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PICK-UP     WAIT     MAIL

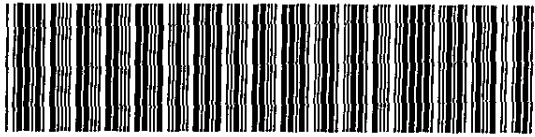
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(Business Entity Name)

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(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SEAL OF STATE  
TALLAHASSEE, FLORIDA

*W03-321660  
KSP  
11/13*

**TRANSMITTAL LETTER**

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

SUBJECT: Keystone Pointe Homeowner's Association, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

**ADDITIONAL COPY REQUIRED**

FROM: Elena Diaz  
Name (Printed or typed)

2700 Kayak Ct.  
Address

St. Cloud, Fl 34772  
City, State & Zip

407-957-3851  
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

November 5, 2003

ELENA DIAZ  
2700 KAYAK CT.  
ST CLOUD, FL 34772

SUBJECT: KEYSTONE POINTE HOMEOWNER'S ASSOCIATION, INC.  
Ref. Number: W03000032660

We have received your document for KEYSTONE POINTE HOMEOWNER'S ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

An effective date may be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6924.

Stacy Prather  
Document Specialist Supervisor  
New Filings Section

Letter Number: 003A00060347

ARTICLES OF INCORPORATION

OF

KEYSTONE POINTE AT ST. CLOUD

HOMEOWNER'S ASSOCIATION, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, Hereby associate themselves together to form non-profit Corporation under the laws of the state of Florida.

ARTICLE I - NAME

The Name of this corporation shall be:

Keystone Pointe at St. Cloud

Homeowner's Association, Inc.

ARTICLE II - PURPOSE

The Association does not contemplate pecuniary-gain or profit to its members. The specific purpose for which it is formed are to provide for the maintenance, preservation and architectural control of the residential Living Units and Common Area and to promote the health, safety and welfare of the residents within the Property described in Exhibit "A", attached hereto and made a part hereto, and any additions thereto as may hereafter be bought within the jurisdiction of this Association. For such purpose, the Association shall have and exercise the following authority and powers:

A. To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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that certain Declaration of Covenants and Restrictions, herein after called the "Declaration", applicable to the property and recorded in the Public Record of Osceola County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by this reference as if the same were set forth herein at length.

B. To fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the governmental charges levied or imposed against the Property or the Association.

C. 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.

D. To borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

E. To have and to exercise any and all of the common law and statutory powers, rights, and privileges which a corporation organized under the Not-for-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise, which are not in conflict with the terms of these Articles, the Declaration and the By-Laws. As used herein, the terms "Corporation" shall be the equivalent of

"Association as defined in the Declaration. Words and phrases, when used in these Articles, shall have the same definitions as attributed to them in the Declaration.

**ARTICLE III - MEMBERS**

A. Every Person or entity who is a record owner of a fee or undivided fee interest in any Living Unit, as defined in the Declaration, which is subject to covenants of record to assessment by the Association, including contract sellers, shall automatically be a member of the Association upon the recordation in the Public Records of Osceola County, Florida, of the deed or other instrument establishing the acquisition and designating the Living unit affected thereby. Such person or entity shall be known as an Owner and shall hold a Class A voting membership. 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 wnership of any Living unit which is subject to assessment by the Association. Such membership shall automatically terminate when such person or entity is no longer the record Owner of a Living unit.

B. The Developer, as defined in the declaration, shall hold the Class B membership.

**ARTICLE IV - SUBSCRIBERS**

The name and addresses of the Subscribers to these Articles of Incorporation are as follows:

NAME	ADDRESS
Jose Diaz-Asper	2462 Pine Chase Cir. St. Cloud, FL 34769

Elena Diaz

2700 Kayak Ct.  
St. Cloud, Fl 34772

#### ARTICLE V - MEMBERSHIP

The membership of the Association shall have voting rights, in relation to the class of membership, as follows:

**Class A.** Class A member, being all Owners, with the exception of the Developer (provided that Class B membership continues to exist), shall be entitled to one (1) vote for each Living Unit owned. When more than one

(1) person holds an interest in any Living unit owned, all such persons shall be members. The vote for such Living unit shall be exercised as they determine, among themselves, but in no event shall more than one (1) vote be cast with respect to any Living unit.

**Class B.** The Class B members (s), being the Developer, shall be entitled to three (3) votes for each Living unit owned, with each vote being considered a "member" for purpose of construing the minimum member's votes needed under various provisions hereof, or in the Declaration, or By-Laws of the Association. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever shall first occur:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership;

or (b) October 30th, 2007

#### ARTICLE VI - CORPORATE EXISTENCE

This corporation shall have perpetual existence.

