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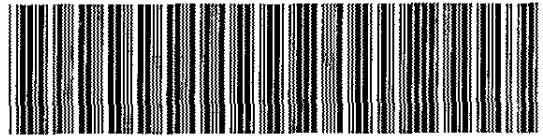
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RECEIVED
02 DEC -5 AM 11:24
DIVISION OF CORPORATION

CT CORPORATION

December 5, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5736904 SO
Customer Reference 1: 909359
Customer Reference 2: 82420

Dear Secretary of State, Florida:

Please file the attached:

Venetian Bay Villages Master Association, Inc. (FL)
Incorporation
Florida

Venetian Bay Villages Condominium Association, Inc. (FL)
Incorporation
Florida

Venetian Bay Villages Condominium Association, Inc. (FL)
Cert Copy of Articles of Inc
Florida

Venetian Bay Villages Master Association, Inc. (FL)
Cert Copy of Articles of Inc
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

Thanks! Connie Bryan
222-1092

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF INCORPORATION
OF
VENETIAN BAY VILLAGES MASTER ASSOCIATION, INC.
A NON-PROFIT CORPORATION

FILED
02 DEC -5 PM 12:21
TALLAHASSEE FLORIDA
SECRETARY OF STATE

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all of whom are residents of the State of Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a Florida corporation not for profit, and do hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is VENETIAN BAY VILLAGES MASTER ASSOCIATION, INC., a Florida not-for-profit corporation (hereafter called the "Master Association").

ARTICLE II

PRINCIPAL OFFICE OF THE MASTER ASSOCIATION

The principal office of the Master Association is located at 1551 Sandspur, Maitland, Florida 32751.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Master Association is 215 N. Eola Dr., Orlando, Florida 32801 and Hal H. Kantor, Esquire is hereby appointed the initial registered agent of this Master Association at that address.

ARTICLE IV

DEFINITIONS

All terms used in these Articles of Incorporation have the same meaning as defined in the Master Declaration of Covenants, Conditions, and Restrictions for Venetian Bay Villages, as the same may be amended and supplemented from time to time ("Master Declaration"), unless these Articles of Incorporation specifically provide otherwise, or unless the context dictates a contrary meaning.

ARTICLE V

PURPOSE AND POWERS OF THE MASTER ASSOCIATION

This Master 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, operation, preservation, and architectural control of the Master Property, and to promote the health, safety and welfare of the residents of the Master Property and, for the those purposes, the Master Association shall have the following powers:

(a) Exercise all of the powers and privileges and to perform all of the rights, duties and obligations of the Master Association as set forth in the Master Declaration as the same may be amended from time to time as therein provided, said Master Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Master Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Master 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 of the Master Association in connection with the affairs of the Master Association;

(d) Borrow money, and with the approval of at least two-thirds (2/3) of the Board and the consent of Declarant (to the extent Declarant still owns any portion of the Master Property), the power and authority to mortgage the property of the Master Association and to pledge the revenues of the Master Association as security for loans made to the Master Association which loans shall be used by the Master Association in performing its functions;

(e) Dedicate, sell or transfer all or any part of the Common Area to any governmental unit, public utility, or private party approved by at least two-thirds (2/3) of the Board and (to the extent Declarant still owns any portion of the Master Property) Declarant;

(f) Operate and maintain the Common Area in accordance with the Master Declaration;

(g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Florida Not For Profit Corporation Act by law may now or hereafter have or exercise; and

(h) Have and exercise any and all powers, rights and privileges set forth under the Master Declaration, these Articles and the Bylaws of the Master Association.

ARTICLE IV

MEMBERSHIP

The Members of the Master Association shall be the Owners of the respective Master Parcels (as the same may exist from time to time). However, to the extent an Owners' Association is created with respect to any Master Parcel, such Owners' Association shall be deemed the Member and not the Owners of any individual residential units within said Master Parcel. Membership shall be appurtenant to and may not be separated from ownership of Master Parcels.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Voting Rights. The affairs of the Master Association will be managed by the Board. Each Member shall be entitled to appoint one Director to the Board. However, to the extent that a Member is an Owner's Association, the President of such Owner's Association shall automatically be deemed to be the Director appointed on behalf of such Owner's Association. Each Director shall be entitled to cast one vote; provided, however, that nothing herein shall prevent the same person from holding more than one directorship on behalf of multiple Members, in which case such person shall be entitled to cast all the votes allocated to such directorships. All affairs of the Master Association shall be governed by the affirmative vote of a majority of the Directors in attendance at a duly called meeting unless otherwise specifically provided for in the Master Declaration.

