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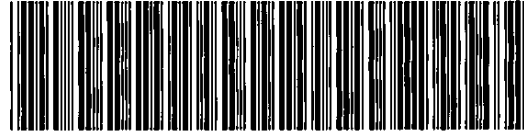
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Villas at Regal Palms Association
(Corporation Name) (Document #)

2. Inc
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

☐ Profit
☒ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

AMENDMENTS

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

OF

VILLAS AT REGAL PALMS ASSOCIATION, INC. (A Corporation Not For Profit)

We the undersigned, being natural persons competent to contract, for the purpose of forming a corporation not for profit under the laws of the State of Florida, do hereby adopt, subscribe and acknowledge the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be Villas at Regal Palms Association, Inc. [hereinafter referred to as "Association"]. The street and mailing address of the initial office is 801 South Rampart Boulevard, Suite 200, Las Vegas, Nevada 89145.

ARTICLE II. DEFINITIONS

All terms used in these Articles of Incorporation have the same meaning as defined in the Declaration of Condominium for Villas at Regal Palms, a Condominium [hereinafter referred to as "Declaration of Condominium"], unless these Articles of Incorporation specifically provide otherwise, or unless the context dictates a contrary meaning.

ARTICLE III. TERM OF EXISTENCE

The Association shall exist for the life of the Villas at Regal Palms, a Condominium [hereinafter referred to as the "Condominium"] located in Polk County, Florida. The Association shall be terminated by the termination of the Condominium in accordance with the Declaration of Condominium. Corporate existence shall commence with the latter of the following to occur, as permitted by law: 1) filing with the Secretary of State, or 2) filing of record in the Public Records of Polk County, Florida, the Declaration of Condominium.

ARTICLE IV. PURPOSE

The purpose for which the Association is organized is to act as the governing association of the Condominium, and for any other lawful purposes.

ARTICLE V. POWERS

The Association shall have all common law and statutory powers permitted a corporation not for profit under Florida law which are not in conflict with these Articles of Incorporation, together with such additional specific powers as are contained in the Declaration of Condominium and By-Laws.

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**ARTICLE VI. QUALIFICATION OF MEMBERS THE MANNER OF THEIR
ADMISSION, AND VOTING**

Section 1. The Incorporator constitutes the sole member of the Association until the recording of the Declaration of Condominium naming the Association as the condominium association thereunder. Upon the recording of the Declaration of Condominium, Consolidated Orlando, Inc. a Nevada corporation, its successors and/or assigns (hereinafter referred to as "Developer") shall hold all memberships in the Association. At the time of closing of the transaction for the purchase of a Unit or a Unit Week, the Owner thereof shall become a member of the Association as provided in the Declaration of Condominium and By-Laws. As and if additional phases are added to the Condominium, Developer shall initially hold all new memberships created thereby until transfer to a third party as provided hereinabove.

Section 2. Ownership of a Unit or Unit Week shall be a prerequisite to exercising any rights as a member of the Association. Ownership may be held by one or more individuals or by a corporation, partnership, trust or any other appropriate legal entity with the power to hold title.

Section 3. Membership shall terminate upon the termination of the Condominium or upon transfer of ownership, provided the transfer is accomplished in accordance with all of the provisions of the Declaration of Condominium. The transferor's membership shall automatically transfer and be vested in the new Owner succeeding to the ownership interest in the Unit or Unit Week, subject to a lien thereon for all unpaid assessments, charges and expenses. The Association may rely upon evidence of a recorded deed as evidence of the transfer of ownership and thereupon terminate the transferor's membership and recognize the membership of the transferee.

Section 4. An Owner shall be entitled to one (1) vote for each Unit Week (other than Biennial and/or Triennial Unit Weeks) which the Owner may own. An Owner of a Biennial Unit Week shall be entitled to one-half (1/2) of one (1) vote for each Biennial Unit Week which the Owner may own. An Owner of a Triennial Unit Week shall be entitled to one-third (1/3) of one (1) vote for each Triennial Unit Week which the Owner may own. The Owner of a Unit not committed to the Timeshare Plan shall be entitled to fifty-two (52) votes.

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator of the Association is as follows:

Name

Address

Glenn Stockton

801 South Rampart Blvd., Suite 200
Las Vegas, Nevada 89145

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed and conducted by a Board of Directors. The number, terms of office and provisions regarding election, removal and filling of vacancies on the Board of Directors shall be as set forth in the By-Laws of the Association.

