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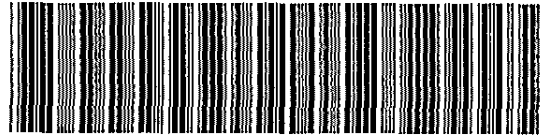
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May 15, 2006

Department of State
Division of Corporations
Initial Filing - Not For Profit
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Gentlemen:

I am enclosing proposed Articles of Incorporation for filing. Please find our check in the amount of \$70.00 to cover the following items:

Filing Fee	\$35.00
Registered Agent Filing Fee	<u>\$35.00</u>
Total	\$70.00

Please contact me if anything further is required to complete this filing. Also, please send all correspondence to my attention at the above address.

Sincerely,

Stephen L. Skipper, Esq.

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FAIRGROUND ESTATES CONDOMINIUM ASSOCIATION, INC.

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a NOT FOR PROFIT CORPORATION under the laws of the state of Florida.

ARTICLE 1
NAME OF CORPORATION

The name of the corporation is **FAIRGROUND ESTATES CONDOMINIUM ASSOCIATION, INC.**, hereinafter referred to as the "Association".

ARTICLE 2
PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 1130 East Plant Street, Suite H, Winter Garden, FL 34787.

ARTICLE 3
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 1130 East Plant Street, Suite H, Winter Garden, FL 34787, and the name of the initial registered agent at that address is *G. Douglas Laman*.

ARTICLE 4
PURPOSE OF THE ASSOCIATION

4.1 This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes of providing an entity pursuant to Chapter 718, Florida Statutes, for the operation of "Fairground Estates Condominium" (hereinafter referred to as the "Property"), and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association.

ARTICLE 5
DEFINITIONS

5.1. The following words when used in these bylaws shall have the following meanings, unless the context shall prohibit:

(a) "Assessment" means a share of the funds which are required for the payment of common expenses, which from time to time is assessed against the unit owner.

(b) "Association" means, in addition to any entity responsible for the operation of common elements owned in undivided shares by unit owners, any entity which operates or maintains other real property in which unit owners have use rights, where membership in the entity is composed exclusively of unit owners or their elected or appointed representatives and is a required condition of unit ownership.

(c) "Bylaws" means the bylaws of the association as they are amended from time to time.

(d) "Common elements" means the portions of the condominium property not included in the units.

(e) "Common expenses" means all expenses properly incurred by the association in the performance of its duties, including expenses specified in section 718.115.

(f) "Common surplus" means the amount of all receipts or revenues, including assessments, rents, or profits, collected by a condominium association which exceeds common expenses.

(g) "Condominium" means that form of ownership of real property created pursuant to this chapter, which is comprised entirely of units that may be owned by one or more persons, and in which there is, appurtenant to each unit, an undivided share in common elements.

(h) "Condominium property" means the lands, leaseholds, and personal property that are subjected to condominium ownership, whether or not contiguous, and all improvements thereon and all easements and rights appurtenant thereto intended for use in connection with the condominium.

(i) "Declaration" or "declaration of condominium" means the instrument or instruments by which a condominium is created, as they are from time to time amended.

(j) "Developer" shall mean GIL, Inc., a Florida corporation, and its successors and assigns.

(k) "Division" means the Division of Florida Land Sales, Condominiums, and Mobile Homes of the Department of Business and Professional Regulation.

(l) "Operation" or "operation of the condominium" includes the administration and management of the condominium property.

(m) "Special assessment" means any assessment levied against a unit owner other than the assessment required by a budget adopted annually.

(n) "Unit" means a part of the condominium property which is subject to exclusive ownership. A unit may be in improvements, land, or land and improvements together, as specified in the declaration.

(o) "Unit owner" or "owner of a unit" means a record owner of legal title to a condominium parcel.

ARTICLE 6

POWERS OF THE ASSOCIATION

6.1 The Association shall have all the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, as it may be amended from time to time, including but not limited to the following:

(a) Corporate Rights. Except as expressly limited or restricted in Chapter 718, Florida Statutes, the Association may exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise; and

(b) Rights under Declarations. The Association may exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in this Declaration;

(c) Rights under Condominium Act. The Association may exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in Chapter 718, Florida Statutes, specifically including Section 718.111, Florida Statutes.

(d) Ownership and Management of Association Property. To own, hold, control, administer, manage, operate, regulate, care for, maintain, repair, replace, restore, preserve and protect all Association Property, whether real, personal or mixed, including, without limitation, all Common Streets, Retention Areas and all sidewalks, signs, landscaping, landscape irrigation systems, street lighting systems, central privacy systems (including gates) walls, central cable television systems and all other common improvements, facilities and appurtenances; subject, at all times, however, to the terms and provisions of any document or instrument pursuant to which the Association shall initially acquire title to any Association Property from Developer.