Section 2. Initial Directors. As of the date of the filing of these Articles of Incorporation, Declarant is the only Member of the Master Association. The following individuals have been duly appointed by the Declarant to serve as the initial Directors of the Board of the Master Association on behalf of the respective Master Parcels:

TONY MARTIN	1551 Sandspur Maitland, FL 32751
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LOUIS P. SHASSIAN	1551 Sandspur Maitland, FL 32751
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MARTIN SHAFFER	1551 Sandspur Maitland, FL 32751
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Section 3. Appointment of Directors by Developer. The first and each subsequent Board shall consist of, and vacancies on the Board are to be filled by, such persons as Developer shall from time to time appoint, until the first of anyone of the following events occur: (i) Developer notifies Master Association in writing that it no longer has any legal or equitable interest in the Master Property; or (ii) Transfer of Control. The Members do not, without the prior written consent of Developer, have the right to amend, modify, or change these Articles to diminish in any way the authority of the Board during the period that Developer has the right to appoint any Directors. Developer is entitled to elect at least one member of the Board for so long as Developer owns at least one (1) Parcel.

Section 4. Termination of Developer Control. Developer may, from time to time, by written notice to Master Association, voluntarily terminate its right to appoint one or more Directors, and continue to exercise its right to appoint the remaining Directors for the period specified in these Articles and in the Master Declaration. Election by Developer to terminate its right to appoint any number of Directors or to terminate its control of Master Association, does not affect the right of Developer to participate in Master Association as a Member. All Directors who are not subject to appointment by Developer shall be elected by Non-Owners' Association Owners and Master Association Delegates in accordance with Article II, Section 7 of the Master Declaration. The recordation by Developer in the Public Records of Osceola County, Florida, of a written instrument referring to Article II, Section 6 of the Master Declaration and to the occurrence of the applicable event or passage of time which has terminated Developer's right to appoint the Board, or any portion thereof, shall be conclusive evidence of such termination.

Section 5. Transfer of Control. Transfer of Control shall occur and the Non-Owners' Association Owners and Master Association Delegates shall be entitled to elect at least a majority of the Board when and if Developer, by written notice to Master Association, voluntarily elects to terminate its control of Master Association. Developer may, but is not obligated, to transfer control of the Master Association, but it may do so at any time in its sole, absolute, and unfettered discretion. At the time that Transfer of Control occurs or on other appropriate evidence of the termination of Developer's right to select one or more of the Directors, a meeting of the Members shall be convened for the purpose of electing a new Board or to elect those Directors who no longer are to be appointed by Developer. The meeting required by this Section may be part of an annual meeting of Master Association.

ARTICLE VIII

OFFICERS

The Board of Directors shall, in accordance with the By-Laws, elect a President, Vice President, Secretary and Treasurer, all of whom shall serve at the pleasure of the Board of Directors. There may also be such assistant treasurers and assistant secretaries as the Board of Directors may from time to time determine.

ARTICLE IX

DURATION

The corporation shall exist perpetually, unless terminated by termination of the Master Declaration.

ARTICLE X

INCORPORATOR

The name and address of the incorporator is as follows:

Tony Martin

1551 Sandspur

Maitland, FL 32751.

ARTICLE XI - AMENDMENTS

Amendment of these Articles of Incorporation shall require the assent of two-thirds (2/3) of the Board of Directors. Such amendment shall be recorded in the Public Records of Osceola County, Florida.

[Signatures appear on the following page.]

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Master Association, has executed these Articles of Incorporation this ____ day of October, 2001.



TONY MARTIN

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as agent for service of process on Venetian Bay Villages Master Association, Inc. within the State of Florida, at the place designated in Article III of the foregoing Articles of Incorporation, accepts the appointment as registered agent for Venetian Bay Villages Master Association, Inc. and is familiar with and accepts the obligations of this position.



HAL H. KANTOR

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 21st day of November, 2002, by Hal H. Kantor. He is personally known to me or has produced as identification.

W. Vamos

Notary Public

Print Name: _____

Commission No. _____

My Commission Expires: _____



William S. Vamos

MY COMMISSION # CC899483 EXPIRES

January 3, 2004

BONDED THROUGH TRICITY Fidelity Insurance, Inc.

FILED
02 DEC -5 PM 12:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA