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FLORIDA NON-PROFIT CORPORATION

GRANDE CHAMPION AT LPGA INTERNATIONAL HOMEOWNERS' ASSOCIATION,
INC.

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**ARTICLES OF INCORPORATION
OF GRANDE CHAMPION AT LPGA INTERNATIONAL
HOMEOWNERS' ASSOCIATION, INC.
(a Corporation Not For Profit)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is GRANDE CHAMPION AT LPGA INTERNATIONAL HOMEOWNERS' ASSOCIATION, INC., hereinafter called the "Association".

**ARTICLE II
PRINCIPAL ADDRESS AND
REGISTERED AGENT**

A. The initial principal address of the Corporation is: 9055 Ibis Boulevard, West Palm Beach, Florida 33412.

B. The initial street address of the registered office of the Association is 9055 Ibis Boulevard, West Palm Beach, Florida 33412 and the name of the registered agent at that address is MSKP Volusia Partners, L.L.C., a Delaware limited liability company.

**ARTICLE III
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 services (including video, data and voice communications and transmission, security services, lawn and exterior home maintenance, valet and other services as the Association Board of Directors shall from time to time approve) and in general to provide for improvement; maintenance, preservation, operation and control of the residential lots, homes and common property within that certain real property

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described in the Declaration of Covenants, Conditions and Restrictions for Grande Champion Communities at LPGA International (the "Property") as recorded in the Public Records of Volusia County, Florida (hereinafter referred to as the "Declaration"), and such additions thereto as may be brought within the jurisdiction of the Association, and to promote the interests of the owners of the above described properties and any additions thereto as may hereafter be brought within the jurisdiction of this Association. For this purpose the Association is authorized 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 as recorded in the public records of Volusia County, Florida, and as the same may be amended from time to time as therein provided, said 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 Declaration; to 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;

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 in connection with the affairs of the Association;

D. Borrow money, 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. Dedicate, sell or transfer all or any part of the common areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Association;

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F. Grant to other owners of any portion of the Property non-exclusive easements of ingress and egress over the common areas for road purposes;

G. Enter into agreements with other non-profit corporations organized for the same purposes or annex additional property to provide for shared improvements, maintenance and repair of common areas and facilities;

H. Enter into agreements with any person or entity to obtain services or otherwise accomplish the objectives of the Association, upon such terms and for such duration as the Association Board of Directors deems fair and reasonable.

I. Have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

J. Operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District requirements and applicable District rules, and shall assist in the enforcement of the Declaration which relates to the surface water or stormwater management system.

K. Levy and collect adequate assessments against members of the Association for the costs, maintenance and operation of the surface water or stormwater management system.

ARTICLE IV **MEMBERSHIP**

Every Owner, as defined by the Declaration, shall be a Class "A" or Class "B" member of the Association, as further defined by the Declaration.

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ARTICLE V
VOTING RIGHTS

Class "A" and "B" members of the Association shall have Voting Rights,, as defined by the Declaration, subject to the rights of MSKP Volusia Partners, L.L.C., a Delaware limited liability company, the Declarant, as further defined by the Declaration.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of three (3) persons who need not be members of the Association. The first Board shall consist of three (3) members. Thereafter the number of Directors may be increased by a majority vote of the Board of Directors, but in no event shall there be more than nine (9) members on the Board.

The first election of directors shall be held as provided in the Bylaws of the Association. The Directors named in these Articles shall serve until the first election of Directors.

The names and addresses of the members of the first Board of Directors who shall hold office until a successor is elected and have qualified, or until removed, are as follows:

Richard De Lotto
9055 Ibis Boulevard
West Palm Beach, Florida 33412

Michael Pearlman
9055 Ibis Boulevard
West Palm Beach, Florida 33412

John Broderick
9055 Ibis Boulevard
West Palm Beach, Florida 33412

ARTICLE VII
DISSOLUTION

In the event of the termination, dissolution or final liquidation of the Association, other than incident to a merger or consolidation, (i) the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved in

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writing by the St. Johns River Water Management District prior to such termination, dissolution and liquidation and (ii) the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created or such assets shall be granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII
DURATION

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE IX
AMENDMENTS

Amendment of these Articles shall require the affirmative vote of at least two-thirds (2/3) of the entire membership of the Board of Directors and at least a majority (greater than 50%) of the Voting Members, or by affirmative vote of at least sixty-five percent (65%) of the Voting Members. Notwithstanding the foregoing, until termination of the Class "B" Control Period, as defined by the Declaration, these Articles may be amended by affirmative vote of two-thirds (2/3) of the members of the Board of Directors.