Section 2. The initial Board of Directors shall consist of three (3) persons. The names and residence addresses of the initial Board of Directors who shall hold office until their successors have been duly elected and qualified as provided in the By-Laws are as follows:

<u>Name</u>	<u>Address</u>
Michael Kaplan	801 South Rampart Blvd., Suite 200 Las Vegas, Nevada 89145
Carl Hardin	801 South Rampart Blvd., Suite 200 Las Vegas, Nevada 89145
Glenn Stockton	801 South Rampart Blvd., Suite 200 Las Vegas, Nevada 89145

ARTICLE IX. OFFICERS

The officers of the Association shall consist of a president, a vice president, and a secretary/treasurer and such other officers as the Board of Directors may from time to time deem appropriate. The officers of the Association shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of a majority of the members of the Board either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

The names of the officers who shall serve until the first election are:

<u>Name</u>	<u>Office</u>
Michael Kaplan	President
Carl Hardin	Vice President
Glenn Stockton	Secretary/Treasurer

ARTICLE X. BY-LAWS

The By-Laws of the Association are to be made or approved by the initial Board of Directors and thereafter may be amended, altered, modified or rescinded as set forth in the By-Laws and as permitted by law.

ARTICLE XI. AMENDMENTS TO THE ARTICLES OF INCORPORATION

Section 1. Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, directing that it be submitted to a vote at a meeting of the members, which may

be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of a majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided in the By-Laws for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members of the Association entitled to vote thereon.

Section 2. Any number of amendments may be submitted to the members and voted upon by them at one meeting.

Section 3. Notwithstanding anything herein to the contrary, no amendment shall make any change in the qualifications for membership without approval in writing of all of the members and the consent of all record holders of mortgages upon any Condominium Property or upon property held by the Association. No amendment shall be made that is in conflict with Chapter 718, Florida Statutes, or Chapter 721, Florida Statutes, or the Declaration of Condominium. No amendment which affects the rights and privileges provided to the Developer in Chapter 718, Chapter 721 or the Declaration of Condominium shall be effective without the written consent of the Developer.

ARTICLE XII. ADDITIONAL PROVISIONS

Section 1. No officer, director or member shall be personally liable for any debt or other obligation of the Association, except as provided in the Declaration of Condominium.

Section 2. The Association shall not be operated for profit. This corporation is organized under a non-stock basis, no dividend shall be paid, and no part of the income of the Association shall be distributed to its members, directors or officers. The Association may pay compensation in a reasonable amount to its members, directors or officers for services rendered, and may confer benefits upon its members as permitted by law. No such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

Section 3. Any assessments or fees collected by the Association, or by any managing entity acting on behalf of the Association, are held for the benefit of members of the Association and shall not be considered income of the Association.

Section 4. Where the context of these Articles of Incorporation permits, the use of plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Section 5. Should any paragraph, sentence, phrase or portion thereof, of any provision of these Articles of Incorporation or of the By-Laws or rules and regulations promulgated thereunder be held invalid or held inapplicable to certain circumstances, it shall not affect the validity of the remaining parts thereof or of the remaining instruments or the application of such provisions to different circumstances.

Section 6. Every director and every officer of the Association shall be indemnified by the Association for all expenses and liabilities, including attorneys' fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XIII. REGISTERED AGENT

The name and address of the initial registered agent for the service of process upon the Association is:

NRAI Services, Inc.
2731 Executive Park Dr., Ste. 4
Westin, Florida 33331

The above address is also the address of the registered office of the Association.

IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and caused these Articles of Incorporation to be executed this 25th day of October, 2006.



Glenn Stockton, Incorporator

ACCEPTANCE BY AGENT

The undersigned, having been designated as agent for service of process upon Villas at Regal Palms Association, Inc., a condominium association and not for profit corporation, within the State of Florida, at the place designated in Article XIII of the foregoing Articles of Incorporation, does hereby accept the appointment as such agent for Villas at Regal Palms Association, Inc.

NRA SERVICES, INC.

By:

Print Name:

Title: Authorized Representative

Christy McCunough
Christy McCunough
Assistant Secretary

STATE OF NEVADA)

COUNTY OF CLARK)

The foregoing instrument was acknowledged before me this 25TH day of October, 2006, by Glenn Stockton, as Incorporator of Villas at Regal Palms Association, Inc. He is personally known to me.

NOTARY SEAL:



Melissa H. Gibbs
Signature of Notary Public, State of NV

Glenn Stockton

(Print name of officer taking acknowledgment
typed, printed or stamped)

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