**ARTICLE VII - PRINCIPAL OFFICE AND REGISTERED OFFICE**

The street address or the initial Registered Agent of this corporation is 2462 pine Chase Cir., St. Cloud, Florida 34769, and the name of the initial Registered Agent of this corporation at such address is Jose Diaz-Asper. The association may maintain offices and transact business in such other places as may from time to time be designated by the Board of Directors.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The affairs of the Association shall be managed and governed by a Board of Three (3) Directors, who shall be members of the Association, except that Directors elected or appointed by the Developer need not be members of the Association. The names and addresses of the persons who constitute the initial Board of Directors, until the selection and qualification of their successors, are:

Jose Diaz-Asper, President	2462 Pine Chase Cir. - St. Cloud, Fl 34769
Jose A. Diaz-Asper, V. President	2462 Pine Chase Cir. . . . St. Cloud, Fl 34769
Elena Diaz, Secretary	2700 Kayak Ct. St. Cloud, Fl 34772

The initial Board of Directors herein designated shall serve until the first election of the Officers at the first annual membership meeting after Class B membership has ceased and been converted to Class A membership, at which time the members shall elect three (3) Officers who shall each serve for a term of one (1) year. Any vacancy on the Board shall, upon a majority vote by the remaining Officers, shall be filled



for the unexpired term of the vacated office. The developer is entitled to elect at least one (1) Officer as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Living units.

#### ARTICLE IX - ADDITIONAL APPROVALS

For as long as there is a Class "B" membership, the following actions will require the prior approval of either the Federal Housing Administration ("FHA") or the Veterans Administration ("VA"):

- I. annexation of additional properties
- II. mergers and consolidations;
- III. mortgaging or dedication of Common Areas
- IV. dissolution of the corporation
- V. amendment of these Articles of Incorporation other than to clarify an ambiguity or conflict. FHA and VA approval shall only be required if mortgage encumbering a Living unit guaranteed or insured by either of agencies.

#### ARTICLE X - DISSOLUTION

The Association may be dissolved no sooner than thirty (30) years from the date of incorporation with the assent given in writing and signed by not less than two-thirds (2/3) of the votes of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust, public agency or other organization provided that it is to be used for

purposes similar to those for which this Association was created, and the Association shall be dissolved in accordance with law.

**ARTICLE XI - BOARD OF DIRECTORS**

Subject to the discretion of the Board of Directors, the affairs of the Association shall be administered by its officers, as designated in the By-Laws, who shall serve at the pleasure of the Board of Directors.

Said officers shall be members of the association, except that officers elected or appointed by the Developer need not be members of the Association. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are:

NAME AND TITLE	ADDRESS
Jose Diaz-Asper, President	2462 Pine Chase Cir. St. Cloud, Fl 34769
Jose A. Diaz-Asper, V. President	2462 Pine Chase Cir. St. Cloud, Fl 34769
Elena Diaz, Secretary	2700 Kayak Ct. St. Cloud, Fl 34772

**ARTICLE XII - INDEMNIFICATION**

A. The Association hereby indemnified any director or officer made a party or threatened to be a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, brought to impose a liability or penalty on such person in his capacity as director or officer of the Association, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust, or other enterprise which the served at the request of the Association, against judgments, fines, amount paid in settlement, and reasonable expenses, including attorneys Fees, actually and necessarily incurred as a result

of such Action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in Criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, Order settlement, conviction, or upon a pleas of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of Negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, Administrative agency, or investigative body which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a director or officer seeks indemnification were properly incurred, and whether such director or officer acted in good faith and a manner he reasonably believed to be in the best interest of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by Majority vote of a quorum consisting of directors who were not parties to such action,

suit or proceeding. In the event that all the directors were parties to such action, suit or proceeding, such determination shall be made by the members of the Association by majority vote of a quorum.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

#### **ARTICLE XIII - OFFICERS**

A. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

B. 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 of officers, for the removal from Office of officers, for filling vacancies and for the duties of the officers. 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 the office or perform its duties or exercise it's Powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may Elect or appoint an individual to fill such vacancy. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the

offices of President and Vice President shall not be held by the same person nor shall the offices of President and Secretary or Assistant Secretary be held by the same person.

