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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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Of Counsel

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

May 19, 2006

VIA REGULAR MAIL

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

Re: Articles of Incorporation of Kissimmee SSA Property Owners' Association, Inc.

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Kissimmee SSA Property Owners' Association, Inc., together with a check for \$78.75 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before May 26, 2006.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd

Enclosures

cc: David R. Lamm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
KISSIMMEE SSA PROPERTY OWNERS' ASSOCIATION, INC.**

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby incorporates a corporation not for profit under Chapter 617, Florida Statutes, 1997, as amended, and do hereby certify:

**ARTICLE 1.
Name and Principal Address**

The name of the Corporation is **KISSIMMEE SSA PROPERTY OWNERS' ASSOCIATION, INC.**, hereinafter called the "*Association*". The principal address of the Association is 968 Lake Baldwin Lane, Orlando, Florida 32814.

**ARTICLE 2.
Registered Agent**

The name of the Registered Agent is William P. Weatherford, Jr. and the Registered Office is 1150 Louisiana Avenue, Suite 4, Winter Park, Florida 32789.

**ARTICLE 3.
Definitions**

All definitions in the Amended and Restated Declaration of Easements, Covenants and Restrictions as recorded in Official Records Book 2990, Page 334, Public Records of Osceola County, Florida.

**ARTICLE 4.
Purpose and Definitions**

Section 4.1 **Purpose.** The primary purpose of this Association is to create an entity to facilitate and assure the maintenance and operation of the property as may be subjected to the terms of the Declaration pursuant to its terms.

Section 4.2 **Nonprofit Character of Association.** The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The Association shall make no distributions of income to its Members, Directors or Officers.

**ARTICLE 5.
Powers**

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association including the following:

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- Section 5.1** To exercise all 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 Public Records of Osceola 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.
- Section 5.2** To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized.
- Section 5.3** To 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.
- Section 5.4** To establish, collect and disburse assessments to be used for the maintenance and upkeep of the Common Areas, any private roadways, the storm water and surface water drainage facilities and other utilities located within Kissimmee SSA Center.
- Section 5.5** To manage, operate, maintain, repair and improve the Common Areas and any storm water or surface water management system and facility areas located with Kissimmee SSA Center or any property owned by another third party for which the Association by rule, regulation, Declaration or contract has a right or duty to provide such services.
- Section 5.6** To enforce covenants, conditions or restrictions affecting the Property to the extent the Association may be authorized to do so under any Declaration or the Bylaws.
- Section 5.7** To operate, maintain and manage the Surface Water or Storm Water Management Systems located in Kissimmee SSA Center in a manner consistent with the requirements of any governing authorities including, without limitation, the South Florida Water Management District and the City of Kissimmee, and to assist in the enforcement of the restrictions and covenants contained therein.
- Section 5.8** To levy and collect adequate assessments against Members of the Association for the cost of maintenance and operation of the Surface Water or Storm Water Management Systems located within Kissimmee SSA Center.
- Section 5.9** To enter into, make, perform or enforce contracts of every kind and description; and do all other acts necessary, appropriate or advisable in carrying out any purpose of

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the Association with or in association with any corporation or other entity or agency, public or private.

**ARTICLE 6.
Membership**

Every Owner of a Parcel as defined in the Declaration shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Parcel. All members agree to be bound by the terms and provisions of these Articles of Incorporation and such Bylaws and operating procedures as may be promulgated by the Association from time to time.

**ARTICLE 7.
Voting Rights**

The voting rights in the Association shall be as follows:

Section 7.1 Membership in Association. Every Owner of a Parcel which is subject to assessment shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Parcel which is subject to assessments.

Section 7.2 Voting Rights in Association. Each Owner shall have one (1) vote for each 5,000 square feet of land area within such Parcel rounded to the nearest whole number of votes.

**ARTICLE 8.
Board of Directors**

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three nor more than nine persons who need not be Members of the Association. The first Board shall consist of three Directors. Thereafter, the numbers of Directors may be increased to a maximum of nine by a majority vote of the Board of Directors.

The first election of Directors shall be held within sixty (60) days after March 1, 2007 at a meeting of the members called for that purpose. Three Directors shall be elected at this first election for a term of one year. At the expiration of any term, any Director may be re-elected. The Directors shall be elected by the vote of a majority of the Members entitled to vote thereon at a meeting at which a majority of the Members entitled to vote are present.

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The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in the number occurring before the first election shall be filled by the remaining Directors. The names and addresses of the members of the First Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
David R. Lamm	968 Lake Baldwin Lane Orlando, Florida 32814
Bernard L. Bryant	1811 Tower Drive, Suite B Monroe, Louisiana 71201
Ian Donkin	105 East Robinson Street Orlando, Florida 32801

At any time a Parcel in the Property is owned by Declarant (or its specific assigns of the right granted herein) the Declarant shall be entitled to appoint one (1) member of the Board of Directors, the balance of the Board of Directors to be elected as noted above.

