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## FLORIDA PROFIT/NON PROFIT CORPORATION

NUEVA ANDALUSIA OWNERS ASSOCIATION 2, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**NUEVA ANDALUSIA OWNERS ASSOCIATION 2, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, a resident of the State of Florida, and of full age, this day executes these Articles of Incorporation ("Articles") for the purpose of forming a corporation not-for-profit, and does hereby certify:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the corporation is NUEVA ANDALUSIA OWNERS ASSOCIATION 2, INC., a Florida not-for-profit corporation (hereafter called the "Association").

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

The principal office and mailing address of the Association is located at 529 Greenbriar Avenue, Celebration, Florida 34747.

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

The street address of the initial registered office of the Association is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent at that address is Miranda F. Fitzgerald.

**ARTICLE IV**  
**DEFINITIONS**

All terms used in these Articles shall have the same meaning as defined in the Declaration of Covenants, Conditions, Easements and Restrictions for Nueva Andalusia, as the same may be amended and supplemented from time to time (the "Declaration"), unless these Articles specifically provide otherwise, or unless the context dictates a contrary meaning.

**ARTICLE V**  
**PURPOSE AND POWERS OF THE ASSOCIATION**

The 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 Lots and Common Areas, if any, within the Property, and to promote the health, safety and welfare of the residents of the Property for the following purposes:

- (a) to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration applicable to the

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Property and recorded (or to be recorded) in the Office of Clerk of the Court for Osceola County, Florida, as the same may be amended from time to time as therein provided;

(b) to 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, if any;

(c) to 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 of the Association, if any, in connection with the affairs of the Association;

(d) to borrow money, and with the approval of at least two-thirds (2/3) of the Board and the consent of Declarant (to the extent Declarant still owns any portion of the Property), the power and authority to mortgage the property of the Association, if any, and to pledge the revenues of the Association as security for loans made to the Association which loans shall be used by the Association in performing its functions;

(e) to pledge Association revenues as security for the performance of any obligation to any governmental agency or authority;

(f) to dedicate, sell or transfer all or any part of the Common Area, if any, to any governmental unit, public utility, or private party approved by at least two-thirds (2/3) of the Board and (to the extent Declarant still owns any portion of the Property) Declarant;

(g) to operate and maintain the Common Area, if any, in accordance with the Declaration;

(h) to sue and be sued;

(i) to have and exercise any and all powers, rights and privileges which a corporation organized under the Florida Corporation Not For Profit Corporation Act by law may now or hereafter have or exercise; and

(j) to have and exercise any and all powers, rights and privileges set forth under the Declaration and the Bylaws.

#### **ARTICLE VI** **MEMBERSHIP**

Every person or entity other than the Association who is a record owner of a fee or undivided fee interest of any Lot which is subject to the Declaration, and thus to assessment by the Association, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

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Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

#### **ARTICLE VII** **VOTING RIGHTS**

The Association shall have two classes of voting membership:

**Class A:** Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When any Lot entitling the Owner to membership in the Association is owned of record in the name of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, tenants in partnership or in any other manner of joint or common ownership, or if two or more persons or entities have the same fiduciary relationship respecting the same property, then unless the instrument or order appointing them or creating the tenancy otherwise directs and it or a copy thereof is filed with the Secretary of the Association, such Owner shall select one official representative to qualify for voting in the Association and shall notify in writing the Secretary of the Association of the name of such individual. The vote of the individual shall be considered to represent the will of all the Owners of that property. In the circumstance of such common ownership, if the Owners fail to designate their voting representative then the Association may accept the person asserting the right to vote as the voting Owner until notified to the contrary by the other Owners of such Lot. Upon such notification the Owner may not vote until the Owner(s) appoint their representative pursuant to this paragraph.

**Class B:** The Class B Member(s) shall be the Declarant and shall be entitled to five (5) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership once Turnover has occurred.

#### **ARTICLE VIII** **BOARD OF DIRECTORS**

**Section 1.** **Number.** Until Turnover of control by the Class B Member, the affairs of this Association shall be managed by a Board of not less than three (3) Directors, and not more than nine (9) Directors, who need not be Members of the Association and who shall be appointed by the Declarant. After Turnover and for so long as Declarant owns at least five percent (5%) of the Lots platted or to be platted in the Properties, the Declarant shall be entitled to appoint one member of the Board. At such time as Declarant no longer owns any Lots within the Properties, the number of Directors may be increased or decreased by amendment to these Articles, provided there shall never be less than three (3) Directors. All affairs of the Association shall be governed by the affirmative vote of a majority of the Directors in attendance at a duly called meeting unless otherwise specifically provided for in the Declaration.