(e) Conveyance of Association Property: limited power to convey. The Association shall have the limited power to convey a portion of the Common Elements and/or Association Property to a condemning authority for the purpose of providing utility easements, right-of-way expansion, or other public purposes, whether negotiated or as a result of eminent domain proceedings.

(f) Payment of Common Expenses. To pay all Common Expenses associated with the ownership, administration, management, operation, regulation, care, maintenance, repair, replacement, restoration, preservation and protection of the Common Property, including,

without limitation, the Common Streets and the Retention Areas, the management and administration of the business and affairs of the Association and all other Common Expenses for which provision is made in this Declaration.

(g) Levy and Collection of Assessments. To establish, make, levy, impose, enforce and collect all Assessments for which provision is made in this Declaration or which shall otherwise be necessary to provide and assure the availability of such funds as may be reasonably necessary to pay all Common Expenses or otherwise conduct the business and affairs of the Association, including, without limitation, such funds as may be necessary to own, manage, administer, operate, care for, maintain, improve, repair, replace, restore, preserve and protect the Common Streets and Retention Areas and all other Common Property.

(h) Insurance. To obtain adequate insurance protection on and for the Common Property and, consistent with their respective duties, responsibilities and liabilities, provide adequate insurance protection on and for the Association itself, and on and for its members, officers and directors, as well as for the members of the any ARB established pursuant to this Declaration.

(i) Promotion of Health, Safety and Welfare. To advance, promote, enhance and protect the health, safety and general welfare of the members of the Association, and the residents of the Subject Property; provided, however, that the Association shall be and hereby is specifically prohibited from engaging in any political activity or any other activity whereby its status as a corporation not-for-profit or its exemption from Federal or state income taxation, if any, shall be forfeited or jeopardized.

(j) Enforcement of Declaration. To assure compliance with and adherence to and otherwise to enforce the provisions of this Declaration.

(k) Establish and Enforce Rules and Regulations. To make, establish, promulgate and publish, and to enforce such Rules and Regulations for the protection and governing the use of the Common Property as the Board of Directors of the Association deems to be in the best interest of the Association and its members.

(l) Other Activities. To engage in any and all other activities permitted to be engaged in by a corporation not-for-profit under the laws of the State of Florida as may be necessary or appropriate for the achievement of the objects and purposes for which the Association has been created, formed and established.

ARTICLE 7

MEMBERSHIP AND VOTING

7.1 Membership. The members of the Association shall consist of all of the record owners of the condominium units in Fairground Estates. The Bylaws shall establish a method of

verifying the names and addresses of the Members, and a Roster of Members shall be maintained by the Association.

7.2 Pledge or Assignment of Rights. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the unit for which the share is held.

7.3 Voting. The owner or owners of each Unit shall be entitled to cast one vote. The method of determining who will be allowed to cast votes as members and the manner of exercising voting rights shall be determined by the Bylaws.

ARTICLE 8

Board of Directors

8.1 Number and Qualification. The affairs of the Association shall initially have three (3) directors.

8.2 Duties and Powers. All of the duties and powers of the Association shall be exercised by the Board of Directors, its agents, contractors or employees, subject to approval of the Unit Owners only when specifically required by these Articles, the Declaration, or the Bylaws.

8.3 Election and Removal. The method of electing, removing and replacing directors shall be prescribed by the Bylaws.

8.4 Transition of Control

(a) When Unit Owners other than the Developer own 15 percent or more of the units in a condominium that will be operated ultimately by an Association, the Unit Owners other than the developer shall be entitled to elect no less than one-third of the members of the Board of Directors of the association at the next annual meeting.

(b) Unit owners other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors of an association upon the first of the following to occur:

(i) Three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers; or

(ii) Three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers; or

(iii) When all the units that will be operated ultimately by the association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business; or

(iv) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business; or

(v) Seven years after recordation of the declaration of condominium; or, in the case of an association which may ultimately operate more than one condominium, 7 years after recordation of the declaration for the first condominium it operates; or, in the case of an association operating a phase condominium created pursuant to section 718.403, 7 years after recordation of the declaration creating the initial phase, whichever occurs first.

(c) The Developer is entitled to elect at least one member of the Board of Directors of an association as long as the developer holds for sale in the ordinary course of business at least 5 percent, in condominiums with fewer than 500 units, and 2 percent, in condominiums with more than 500 units, of the units in a condominium operated by the association.

(d) Following the time the Developer relinquishes control of the association, the developer may exercise the right to vote any developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the association or selecting the majority members of the Board of Directors.