**ARTICLE 9.
Assessments**

The Directors are required to establish a proposed annual assessment to be levied against each Parcel sufficient to maintain, extend or improve, and for the express purpose of maintaining, extending or improving the Common Areas, any other areas which are maintained or partially maintained by the Association, or any Surface Water or Storm Water Management Systems located within the Property. Notice of the proposed annual assessment for the next ensuing year shall be provided by the Association to all Members not less than fourteen (14) days nor more than sixty (60) days prior to an annual meeting of the members, which notice shall include the time and place for the proposed annual meeting (which shall be in Osceola County, Florida). At the annual meeting of the membership or a special meeting called for such purpose a proposed annual assessment (or any revised annual assessment provided that its total amount is not greater than the original proposed annual assessment included in the notice to the members) may be adopted by the affirmative vote of a majority of the Members then entitled to vote. The assessment so established may be levied and collected annually, quarterly or monthly, at the sole discretion of the Directors. If, after the first annual assessment is adopted, a revised annual budget is not adopted at the annual meeting of the Members at which a proposed annual assessment is considered, the annual assessment for the following year shall be the prior year's annual assessment.

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The Directors may, in their complete and sole discretion, propose a special assessment against the Parcels for one time and/or extraordinary expenses associated with the maintenance, extension or improvement of the Common Areas of the Property. The Directors shall give each member notification of the proposed Special Assessment, and the time and located for the meeting of the Directors and members for consideration of the Special Assessment (which shall be in Osceola County, Florida) not less than fourteen (14) or greater than sixty (60) days prior to the scheduled Special meeting of the Members. At the special meeting the Special Assessment (or any revised special assessment provided that the total amount is not greater than the proposed special assessment sent with the notice of the meeting) may be adopted by an affirmative vote of the Owners of at least two-thirds of the Members voting in accordance with these Articles of Incorporation.

The Directors shall establish a separate interest bearing account for the deposit of all funds collected pursuant to this Articles and shall not place any other funds, regardless of source, in said account. All funds so deposited shall be disbursed only for improvements to and extensions or maintenance of, the Common Areas, roadways and drainage retention areas within Kissimmee SSA Center. The Directors shall keep separate records of all assessments made and collected pursuant to this Article, and all the monies deposited into, and disbursed from the account referred to above, and shall make said records available, at reasonable hours and in a reasonable manner, to any Member of the Association requiring access to same.

The assessments collected by the Association in accordance with the provision of this Article shall also be used, to the extent required, for the maintenance and repair of the Surface Water or Storm Water Management Systems, including but not limited to work within retention areas, drainage structures and drainage easements.

**ARTICLE 10.
Dissolution**

In the event of the dissolution of the Association, 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. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be used for such similar purposes.

Notwithstanding any other provisions contained within this Article, the Association may be dissolved only as provided in the Declaration, the Bylaws of the Association and the laws of the State of Florida. In the event of the termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Storm Water Management Systems located with Kissimmee SSA Center must be transferred to and accepted by

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the Southwest florida Water Management district prior ro such termination, dissolution or liquidation.

**ARTICLE 11.
Duration**

The corporation shall exist perpetually.

**ARTICLE 12.
Amendments**

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Section 12.1 Notice of Amendment. Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting at which a proposed amendment is considered.

Section 12.2 Adoption of Resolution. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by twenty-five percent (25%) of the Members of the Association entitled to vote thereon.

Section 12.3 Adoption of Amendment. Adoption of the amendment will require the affirmative vote of three-fourths of the Members entitled to vote thereon.

Section 12.4 Restrictions on Amendment. No amendment to these Articles of Incorporation affecting in any way the ownership, maintenance or operation of any Surface Water or Storm Water Management System in Kissimmee SSA Center shall be effective without the written consent of the Southwest Florida Water Management System.

**ARTICLE 13.
Incorporator**

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

Name

Address

William P. Weatherford, Jr.

1150 Louisiana Avenue, Suite 4
Winter Park, Florida 32789

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**ARTICLE 14.
Officers**

The Board of Directors shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers 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 designed by the Board of Directors as follows:

President	David R. Lamm 968 Lake Baldwin Lane Orlando, Florida 32814
Secretary	Bernard L. Bryant 1811 Tower Drive, Suite B Monroe, Louisiana 71201
Treasurer	David R. Lamm 968 Lake Baldwin Lane Orlando, Florida 32814

**ARTICLE 15.
Bylaws**

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be amended, altered or rescinded at a regular or special meeting of the Members by the majority vote of the Members otherwise entitled to vote thereon at a meeting at which a majority of the Members entitled to vote are present. Any amendments to Bylaws shall be binding on all members of the Association.

**ARTICLE 16.
Indemnification of Officers and Directors**

The Association shall and does hereby indemnify and hold harmless Developer and every Director and every officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a part by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit

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or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE 17.
Transaction in Which Directors or Officers are Interested

No contract or transaction between the Association and one or more of the Directors or Officers, or between the Association and any other corporation, partnership, association or other organization including without limitation, the Developer or an affiliate of the Developer, or a corporation in which one or more of its Officers or Directors 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 of committee thereof which authorized the contract or transaction or solely because said Officers' or Directors' votes are counted for such purposes. No Director or Officer of the Association shall incur liability by reason of the fact 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.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, the incorporator of this Association, has executed these Articles of Incorporation this 19 day of ~~April~~ ^{May}, 2006.



William P. Weatherford, Jr.

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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

William P. Weatherford, Jr., whose address is 1150 Louisiana Avenue, Suite 4, Winter Park, Florida 32789, is the initial registered agent named in the Articles of Incorporation to accept service of process for Kissimmee SSA Property Owners' Association, Inc., a corporation organized under the laws of the State of Florida and he hereby accepts such appointment as registered agent at the place designed in this certificate.

DATED this 19 day of May, 2006.



William P. Weatherford, Jr.

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