

Division of Corporations

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Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
CHAMPIONSGATE CONDOMINIUM PROERTY OWNERS' ASSOCIATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION
OF****CHAMPIONSGATE CONDOMINIUM PROPERTY OWNERS' ASSOCIATION, INC.
A NON-PROFIT CORPORATION**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a Florida corporation not for profit, and do hereby certify:

**ARTICLE I.
NAME OF CORPORATION**

The name of the Corporation is CHAMPIONSGATE CONDOMINIUM PROPERTY OWNERS' ASSOCIATION, INC., a Florida corporation not-for-profit (hereafter called the "Association").

**ARTICLE II.
PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal office of the Association is located at 4669 Southwest Freeway, Suite 700, Houston, Texas 77027.

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

The street address of the initial registered office of the Association is 215 N. Eola Drive, Orlando, Florida 32801 and Nicholas A. Pope 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.
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, preservation, and architectural control of the Common Areas, Open Areas, Special Common Areas, Sites, and other areas within that certain tract of property described in that certain Declaration of Conditions, Covenants, Easements and Restrictions for ChampionsGate Condominium, hereinafter called the "Declaration" (for purposes hereof all capitalized terms, unless provided otherwise herein, shall have the same meaning as in the Declaration), as well as any additions thereto as may hereafter be brought within the jurisdiction of the Association from time to time, as provided in the Declaration, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereto be brought

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within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all 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 the Clerk of the Circuit Court, Osceola County, Florida, as the same may be amended from time to time as herein provided, said Declaration being incorporated herein as if set forth at length;

(b) Have and to 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.

(c) 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;

(d) 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 in connection with the affairs of the Association consistent with the terms of the Declaration.

(e) File suits and/or pursue such legal rights and remedies as are available to the Association.

(f) Borrow money, and with the assent of CHAMPIONSGATE CONDOMINIUM I, LP, a Florida limited partnership (hereinafter referred to as "Declarant"), if Declarant owns any part of the Property subject to the Declaration, and a majority of the total cumulative votes cast by Class A and Class B Members at a meeting thereof, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(g) Dedicate, sell or transfer all or any part of the Common Areas or Special Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by the Declarant, if Declarant owns any part of the Property subject to the Declaration, and by members holding a majority of the total cumulative votes of each class of members, agreeing to such dedication, sale or transfer;

(h) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property, provided that any such merger, consolidation or annexation shall have the assent of Declarant, if Declarant owns any part of the Property subject to the terms of the Declaration, and a majority of the total cumulative votes cast by Class A and Class B members at a meeting thereof, unless provided otherwise in the Declaration.

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ARTICLE V.
MEMBERSHIP, VOTING RIGHTS AND CONTROL OF THE ASSOCIATION

Section 1. Membership. Each and every person, persons or legal entity who is the Owner of any Site, including condominium units, in the Property shall automatically be a Member of the Association, PROVIDED that any person or entity who holds such an interest merely as security for the performance of any obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any Site which is subject to assessment. Acreage included within the Common Areas and Special Common Areas shall not be included for purposes of this Article. If the ownership of a Site is vested in other than a single person, then the Owner shall designate a Voting Member to act on its behalf in connection with all Association balloting and other similar activities. The Voting Member shall be designated in writing by the persons or entity owning the applicable Site. The designation shall be witnessed and acknowledged before a notary public and delivered to the Association. Prior to the receipt of the written designation of the Voting Member, the Association shall have no obligation to recognize the right of any person to act on behalf of such Owner. The designation of a Voting Member shall be executed in accordance with the terms hereof. The Voting Member may be changed, from time to time, by the Owner's re-execution and delivery of an additional Voting Member designation executed in accordance with the provisions hereof. There shall be no more than one Voting Member at a time for any Site.

Section 2. Classes of Voting Members. The Association shall have two classes of voting Memberships:

Class A. Class A Members shall be all those Members described in Section 1 of this Article V with the exception of the Declarant. Class A Members shall be entitled to one vote for each Site owned or leased by each Member. When two or more persons or entities hold undivided interests in any part of the Property, all such persons or entities shall be Class A Members, and the vote for such part of the Property shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to each Site in which such Members own undivided interests, and there shall be no more than one Voting Member per Site.

Class B. The Class B Member shall be the Declarant or any specifically designated successors or assigns. The Class B Member shall be entitled to nine (9) votes for each approved Site within the Property owned or leased by Declarant. Approved Sites within the Property for purposes of Class B votes as set forth herein shall include not only Sites including condominium units included within Condominium Declarations approved and recorded in the applicable public records; but shall also include all condominium units approved by the Declarant, RIDA Associates Limited Partnership ("Master Declarant") under the terms of the Master Declaration (as that term is defined in the Declaration) according to said Master Declarant's master plan for ChampionsGate (as that term is defined in the Declaration). Such calculation of approved Class B Sites, so long as consistent with the Master Declarant's master plan for the Property may include unrecorded Sites, including condominium units from time to time. Class B Membership of the Association shall cease to exist at such time as the number of votes held by members other than Declarant in Class A is equal to the number of votes of the Class B

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Membership. At such time, Declarant shall become a Class A Member of the Association for all purposes thereof, except where otherwise provided in this Declaration and shall be entitled to one vote for each Site owned, leased or controlled by Declarant. Declarant shall also have the right at any time and in its sole discretion to elect to terminate Class B Membership and convert it to Class A Membership. Until such time as termination of the Class B Membership, Declarant shall have the right at any time and in its sole discretion to elect to assign its Declarant status to a specifically designated successor or assign.