**Section 2.** **Term.** Directors shall be appointed to serve for three (3) year terms, unless a Director sooner dies, resigns or is removed. There shall be no limit to the number of terms any one Member may serve as a director.

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Section 3. Initial Directors. The names and addresses of the persons who are appointed by Declarant to act in the capacity of directors are:

<u>NAME</u>	<u>ADDRESS</u>
Ciriaco Sanchez	c/o Jomar Builders, Inc. 529 Greenbriar Avenue Celebration, Florida 34747
Gisela Martinez	529 Greenbriar Avenue Celebration, Florida 34747
Jorge Martinez	529 Greenbriar Avenue Celebration, Florida 34747

**ARTICLE IX**  
**OFFICERS**

The affairs of the Association shall be conducted by a President, Vice President, Secretary and Treasurer, and such other officers as permitted in the Bylaws. The names and address of those persons who shall act as officers of the Association until the election of their successors are:

<u>NAME:</u>	<u>OFFICE:</u>	<u>ADDRESS</u>
Ciriaco Sanchez	President	c/o Jomar Builders, Inc. 529 Greenbriar Avenue Celebration, Florida 34747
Gisela Martinez	Vice President	529 Greenbriar Avenue Celebration, Florida 34747
Gisela Martinez	Secretary	529 Greenbriar Avenue Celebration, Florida 34747
Jorge Martinez	Treasurer	529 Greenbriar Avenue Celebration, Florida 34747

**ARTICLE X**  
**DISSOLUTION**

The Association may only be dissolved upon termination of the Declaration as set forth therein. Upon such dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, if any, including, but not limited to the Common Property, if any, shall be transferred to another not for profit corporation or appropriate public agency having similar purposes; provided, however, if no other not-for-profit corporation or agency will accept such property, then any Member or affected governmental instrumentality or

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agency, including the Water Management District, may petition the Circuit Court of the County in which the Property is located to appoint a receiver or trustee to conduct the affairs and fulfill the obligations of the Association with respect to such applicable portions of the Common Property, or otherwise dispose of the Common Property or portions thereof as the Circuit Court may deem appropriate. If a receiver or trustee is appointed, the Association shall be responsible for court costs, attorney's fees, and all other expenses of the receivership or trust shall constitute Common Expenses of the Association and shall be assessed against its Members. If the Association has been dissolved, or if the Association shall not have a sufficient number of directors, the receiver or trustee shall have all powers and duties of a duly constituted board of directors. The receiver or trustee shall serve until such time as the Circuit Court may deem appropriate.

**ARTICLE XI**  
**DURATION**

The corporation shall exist perpetually.

**ARTICLE XII**  
**INCORPORATOR**

The names and addresses of the incorporators are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Miranda F. Fitzgerald	215 North Eola Drive Orlando, Florida 32801

**ARTICLE XIII**  
**AMENDMENTS**

Amendment of these Articles of Incorporation shall require the assent of two-thirds (2/3) of the Board. Such amendment shall be recorded in the Public Records of Osceola County, Florida.

**ARTICLE XIV**  
**FHA/VA APPROVAL**

Notwithstanding anything herein to the contrary, as long as Residential Units are being developed on the Property, Declarant may require the following actions to be approved in advance by (i) Department of Housing and Urban Development, and (ii) the Federal Housing Administration (and/or the Veterans Administration): annexation of additional real property to the Property other than the "Additional Property" defined in the Declaration; dedication of Common Area, if any; and amendment of the Declaration. Furthermore, to the extent it is required as a condition of obtaining approval by FHA/VA that Declarant make modifications to the Declaration, then Declarant shall have the right to so modify the Declaration without the necessity of joinder of the Board or any Owner or other party who may be affected.

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**ARTICLE XV BYLAWS**

The initial Bylaws shall be adopted by the Board, and may be altered, amended or rescinded in the manner provided by the Bylaws.

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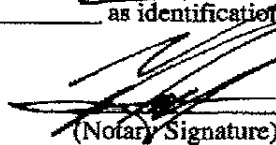
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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 18th day of January, 2007.

  
Miranda F. Fitzgerald

STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 18th day of January, 2007, by Miranda F. Fitzgerald. She is personally known to me or has produced \_\_\_\_\_ as identification.

  
(Notary Signature)

(NOTARY SEAL)



(Notary Name Printed)

NOTARY PUBLIC

Commission No. \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

**REGISTERED AGENT CERTIFICATE**

Having been named to accept service of process and serve as registered agent for the above-stated corporation, at the place designated in the Articles to which this Certificate attached, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that she is familiar with §617.0501, Florida Statutes.

  
Miranda F. Fitzgerald

Dated: January 18, 2007