

09/15/05 THU 14:00 FAX

002

Division of Corporations

*No 5000009559*

FILED  
Page 1 of 1  
SECRETARY OF STATE  
DIVISION OF CORPORATION

05 SEP 15 AM 11:51

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000218524 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : LOWMEES, DROSDICK, DOSTER, KANTOR & REED, P.A.  
Account Number : 072720000036  
Phone : (407) 843-4600  
Fax Number : (407) 843-4444

**FLORIDA NON-PROFIT CORPORATION**

**WATERSONG HOMEOWNERS ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

[Electronic Filing Menu](#)

[Corporate Filing](#)

[Public Access Help](#)

09/15/05 THU 14:00 FAX

001

850-205-0381

9/15/2005 12:50

PAGE 001/001

Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 15, 2005

LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.

SUBJECT: WATERSONG HOMEOWNERS ASSOCIATION, INC.  
REF: W05000042954

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The complete document was not received. Please refax the complete document, including the electronic filing cover sheet.

Page count of 7 is correct. However, first page of articles not received.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White  
Document Specialist  
New Filings Section

FAX Aud. #: H05000218524  
Letter Number: 405A00057047

PLEASE FILE AS SOON AS POSSIBLE WITH FILING DATE OF SEPTEMBER 13, 2005  
AND RETURN CERTIFICATION. THANK YOU.

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
H05000218524

05 SEP 15 AM 11:51

**ARTICLES OF INCORPORATION**  
**OF**  
**WATERSONG HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, a resident of the State of Florida, and of full age, this day executes these Articles of Incorporation ("Articles") for the purpose of forming a corporation not-for-profit, and does hereby certify:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the corporation is WATERSONG HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation (hereafter called the "Association").

**ARTICLE II**  
**PRINCIPLE OFFICE OF THE ASSOCIATION**

The principal office of the Association is located at 5200 Vineland Road, Suite 200, Orlando, Florida 32811.

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

Suresh Gupta, whose address is 5200 Vineland Road, Suite 200, Orlando, Florida 32811, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV**  
**DEFINITIONS**

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

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

The 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, preservation and architectural control of the Lots and Common Areas, if any, within the Property, and to promote the health, safety and welfare of the residents of the Property for the following purposes:

- (a) to 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 applicable to the Property and recorded (or to be recorded) in the Office of Clerk of the Court for Polk County, Florida, as the same may be amended from time to time as therein provided;

H05000218524 3

(b) to 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, if any;

(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 of the Association, if any, in connection with the affairs of the Association;

(d) to 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 Property), the power and authority to mortgage the property of the Association, if any, and to pledge the revenues of the Association as security for loans made to the Association which loans shall be used by the Association in performing its functions;

(e) to pledge Association revenues as security for the performance of any obligation to any governmental agency or authority;

(f) to dedicate, sell or transfer all or any part of the Common Area, if any, 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 Property) Declarant;

(g) to operate and maintain the Common Area, if any, in accordance with the Declaration;

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

(i) to have and exercise any and all powers, rights and privileges set forth under the Declaration and the Bylaws.

**ARTICLE VI**  
**MEMBERSHIP**

Every person or entity other than the Association 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.

H05000218524 3

H05000218524 3

**ARTICLE VII**  
**VOTING RIGHTS**

The Association shall have two classes of voting membership:

Class A: Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When any Lot entitling the Owner to membership in the Association is owned of record in the name of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, tenants in partnership or in any other manner of joint or common ownership, or if two or more persons or entities have the same fiduciary relationship respecting the same property, then unless the instrument or order appointing them or creating the tenancy otherwise directs and it or a copy thereof is filed with the Secretary of the Association, such Owner shall select one official representative to qualify for voting in the Association and shall notify in writing the Secretary of the Association of the name of such individual. The vote of the individual shall be considered to represent the will of all the Owners of that property. In the circumstance of such common ownership, if the Owners fail to designate their voting representative then the Association may accept the person asserting the right to vote as the voting Owner until notified to the contrary by the other Owners of such Lot. Upon such notification the Owner may not vote until the Owner(s) appoint their representative pursuant to this paragraph.

Class B: The Class B Member(s) shall be the Declarant and shall be entitled to five (5) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership once Turnover has occurred.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

Section 1. Number. Until Turnover of control by the Class B Member, the affairs of this Association shall be managed by a Board of not less than three (3) Directors, who need not be Members of the Association and who shall be appointed by the Declarant. After Turnover and for so long as Declarant owns at least five percent (5%) of the Lots platted or to be platted in the Properties, the Declarant shall be entitled to appoint one member of the Board. At such time as Declarant no longer owns any Lots within the Properties, the number of Directors may be increased or decreased by amendment to these Articles, provided there shall never be less than three (3) Directors. All affairs of the 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 Declaration.

Section 2. Term. Directors shall be appointed to serve for three (3) year terms, unless a Director sooner dies, resigns or is removed. There shall be no limit to the number of terms any one Member may serve as a director.

H05000218524 3

Section 3. Initial Directors. The names and addresses of the persons who are appointed by Declarant to act in the capacity of directors are:

<u>NAME</u>	<u>ADDRESS</u>
Charles F. Cavaretta	5200 Vineland Road, Suite 200 Orlando, Florida 32811
Gary Dilger	5200 Vineland Road, Suite 200 Orlando, Florida 32811
Sandeep Taneja	5200 Vineland Road, Suite 200 Orlando, Florida 32811

**ARTICLE IX**  
**DISSOLUTION**

The Association may only be dissolved upon termination of the Declaration as set forth therein. Upon such dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, if any, including, but not limited to the Common Property, if any, shall be transferred to another not for profit corporation or appropriate public agency having similar purposes; provided, however, if no other not-for-profit corporation or agency will accept such property, then any Member or affected governmental instrumentality or agency, including the Water Management District, may petition the Circuit Court of the County in which the Property is located to appoint a receiver or trustee to conduct the affairs and fulfill the obligations of the Association with respect to such applicable portions of the Common Property, or otherwise dispose of the Common Property or portions thereof as the Circuit Court may deem appropriate. If a receiver or trustee is appointed, the Association shall be responsible for court costs, attorney's fees, and all other expenses of the receivership or trust shall constitute Common Expenses of the Association and shall be assessed against its Members. If the Association has been dissolved, or if the Association shall not have a sufficient number of directors, the receiver or trustee shall have all powers and duties of a duly constituted board of directors. The receiver or trustee shall serve until such time as the Circuit Court may deem appropriate.

**ARTICLE X**  
**DURATION**

The corporation shall exist perpetually.

H05000218524 3

**ARTICLE XI**  
**INCORPORATOR**

The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Suresh Gupta	5200 Vineland Road, Suite 200 Orlando, Florida 32811

**ARTICLE XII**  
**AMENDMENTS**

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

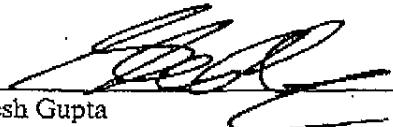
[remainder of this page intentionally left blank]

HD5000218524 3

**ARTICLE XIII**  
**FHA/VA APPROVAL**


Notwithstanding anything herein to the contrary, as long Residential Units are being developed on the Property, Declarant may require the following actions to be approved in advance by (i) Department of Housing and Urban Development, and (ii) the Federal Housing Administration (and/or the Veterans Administration): annexation of additional real property to the Property other than the "Additional Property" defined in the Declaration; dedication of Common Area, if any; and amendment of the Declaration. Furthermore, to the extent it is required as a condition of obtaining approval by FHA/VA that Declarant make modifications to the Declaration, then Declarant shall have the right to so modify the Declaration without the necessity of joinder of the Board or any Owner or other party who may be affected.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 12<sup>th</sup> day of September, 2005.

  
Suresh Gupta

STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 12th day of September, 2005, by Suresh Gupta, and he is personally known to me.

  
(Notary Signature)

(NOTARY SEAL)

Shawn Jackson  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. DD416518  
My Commission Expires: June 07, 2009



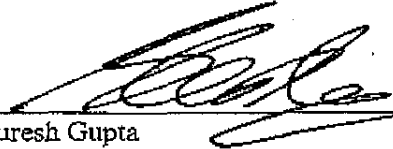
SHAWN JACKSON  
MY COMMISSION # DD 416518  
EXPIRES: June 7, 2009  
Banded Thru Budget Notary Services



H05000218524 3

**REGISTERED AGENT CERTIFICATE**

Having been named to accept service of process and serve as registered agent for the above-stated corporation, at the place designated in the Articles to which this Certificate is attached, 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 he is familiar with §617.0501, Florida Statutes.

  
Suresh Gupta

Dated: September 12, 2005

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
05 SEP 15 AM 11:51