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## FLORIDA NON-PROFIT CORPORATION

Alafaya Village Property Owners Association, Inc.

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## ARTICLES OF INCORPORATION

OF

### ALAFAYA VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, a resident of the State of Florida, of full age, and for the purpose of forming a corporation, not for profit, does hereby certify:

#### ARTICLE I

##### Name

The name of the corporation is Alafaya Village Property Owners Association, Inc. (hereafter called the "Association").

#### ARTICLE II

##### Office

The street address of the initial principal office and mailing address of the Association is 605 East Robinson Street, Suite 420, Orlando, Florida 32801.

#### ARTICLE III

##### Registered Agent

A.G.C. Co., whose address is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801, is hereby appointed the initial registered agent of this Association.

## **ARTICLE IV**

### **Definitions**

Section 1. "Articles of Incorporation" shall mean and refer to the Articles of Incorporation for Alafaya Village Property Owners Association, Inc., as they may be amended from time to time.

Section 2. "Association" shall mean and refer to Alafaya Village Property Owners Association, Inc., its successors and assigns.

Section 3. "Board of Directors" or "Board" shall mean and refer to the board of directors for Alafaya Village Property Owners Association, Inc.

Section 4. "Common Areas" shall have the meaning assigned to it in the Declaration.

Section 5. "Declarant" shall have the meaning assigned to it in the Declaration.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Alafaya Village, as may be amended from time to time, recorded in the Public Records of Orange County, Florida.

Section 7. "Lor" shall have the meaning assigned to it in the Declaration.

Section 8. "Member" shall have the meaning assigned to it in the Declaration.

Section 9. "Owner" shall have the meaning assigned to it in the Declaration.

Section 10. "Property" shall have the meaning assigned to it in the Declaration.

## **ARTICLE V**

### **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 and preservation of the Common Areas, 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 and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) Have and exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Florida by law may now or hereafter have or exercise.

## **ARTICLE VI**

### **Membership**

Every person or entity who is a record owner of a fee or undivided fee interest of any Lot which is subject to the Declaration, and thus to assessment by the Association shall be a Member of the Association. 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 which is subject to assessment by the Association.

## **ARTICLE VII**

### **Voting Rights**

The Association shall have two classes of voting Memberships:

**Class A.** Class A Members shall be all Owners (except the Declarant and its successors and assigns as long as the Class B membership shall exist, and thereafter, the Declarant and its successors and assigns shall be Class A Members to the extent each would otherwise qualify). Class A Members shall be entitled to one vote for each Lot owned by each such Member. Any consolidated Lot shall retain the number of votes held by the constituent Lots prior to consolidation. When two or more persons or entities hold undivided interests in any Lot, all such persons or entities shall be Class A Members, and the vote for such Lot shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to each Lot in which such Members own undivided interests.

**Class B.** The Class B Member shall be the Declarant, its successors and assigns, whose vote shall be necessary to adopt any proposal before the Association (i.e., veto power). In addition to the above-described veto power, so long as Declarant is an Owner, the Class B Member shall at all times be entitled to twice the number of votes of all Class A Members.

Declarant shall also have the right at any time and in its sole discretion to elect to terminate Class B Membership and convert it to Class A Membership.

### **ARTICLE VIII**

#### **Cumulative Voting**

At all elections of directors, each Owner is entitled to as many votes as equals the number of Lots he owns multiplied by the number of directors to be elected and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

### **ARTICLE IX**

#### **Board of Directors**

The affairs of this Association shall be managed by a Board of not less than three (3) Directors, who shall either be Members of the Association or officers, directors, representatives or employees of the Declarant, for so long as Declarant owns a Lot. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

#### **NAME**

#### **ADDRESS**

Blaine Strickland

605 East Robinson Street, Suite 420  
Orlando, Florida 32801

Tom Strickland

5180 113<sup>th</sup> Avenue North  
Clearwater, Florida 34620

James D. Spaeth

605 East Robinson Street, Suite 420  
Orlando, Florida 32801

At the first annual meeting the Members shall elect one of the directors for a term of one year, one of the directors for a term of two years and one of the directors for a term of three years; and at each annual meeting thereafter the Members shall elect one director for a term of three years. Thereafter, if the number of Directors is enlarged, Members shall elect one-third (1/3) of the directors for a term of one year, one-third (1/3) of the directors for a term of two

years; and one-third (1/3) of the directors for a term of three years with any odd number of directors to be elected for a term of three years. The intent of this provision is to proportionately stagger elections so that there always remain a majority of board members with experience as to the workings of the Association.

## **ARTICLE X**

### **Dissolution**

The Association may be dissolved with the unanimous vote of the Members in favor of dissolution evidenced by the signature of each Member. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

## **ARTICLE XI**

### **Duration**

The Association shall exist perpetually.

## **ARTICLE XII**

### **Indemnification**

The Association shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law, against all losses and liabilities related to their actions on behalf of the Association.

**ARTICLE XIII**

**Incorporator**

The name and address of the incorporator is as follows:

A.G.C. Co.

— 200 South Orange Avenue  
Suite 2300  
Orlando, Florida 32801

**ARTICLE XIV**

**Amendments**

Amendment of this Articles shall require approval by the vote of at least two-thirds (2/3) of the votes entitled to be cast by the Members.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 22 day of August 2003.

A.G. C. CO.

By G. Thomas Bell  
Printed name: G. Thomas Bell  
As its: Vice President

REGISTERED AGENT CERTIFICATE

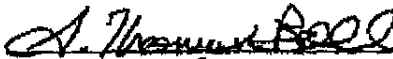
In pursuance of the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said statute:

That Alafaya Village Property Owners Association, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with §617.0503, Florida Statutes.

A.G.C. CO.

  
Print Name: G. Thomas Bell  
Its Vice President

DATED: August 22, 2003

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