION    ☐ LIMITED PARTNERSHIP    ☐ LIMITED LIABILITY  
☐ REINSTATEMENT    ☐ MERGER    ☐ WITHDRAWAL  
☐ CERTIFICATE OF CANCELLATION    ☐ UCC-1    ☐ UCC-3  
☐ OTHER: \_\_\_\_\_

STATE FEES PREPAID WITH CHECK# 15957 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

**RECEIVED**  
01 JUL 31 AM 10:23  
DIVISION OF CORPORATION

PLEASE RETURN:

- ☒ CERTIFIED COPY    ☐ CERTIFICATE OF GOOD STANDING    ☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF STATUS

Examiner's Initials

J. BRYAN JUL 31 2001

**ARTICLES OF INCORPORATION  
OF  
LOGRONO HOMEOWNERS' ASSOCIATION, INC.**

**FILED**  
01 JUL 31 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, desiring to form a not-for-profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of this Corporation shall be LOGRONO HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association."

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal office of the Association is located at 255 South Orange Avenue, Suite 1700, Orlando, Florida, 32801. The principal office may change from time to time without amending these Articles of Incorporation.

**ARTICLE III**  
**REGISTERED OFFICE AND AGENT**

The registered office of this Association shall be located at 103 North Meridian Street, Lower Level, Tallahassee, Florida 32301, and the registered agent of the Association at that address shall be CorpDirect Agents. 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.

**ARTICLE IV**  
**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof ("Members"), and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the fourteen (14) residential units ("Units") within that certain tract of property known as North Bay Section IV-A at the Dr. P. Phillips Groves and more particularly described on the attached Exhibit "A," incorporated herein by reference (the "Property").

The Association is being formed to promote the health, safety and welfare of the residents within the 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 Logrono Homeowners' Association, Inc. (the "Declaration") applicable to the Property, to be recorded in the Public Records of Orange County, Florida, and as the same may be amended from time to time as therein provided.

(b) to control the specifications, architecture, design, appearance, elevation and location of landscaping around all buildings and improvements of any type, including walls, fences, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain on the Property, as well as the alteration, improvement, addition and change thereto.

(c) to provide, purchase, acquire, replace, improve, maintain, and repair such real property, buildings, structures, landscaping, paving and equipment, both real and personal, related to the health, safety, and social welfare of the Members of the Association, as the Board of Directors in its discretion determines necessary.

(d) to operate without profit for the sole exclusive benefit of its Members.

(e) none of the purposes shall be for pecuniary profit, including the performance of any of the purposes.

(f) to have and exercise all powers conferred on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, including without limitation all powers necessary or convenient to effect any or all purposes for which the corporation is organized.

(g) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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;

(h) 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;

(i) borrow money, and with the assent of the representatives of two-thirds (2/3) of each class of Members, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

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

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

#### **ARTICLE V** **MEMBERSHIP**

LOGRONO, INC., a Florida corporation ("Declarant"), and every person or entity who is a record owner of a fee or undivided fee interest in any of the Units within North Bay Section IV at the Dr. P. Phillips Groves which is subject by covenants of record to assessment by the Association 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 Unit or undeveloped property which is subject to assessment by the Association.

#### **ARTICLE VI** **VOTING RIGHTS**

The owner of each Unit shall be a Member of the Association and shall be entitled to vote in accordance with the terms of the Declaration and By-Laws. The Association shall have two (2) classes of voting membership. Class A Members shall be all owners of the Units except the Class "B" Member. The sole Class "B" Member shall be the Declarant. The manner of exercising voting rights shall be as set forth in the Declaration and in the By-Laws.

#### **ARTICLE VII** **BOARD OF DIRECTORS**

The affairs of this Association shall be governed by a Board of Directors, each of whom will have one equal vote. Except with respect to directors appointed by the Class "B" Member, if any, the Directors shall be Members or spouses of Members as provided by the By-Laws. The number of directors and the method of election, removal, and filling of vacancies shall be in accordance with the Declaration and the By-Laws.

The names and addresses of the Members of the first Board of Directors who shall hold office until the annual meeting of the Members and until their successors are elected or appointed and have been qualified, are as follows:

Ernst Aufseesser  
Grenada N.V.  
c/o MINTRA  
21 rue du Mont Blanc  
CH 1201  
Geneva, Switzerland

Thomas T. Ross  
255 South Orange Avenue, Suite 1700  
Orlando, FL 32801

Meir Dayan  
Chairman  
Board of Directors  
Inventech Investments Co. Ltd.  
Shalom Mayer Tower  
9 Ahad Ha'am St.  
P.O.B. 29086  
Tel Aviv 61290 ISRAEL

#### **ARTICLE VIII** **OFFICERS**

The Board of Directors shall elect a President, Vice-President and Secretary/Treasurer. The President, Vice-President and Secretary/Treasurer shall be elected from among the membership of the Board of Directors. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice-President shall not be held by the same person, nor shall the office of President and Secretary/Treasurer be held by the same person.

The affairs of the Corporation shall be administered by the officers designated in the Bylaws of this Corporation. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association and, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities as it deems appropriate, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director of the Corporation. No officer shall act or perform any act which is not prescribed by these Articles and the Bylaws, as

amended from time to time, and not in keeping with the policies promulgated by the Board of Directors, the officers or professional managers.

The names and addresses of the officers who will serve until their successors are designated as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Thomas T. Ross	255 South Orange Avenue Suite 1700 Orlando, Florida 32801
Vice President	Ernst Aufseesser	Grenada N.V. c/o MINTRA 21 Rue du mont Blanc CH 1201 Geneva, Switzerland
Secretary/Treasurer	Meir Dayan	Shalom Mayer Tower 9 Ahad Ha'am St. P.O. Box 29086 Tel Aviv 61290 Israel

#### **ARTICLE IX** **DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for one or more of the purposes of the corporation, which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the corporation to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for one or more of the purposes of the corporation.

**ARTICLE X**  
**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 XI**  
**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 the representatives of a majority of each class of Members.

**ARTICLE XII**  
**BY-LAWS**

The By-Laws shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws.

**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**  
**INCORPORATOR**

The name and address of the Incorporator is:

Thomas T. Ross  
255 South Orange Avenue, Suite 1700  
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned does 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 30<sup>th</sup> day of July, 2001.

Thomas T. Ross

(SEAL)

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of July, 2001 by Thomas T. Ross. He is personally known to me OR has produced \_\_\_\_\_ as identification.

Christina M. Lee

Notary Public State of Florida at Large

Print Name of Notary \_\_\_\_\_

My commission expires: \_\_\_\_\_



Christina M Lee

My Commission CC776685

Expires September 21, 2002



DESCRIPTION:

Commence at the Southwest corner of Tract "A", SILVER WOODS - PHASE THREE, as recorded in Plat Book 15, Page 144 of the Public Records of Orange County, Florida; thence run S 00°01'23" W along the East line of ISLEWORTH, according to the plat thereof recorded in Plat Book 16, Pages 118 through 130 of the Public Records of Orange County, Florida, and along the East line of the Common Boundary described in "Boundary Line Agreement and Reciprocal Quit Claim Deeds", as recorded in Official Records Book 3575, Pages 490 through 493, of said Public Records, for a distance of 2374.58 feet to the Southeast corner of plat of said ISLEWORTH and the POINT OF BEGINNING; thence run N 48°47'19" E for a distance of 2058.71 feet; thence run S 74°07'57" E for a distance of 203.04 feet; thence run N 19°40'34" E for a distance of 98.58 feet; then run the following 3 courses and distances along the boundaries of lands described in Official Records Book 3976, Page 1521 and Official Records Book 3948, Page 1529 of said Public Records; thence run S 46°58'12" E for a distance of 181.99 feet; thence run S 07°32'49" W for a distance of 128.39 feet; thence run S 82°27'11" E for a distance of 190.95 feet to a point on the Westerly boundary of NORTH BAY SECTION IV, according to the plat thereof recorded in Plat Book 20, Page 128 of said Public Records, said point also being a point on a non-tangent curve concave Westerly having a radius of 488.15 feet and a chord bearing of S 07°45'32" E; thence run the following 11 courses and distances along the boundaries of said NORTH BAY SECTION IV: thence run Southerly along the arc of said curve through a central angle of 16°02'26" for a distance of 136.66 feet to the point of tangency; thence run S 00°15'41" W for a distance of 46.52 feet to the point of curvature of a curve concave Northwesterly having a radius of 25.00 feet; thence run Southwesterly along the arc of said curve through a central angle of 90°00'00" for a distance of 39.27 feet to the point of tangency; thence run N 89°44'19" W for a distance of 46.95 feet to the point of curvature of a curve concave Southeasterly having a radius of 144.93 feet; thence run Southwesterly along the arc of said curve through a central angle of 47°43'45" for a distance of 120.73 feet to the point of compound curvature of a curve concave Southeasterly having a radius of 1708.76 feet; thence run Southwesterly along the arc of said curve through a central angle of 04°25'17" for a distance of 131.86 feet to the point of tangency; thence run S 38°06'49" W for a distance of 225.00 feet to the point of curvature of a curve concave Easterly having a radius of 44.00 feet; thence run

Southeasterly along the arc of said curve through a central angle of  $95^{\circ}28'32''$  for a distance of 73.32 feet to a non-tangent line; thence run  $S\ 32^{\circ}38'02''\ W$  for a distance of 138.41 feet; thence run  $S\ 12^{\circ}00'00''\ E$  for a distance of 137.85 feet to a point on a non-tangent curve concave Southeasterly having a radius of 165.00 feet and a chord bearing of  $S\ 34^{\circ}37'45''\ W$ ; thence run Southwesterly along the arc of said curve through a central angle of  $41^{\circ}12'32''$  for a distance of 118.67 feet to a point of reverse curvature of a curve concave Northwesterly having a radius of 702.29 feet, said point also being the Southwest corner of said NORTH BAY SECTION IV; thence run Southwesterly along the Westerly boundary of NORTH BAY SECTION III, according to the plat thereof, as recorded in Plat Book 20, Page 68, of said Public Records, and along the arc of said curve through a central angle of  $11^{\circ}46'30''$  for a distance of 144.33 feet to the point of tangency; thence run  $S\ 25^{\circ}48'02''\ W$  along the Westerly boundary line of said NORTH BAY SECTION III and along the Westerly boundary line of NORTH BAY SECTION II, according to the plat thereof, as recorded in Plat Book 14, Page 52, of said Public Records, for a distance of 188.61 feet to the Northeast corner of Lot 124 of said NORTH BAY SECTION II; thence run  $N\ 80^{\circ}53'18''\ W$  along the North boundary of said Lot 124 for a distance of 513.04 feet; thence run  $S\ 65^{\circ}47'15''\ W$  along the North boundary of said Lot 124 and along the North line of Lot 125 of said NORTH BAY SECTION II for a distance of 200.23 feet to the Westerly most corner of said NORTH BAY SECTION II, said point also being also a point on the Northeasterly boundary of NORTH BAY SECTION I, according to the plat thereof, as recorded in Plat Book 12, Pages 82 through 84 of said Public Records; thence run  $N\ 38^{\circ}09'04''\ W$  along said Northeasterly boundary for a distance of 163.98 feet to the North boundary of said NORTH BAY SECTION I; thence run  $N\ 89^{\circ}50'23''\ W$  along said North boundary for a distance of 674.48 feet to the POINT OF BEGINNING.

Containing 33.334 acres more or less.

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

In compliance with Sections 48.091 and 617.0501, 617.0503, Florida Statutes, the following is submitted:

**Logrono Homeowners' Association, Inc.** (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 255 South Orange Avenue, Suite 1700, Orlando, Florida 32801, has named and designated: **CorpDirect Agents**, with its registered office located at: 103 North Meridian Street, Lower Level, Tallahassee, Florida 32301, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for **Logrono Homeowners' Association, Inc.** (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0503, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 31<sup>st</sup> day of July, 2001.

**CorpDirect Agents**

By: Cynthia A. Hick  
Registered Agent

**FILED**  
01 JUL 31 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA