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FLORIDA NON-PROFIT CORPORATION

Lake Buena Vista Resort Village Master Association,

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**ARTICLES OF INCORPORATION  
OF  
LAKE BUENA VISTA RESORT VILLAGE MASTER ASSOCIATION, INC.**

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 517, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be **LAKE BUENA VISTA RESORT VILLAGE MASTER ASSOCIATION, INC.**, which is hereinafter referred to as the "Association".

**ARTICLE II  
OFFICE**

The principal office and mailing address of the Association shall be at 15591 Apopka Vineland Road, Orlando, Florida 32821, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office.

**ARTICLE III  
PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, Restrictions and Easements for Lake Buena Vista Resort recorded (or to be recorded) in the Public Records of the County, as hereafter amended and/or supplemented from time to time (the "Master Declaration"). The further objects and purposes of the Association are to preserve the values and amenities in The Properties (as defined in the Master Declaration) and to maintain the Common Properties thereof for the benefit of the Members of the Association.

The Association is organized not for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Declarant) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general health and welfare of its membership. Notwithstanding anything contained in the Declaration, the Bylaws or these Articles to the contrary, before commencing litigation against any party in the name of the Association involving amounts in controversy in excess of One Hundred Thousand and No/100 Dollars (\$100,000.00), the Association must obtain the affirmative approval of a majority of the voting interests at a meeting of the membership at which a quorum has been attained. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Master Declaration, the Bylaws and applicable law,

provided that in the event of conflict, the provisions of applicable law shall control over those of the Master Declaration and Bylaws.

The Association shall have the power to maintain, repair, and operate the improvements within the Common Properties, including the storm water management as permitted by the South Florida Water Management District ("SFWMD") including all lakes, retention areas, culverts, and related appurtenances.

Definitions set forth in the Declaration are incorporated herein by this reference.

#### ARTICLE IV MEMBERS

**Section 1. Membership.** The Owner of each Lot shall be a Member of the Association, provided that any such person or entity who holds an ownership interest merely as security for the performance of an obligation shall not be a Member. All votes permitted or required to be cast by Members shall be cast only by their respective Voting Members.

**Section 2. Voting Rights.** The Association shall have two (2) classes of voting membership:

**Class A.** Class A Members shall be all those Owners as defined in Section 1 above with the exception of the Declarant (as long as the Class B Membership shall exist, as defined below, and thereafter the Declarant shall be a Class A Member to the extent it would otherwise qualify). The Lot Owner shall be deemed the Voting Member, provided, however, that when the Lot Owner is a Neighborhood Association, the Voting Member shall be the President of the Neighborhood Association. Each Voting Member shall be entitled to cast the one (1) vote.

With respect to any Voting Member representing a Lot subject to a Neighborhood Association, with respect to those decisions requiring an eighty percent (80%) vote of their constituency under their applicable Neighborhood covenants, the Voting Member shall only cast its vote in the manner directed by not less than eighty percent (80%) of its constituency (and if such eighty percent (80%) approval is not obtained, then in accordance with the majority vote of the other Voting Members).

**Class B.** The Class B Member shall be the Declarant (or the assignee of Declarant, which may include without limitation, Declarant's Mortgagee, as defined in the Declaration), or a representative thereof, who shall have and cast one (1) vote in all Association matters, plus two (2) votes for each vote which may be cast, in the aggregate, by the Class A Voting Members. Such Class B Voting Member may be removed and replaced only by the Declarant in its sole discretion. The Class B membership shall cease and terminate three (3) months after ninety percent (90%) of all Condominium Units (as to any Lot that has been submitted to the condominium form of ownership) and Lots (as to those which have not been submitted to the condominium form of ownership) within The Properties have been sold and conveyed by the Declarant (or its affiliates) to an Owner other than Declarant or a builder, contractor or other who purchases the Lot for the purpose of constructing improvements thereon for resale, or sooner at the election of the Declarant (the "Transition Date"), whereupon the Class A Members shall be obligated to appoint the Board in the manner herein provided and assume control of the Association.

**Section 3. Meetings of Voting Members.** The Bylaws of the Association shall provide for an annual meeting of Voting Members, and may make provisions for regular and special meetings of Voting Members other

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than the annual meeting. A quorum for the transaction of business at any meeting of the Voting Members shall exist if a majority of the votes which may be cast by Voting Members shall be present or represented at the meeting.

**Section 4. General Matters.** When reference is made herein, or in the Master Declaration, Bylaws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members or Voting Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of the Members eligible to be cast by their respective Voting Members present at a duly constituted meeting thereof (i.e., one for which proper notice has been given and at which quorum exists) and not of the Members themselves (or their Lots) or of the individual Voting Members themselves.

#### **ARTICLE V CORPORATE EXISTENCE**

The Association shall have perpetual existence. In the event of dissolution of the Association (unless same is reinstated), other than incident to merger or consolidation, the surface water management system property containing the surface water management system and water management portions of the Common Properties shall be conveyed to an appropriate agency of local government (in the event such agency of local government does not accept such conveyance of the surface water management system, then the surface water management system shall be conveyed to a similar non-profit corporation).

#### **ARTICLE VI BOARD OF DIRECTORS**

**Section 1. Management by Directors.** The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of three (3) persons. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

**Section 2. Appointment of Members of Board of Directors.** The Owner of the Non-Condominium Lot shall be entitled to appoint two (2) members of the Board and the Owner of the Condominium Lot shall be entitled to appoint one (1) member of the Board. Directors may be removed only by the Lot Owner that appointed the Director and vacancies on the Board of Directors shall be filled by the appointment of another Director by the Lot Owner who originally appointed the Director being replaced.

**Section 3. Original Board of Directors.** The names and addresses of the first Board of Directors of the Association, each of whom shall hold office until removed by the Member who appointed such Director, shall be as follows:

<u>Name</u>	<u>Address</u>
Samuel Sutton	1725 University Drive, Suite 450 Coral Springs, FL 33071
Larry S. Cohen	15591 Apopka Vineland Road Orlando, FL 32821
Robert Sutton	6462 Central Avenue St. Petersburg, FL 33707

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Section 4. Duration of Office. Except as provided herein or in the Bylaws to the contrary, the term of each Director's service shall extend until the next annual meeting of the Members and subsequently until his or her successor is duly appointed and has taken office, or until he or she is removed in the manner elsewhere provided. Notwithstanding the foregoing, any Director shall serve at the pleasure of the Member who appointed such Director and may be removed and replaced by such Member at any time.

Section 5. Vacancies and Removal. Vacancies in the Board of Directors shall be filled by the appointment of another Director by the Member who originally appointed the Director being replaced. Directors shall serve at the pleasure of the Member who appointed such Director and may be removed and replaced by such Member at any time.

#### ARTICLE VII OFFICERS

Section 1. Officers Provided For. The Association shall have 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.

Section 2. Election and Appointment of Officers. 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, for the removal from office of officers, for filling vacancies and for the duties of the officers. The officers may or may not be directors of the Association. 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 to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Name and Office</u>	<u>Address</u>
President—Larry S. Cohen	15591 Apopka Vineland Road Orlando, FL 32821
Vice President—Robert Sutton	6462 Central Avenue St. Petersburg, FL 33707
Secretary/Treasurer—Samuel Sutton	1725 University Drive, Suite 450 Coral Springs, FL 33071

**ARTICLE VIII  
BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed in the manner set forth in the Bylaws.

**ARTICLE IX  
AMENDMENTS AND PRIORITIES**

**Section 1.** Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection (by affirmative vote of eighty percent (80%) of the votes entitled to be cast by all Voting Members), all in the manner provided, and in accordance with the notice provisions of, Section 617.017, Florida Statutes. Anything to the contrary herein notwithstanding, the Declarant shall have the absolute right to amend these Articles of Incorporation as long as the Declarant or its affiliates owns any Lot governed by the Association without the consent of the Members or the Board. Further, notwithstanding anything herein contained to the contrary, the provisions of these Articles affecting the Non-Condominium Lot Owner (as determined in the sole discretion of the Non-Condominium Lot Owner) shall not be amended, modified or, as to any rights granted, impaired and/or diminished, directly or indirectly, without the prior written consent of the Non-Condominium Lot Owner.

**Section 2.** In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

**ARTICLE X  
INCORPORATOR**

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Larry S. Cohen	15591 Apopka Vineland Road, Orlando, Florida 32821

**ARTICLE XI  
INDEMNIFICATION**

Every Director and every officer of the Association (and the Directors and/or officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation, or settlement in which he or they may become involved by reason of his or their being or having been a Director or officer of the Association. The foregoing provisions for indemnification shall apply whether or not he or they is or are a Director or officer at the time such expenses and/or liabilities are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Association. In instances where a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties, the indemnification provisions of these Articles shall not

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apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer may be entitled whether by statute or common law. The indemnification hereby afforded to Directors and officers shall also extend to any entity other than the Association found responsible or liable for the actions of such individuals in their capacity as Directors or officers, including, but not limited to, Developer. Notwithstanding anything contained herein, no amendment to the provisions of this Article 11 shall be applicable as to any party eligible for indemnification hereunder who has not given his or her prior written consent to such amendment.

**ARTICLE XII**  
**REGISTERED AGENT**

Until changed, Larry S. Cohen shall be the registered agent of the Association and the registered office shall be at 15591 Apopka Vineland Road, Orlando, Florida 32821.

IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this 14 day of Dec, 2005.

Incorporator:

By: 

Larry S. Cohen

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Master Articles  
- 6 -

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Dec-15-2005 11:03am From:RUDEN MCCLOSKEY 17 FL ST

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First - That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, in the County of Orange, State of Florida, the Association named in the said articles has named Larry S. Cohen located at 15581 Apopka Vineland Road, Orlando, Florida 32821, as its statutory registered agent.

Having been named the statutory agent of said Association at the place designated in this certificate, I am familiar with the obligations of that position, and hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Registered Agent:

By: [Signature]  
Larry S. Cohen

DATED this 14 day of Dec, 2005.

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