8.5 Initial Directors. The names and street addresses of the initial directors who shall hold office until their successors are elected or appointed and qualified are:

<u>Name</u>	<u>Address</u>
G. Douglas Laman	1130 East Plant Street, Suite H Winter Garden, FL 34787
Joanne Laman	1130 East Plant Street, Suite H Winter Garden, FL 34787
John Dunfee	1130 East Plant Street, Suite H Winter Garden, FL 34787

8.6 Initial Officers. The names and street addresses of the initial officers who shall hold office until their successors are elected or appointed and qualified are:

<u>Title(s)</u>	<u>Name</u>	<u>Address</u>
President	G. Douglas Laman	1130 East Plant Street, Suite H Winter Garden, FL 34787
Vice President	John Dunfee	1130 East Plant Street, Suite H Winter Garden, FL 34787
Secretary and Treasurer	Joanne Laman	1130 East Plant Street, Suite H Winter Garden, FL 34787

ARTICLE 9 INDEMNIFICATION

Every director and officer of the Association, and every member of the Association servicing the Association shall be indemnified by the Association against all expenses and liability, including attorney fees, reasonably incurred or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which such person may be a party or in which such person may become involved by reason of that person being or having been a director or having served the Association at its request, whether or not that person is a director or officer or is serving at the time the expense or liabilities are incurred, *except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties.* The foregoing right of indemnification shall be in addition to any not exclusive of all other rights to which that person may be entitled.

ARTICLE 10 INCORPORATOR

The name and street address of the Incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
G. Douglas Laman	1130 East Plant Street, Suite H Winter Garden, FL 34787

ARTICLE 11 DURATION

11.1 The corporation shall commence its corporate existence on the date these Articles of Incorporation are filed with the Department of State, and shall have perpetual existence thereafter unless dissolved according to law.

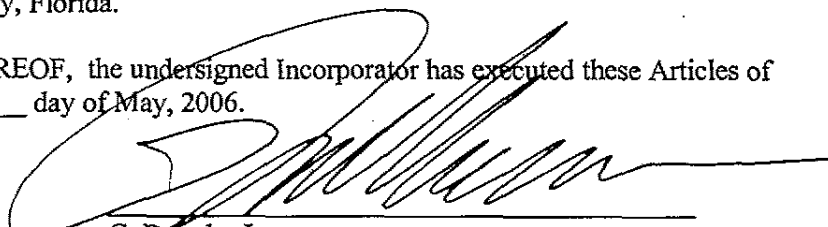
11.2 In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027 F.A.C., and be approved by the St. Johns River Management District prior to such termination, dissolution or liquidation.

ARTICLE 12
AMENDMENTS

12.1 Amendment of these Articles shall require the affirmative vote of at least seventy-five percent of the Members, in the manner prescribed in the Bylaws, provided, no amendment shall make any changes in the qualification for membership nor in the voting rights or property rights of Members.

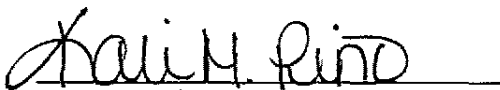
12.2 No amendment shall be effective until a copy of such amendment has been be filed with, accepted and certified by the Secretary of State of Florida, and recorded in the public records of Orange County, Florida.

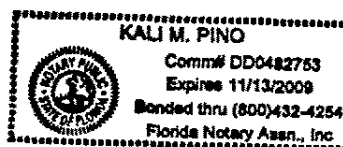
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15 day of May, 2006.


G. Douglas Laman

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared G. Douglas Laman, as Incorporator for FAIRGROUND ESTATES CONDOMINIUM ASSOCIATION, INC., who executed the foregoing Articles of Incorporation before me, who acknowledged before me that (s)he executed the same freely and voluntarily for the purposes therein stated, this the 15 day of may, 2006, [☒] who is personally known to me, or [☐] who produced a _____ as identification.


Notary Public
My Commission Expires:



*ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT*

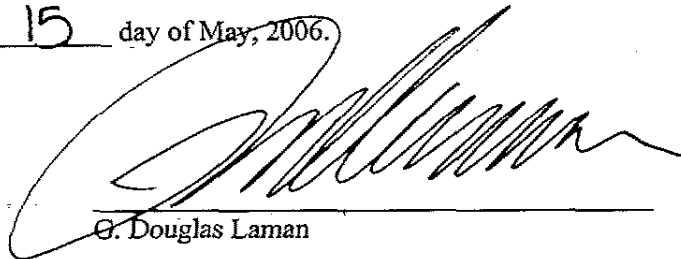
I, G. Douglas Laman, hereby certify that I am an individual resident in this state and that my business office is identical with the registered office of the corporation which is 1130 East Plant Street, Suite H, Winter Garden, FL 34787.

This statement is filed pursuant to section 607.0501(3), Florida Statutes.

I hereby accept the appointment to serve as the initial registered agent of FAIRGROUND ESTATES CONDOMINIUM ASSOCIATION, INC., as registered agent, I agree to accept service of process on behalf of the corporation, to keep the registered office open during the prescribed hours, and to post my name in some conspicuous place in the Registered Office as required by law.

I also accept the obligations provided for in Section 607.0505, Florida Statutes (concerning the production of corporate documents pursuant to subpoena).

Dated this the 15 day of May, 2006.



G. Douglas Laman

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