#### **ARTICLE XVI - BYLAWS**

The By-Laws of this Corporation shall initially be made And adopted by the first board of Directors and recorded among the Public Records of Osceola County, Florida, which By-Laws may be altered, amended or rescinded at any duly called meeting of the members of the Association in the manner provided for the By-Laws and Declaration. No amendment shall change the rights and privileges of the Developer without its written approval.

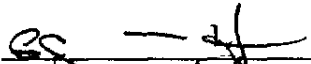
#### **ARTICLE XV - AMENDMENTS**


Amendments to these Articles of Incorporation shall require the approval of seventy-five percent (75%) of the entire membership. Said amendment (s) shall be effective when a copy thereof, together with an attached Certificate of its approval by the membership, sealed with the corporate Seal, executed and acknowledged by the President or vice President, and attested by the Secretary or an Assistant Secretary, has been filed with the Secretary of State, and All filing fees paid. Notwithstanding any provisions of this Article to the contrary, these Articles of Incorporation shall not be amended in any manner which shall abridge, amend Or alter the rights of the Developer, as set forth in the Declaration, without the prior written consent to such Amendment by the Developer. Further, these Articles of Incorporation shall not be amended

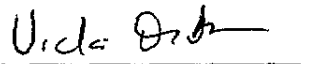
in any manner which shall Amend, modify or affect any provisions, terms, conditions, Rights and obligations set forth in the Declaration, as the same may be amended from time to time in accordance with the respective provisions thereof.


**ARTICLE XVI - SEVERABILITY**

IN WITNESS WHEREOF, for the purpose of forming this Nonprofit Corporation under the Laws of the State of Florida, We, the undersigned constituting the subscribers and Incorporators of this Association have executed these Articles of Incorporation on this 28<sup>th</sup> day of October 2003.  
Signed, sealed and delivered

  
Paige M. Heifner

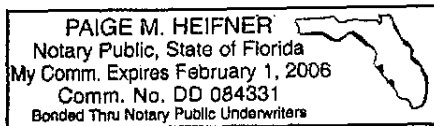
  
Jose Diaz-Asper

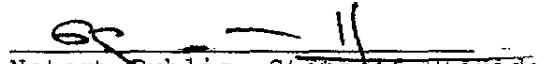
  
Vickie Deaton

  
Elena Diaz

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Jose Diaz-Asper, Elena Diaz , to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed and subscribed to the same.

WITNESS my hand and seal this 28<sup>th</sup> day of October 2003



  
Notary Public, State of Florida

My commission expires:

EXHIBIT "A"  
TO  
ARTICLES OF INCORPORATION  
DESCRIPTION (AS PREPARED BY SURVEYOR)

THAT PORTION OF LOTS 7, 10, 23 AND 26 LYING EAST OF THE FLORIDA TURNPIKE, AND ALL OF LOTS 5, 6, 11, 12, 22, 21, 27 AND 28, SEMINOLE LAND AND INVESTMENT COMPANY'S SUBDIVISION OF SECTION 27, TOWNSHIP 26 SOUTH, RANGE 30 EAST, AS RECORDED IN PLAT BOOK B, PAGE 14 OF THE PUBLIC RECORDS OF OSCEOLA COUNTY, FLORIDA.

**TOGETHER WITH:**


THAT PORTION OF LOTS 69, 75, 76, 85, 86, 90, 91, 92, 101, 102, 103, 106, 107, 180, 117, 118, 119, 122, 123 AND 124, SEMINOLE LAND AND INVESTMENT COMPANY'S SUBDIVISION OF SECTION 22, TOWNSHIP 26 SOUTH, RANGE 30 EAST, AS RECORDED IN PLAT BOOK B, PAGE 9 OF THE PUBLIC RECORDS OF OSCEOLA COUNTY, FLORIDA, LYING EAST OF THE FLORIDA TURNPIKE, LYING SOUTHERLY OF THE PLAT OF WHALEY'S LANDING (AS RECORDED IN PLAT BOOK 5, PAGE 103 OF THE PUBLIC RECORDS OF OSCEOLA COUNTY, FLORIDA) AND LYING WESTERLY OF OLD CANOE CREEK ROAD.

PREPARED: June 27, 2002

CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE PROCESS. WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

AT ST. CLOUD  
THAT KEYSTONE POINTE HOMEOWNERS ASSOCIATION, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF ST. CLOUD, STATE OF FLORIDA, HAS NAMED JOSE DIAZ-ASPER LOCATED AT 2462 PINE CHASE CIR., ST. CLOUD, FL 34769, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES REALTIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

BY:   
JOSE DIAZ-ASPER  
(REGISTRED AGENT)

DATE: 10/20/03

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA