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From: **GAIL S. ANDRE**
Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
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FLORIDA NON-PROFIT CORPORATION

AVIANA RESORT MASTER ASSOCIATION, INC.

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November 30, 2005

FLORIDA DEPARTMENT OF STATE

Division of Corporations

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

SUBJECT: AVIANA RESORT MASTER ASSOCIATION, INC.
REF: W05000052987

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

An effective date may be added to the Articles of Incorporation if a 2006 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.

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Dale White
Document Specialist
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ARTICLES OF INCORPORATION

OF

AVIANA RESORT MASTER 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 executed 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 AVIANA RESORT MASTER ASSOCIATION, INC., a Florida not-for-profit corporation (hereafter called the "Association").

ARTICLE II
PRINCIPAL 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

The street address of the initial registered office of the Association is 5200 Vineland Road, Suite 200, Orlando, Florida 32811 and Suresh Gupta is hereby appointed the initial registered agent of this Association at that address. The registered agent shall maintain copies of all permits for the benefit of the Association.

ARTICLE IV
DEFINITIONS

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

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

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(a) Exercise all of the powers and privileges and to perform all of the rights, duties and obligations of the Association as set forth in the Declaration applicable to the Property and 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, 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, if any;

(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 Association, if any, in connection with the affairs of the 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 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) Pledge, Association revenues as security for the performance of any obligation to any governmental agency or authority;

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

(g) 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

(h) 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.

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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.

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

CHARLES F. CAVARETTA 5200 Vineland Road, Suite 200
Orlando, FL 32811

GARY DILGER 5200 Vineland Road, Suite 200
Orlando, FL 32811

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SANDEEP TANEJA

5200 Vineland Road; Suite 200
Orlando, FL 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.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is as follows:

SURESH GUPTA

5200 Vineland Road; Suite 200
Orlando, FL 32811.

ARTICLE XII - 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 Polk County, Florida.

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**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, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 31st day of October, 2005.


SURESH GUPTA

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as agent for service of process on Aviana Resort 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 Aviana Resort Master Association, Inc. and is familiar with and accepts the obligations of this position.


SURESH GUPTA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31st day of October, 2005, by SURESH GUPTA. He is personally known to me or has produced _____ as identification.



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


Notary Public; State of Florida
Print Name: Shawn Jackson
Commission No.: DD416518
My Commission Expires: June 07, 2009

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