Declarant's Veto Power. Whether or not the Class B Membership exists, as long as the Declarant owns or leases any of the Property subject to this Declaration up to a maximum period of fifteen (15) years from the date hereof, it shall separately have the right to veto any proposal set to a vote before the Association (Declarant's "Veto Power"). Declarant's Veto Power shall be separate and distinct from its right to vote as provided hereunder.

Section 3. Assignment of Voting Rights. Voting rights may not be assigned, in whole or in part, as such rights relate to a particular parcel of the Property, except that voting rights may be assigned to a mortgagee of a Site, provided that such assignment shall not become effective until an officer or other authorized representative of such mortgagee shall notify the Association, by written affidavit, that a default has been committed by the mortgagor of the applicable Site. The Association shall be conclusively authorized to rely upon any such affidavit received by it from a mortgagee.

Section 4. Control of the Association; Calculation of Approved Sites and Voting Rights. Except as hereinafter specified, control of the Association and all of its rights, powers and duties set forth herein and in the By-Laws of the Association shall be vested in the Board of Directors of the Association, which shall act in accordance with the votes of a majority of the members of the Board; subject, however, to the veto power of the Declarant provided in Section 2 of this Article. The members of the Board shall be elected by the vote of a majority of the Members (Classes A and B combined) of the Association, from time to time, in accordance with the procedures and for the terms established herein and in the By-Laws of the Association. Notwithstanding anything to the contrary contained herein, all calculations of Approved Sites for purposes of voting rights shall include not only Sites approved and recorded in the applicable public records, but also any condominium units approved by Master Declarant as set forth under Section 2 of this Article II.

ARTICLE VI.

MEETINGS OF MEMBERS; QUORUM REQUIREMENTS

The presence at any meeting of members entitled to cast, or of proxies entitled to cast, a majority of the total cumulative votes of all classes of membership combined, together with the Declarant's vote if Declarant owns any part of the Property subject to the Declaration, shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, the Declaration, or the Bylaws. A majority of each class shall not be required, so long as a majority of the cumulative total of votes of all classes combined is satisfied.

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ARTICLE VII.
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) nor more than nine (9) Directors, who need not be members of the Association; provided, however, the Board shall consist of an odd number of Directors. The number of Directors may be changed by amendment of the Bylaws of the Association. The initial Board of Directors shall consist of five (5) Directors, who shall serve until the appointment of their successors as provided in the Declaration or the election of their successors as provided in the Bylaws, as the case may be.

The names and addresses of the initial Board of Directors are as follows:

Ira Mitzner	4669 Southwest Freeway, Ste. 400 Houston, Texas 77027
Jacob Mitzer	4 Banchory Court Palm Beach Gardens, FL 33418
Yvonne Shouey	8390 ChampionsGate Boulevard, Ste. 100 ChampionsGate, FL 33896
Marc Reicher	8390 ChampionsGate Boulevard, Ste. 100 ChampionsGate, FL 33896
William A. Beckett	215 N. Eola Drive Orlando, FL 32801

The manner of election of Directors and procedures for filling any vacancies that may occur on the Board of Directors shall be prescribed in the Bylaws.

ARTICLE VIII.
OFFICERS

The affairs of the Association shall be administered by the Officers as designated in the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers, who shall serve until their successors are elected by the Board of Directors, are as follows:

PRESIDENT	Ira Mitzner
VICE-PRESIDENT	Jacob Mitzner
SECRETARY	Yvonne Shouey

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TREASURER

Marc Reicher

ARTICLE IX.
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Declarant, if Declarant owns any part of the Property subject to the terms of the Declaration, and by members holding a majority of the total cumulative votes of all classes of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to Court approval on dissolution pursuant to the provisions of Florida Statutes, Section 617.

ARTICLE X.
DURATION

The Association shall exist perpetually.

ARTICLE XI.
AMENDMENTS

Amendment of these Articles shall require the assent of Declarant, if Declarant owns any part of the Property subject to the Declaration, and a majority of the total cumulative votes of all classes of members entitled to vote thereon, in the manner set forth under Chapter 617, Florida Statutes. A majority of each class shall not be required, so long as a majority of the cumulative total of votes of the two classes combined is satisfied. Amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a Special Meeting of the Membership duly called for that purpose, or at an annual meeting of the Membership.

ARTICLE XII.
BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors at the first meeting of Directors, and may be altered, amended or rescinded by a vote of the Declarant, if the Declarant owns any part of the Property subject to the Declaration, and a majority of the total cumulative votes of each class of members voting in person or by proxy. A majority of each class shall not be required, so long as a majority of the cumulative total of votes of the three classes combined is satisfied.

ARTICLE XIII.
DECLARATION AND BYLAWS

In the event of any conflict between the terms and provisions of the Declaration and the terms and provisions of these Articles, the terms and provisions of the Declaration shall control. In the event of any conflict between the terms and provisions of these Articles and the terms and provisions of the Bylaws, the terms and provisions of these Articles shall control.

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ARTICLE XIV.
INDEMNIFICATION

The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

ARTICLE XV.
INCORPORATOR

The name and address of the Incorporator is as follows:

Ira Mitzner

4669 Southwest Freeway
Ste 400
Houston, Texas 77027

(SIGNATURES APPEAR ON NEXT PAGE)