ARTICLE X
SUBSCRIBER

The name and street address of the Subscriber to these Articles of Incorporation is:
Richard De Lotto, 9055 Ibis Boulevard, West Palm Beach, Florida 33412.

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ARTICLE XI
OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by a Vice President and Secretary/Treasurer.

The Board of Directors shall elect the President, Vice President and Secretary/Treasurer as the Board of Directors shall from time to time determine.

The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

Richard De Lotto, President
9055 Ibis Boulevard
West Palm Beach, Florida 33412

Michael Pearlman, Vice-President
9055 Ibis Boulevard
West Palm Beach, Florida 33412

John Broderick, Vice President
9055 Ibis Boulevard
West Palm Beach, Florida 33412

ARTICLE XII
BYLAWS

The Bylaws of the Association may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify any Director or Officer of the Association who is made a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director or Officer of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise:

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A. Against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suitor proceeding (other than one by or in the right of the Association) if he acted in good faith, and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; and,

B. Against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Any indemnification under this Article XIII (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article XIII. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties

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to such action, suit or proceedings, or (2) if such a quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority of the Voting Members of the Association.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the Director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

The indemnification provided by this resolution shall not be deemed exclusive of any other rights to which the Association's Directors, Officers, employees or agents may be entitled under the Association's Bylaws, agreement, vote of members or disinterested Directors, or otherwise, both as to actions in their holding such offices or positions, and shall continue as to a person who has ceased to be a Director, officer or employee, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Notwithstanding the foregoing provisions, indemnification provided under this Article XIII shall not include indemnification for any action of a Director, Officer or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this resolution is deemed to be against public policy, such an event shall not invalidate or affect any other right of indemnification herein provided.

The Association shall purchase and maintain indemnification insurance to provide coverage for any liability asserted against any Director, Officer or employee of the Association

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in any of his capacities as described in this Article, whether or not the Association would have the power to indemnify him or her under this Article.

Any person requesting indemnification shall first look at any insurance maintained by the Association for indemnification against expenses (including attorney's fees), judgments, fines and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person.

ARTICLE XIV
TRANSACTIONS IN WHICH DIRECTORS
OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its officers or directors or owners are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at or participates in meetings of the board or committee thereof which authorized the contract or transaction, or solely because said Officers or Directors votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the facts that said Director or Officer may be interested in any such contract or transaction.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, being the incorporator of this Association, have executed these Articles of Incorporation, this 14th day of October 2004.

Richard De Lotto
Print Name: Richard De Lotto

STATE OF FloridaCOUNTY OF Orange

The foregoing was acknowledged before me this 14th day of October, 2004, by Richard De Lotto, who is personally known to me or has produced _____ as identification.

(Notary Stamp)

Charlene L. Anderson
(Notary Public)



Charlene L. Anderson
MY COMMISSION # DD127819 EXPIRES
June 20, 2006
BONDED THRU TROY FARM INSURANCE INC.

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ACCEPTANCE OF REGISTERED AGENT

I hereby accept appointment as Registered Agent of GRANDE CHAMPION AT LPGA INTERNATIONAL HOMEOWNERS' ASSOCIATION, INC., a Corporation Not For Profit, as provided in Article II, hereof.

MSKP VOLUSIA PARTNERS, L.L.C., a Delaware limited liability company

By: Kitson & Partners I, LLC, a Florida limited liability company, f/k/a Kitson & Partners, LLC, a Florida limited liability company, its managing member

By: 

Print Name: Sydney Kitson

Its: Managing Member

Registered Agent

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