

# No 70000000730

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## FLORIDA PROFIT/NON PROFIT CORPORATION

NUEVA ANDALUSIA MASTER ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF****NUEVA ANDALUSIA MASTER ASSOCIATION, INC.****A NON-PROFIT CORPORATION**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all of whom are residents of the State of Florida, and 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 NUEVA ANDALUSIA MASTER ASSOCIATION, INC., a Florida not-for-profit corporation (hereafter called the "Master Association").

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

The principal office and the mailing address of the Master 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 Master Association is 215 N. Eola Dr., Orlando, Florida 32801 and Miranda F. Fitzgerald is hereby appointed the initial registered agent of this Master Association at that address.

**ARTICLE IV****DEFINITIONS**

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

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

This Master 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, operation, preservation, and architectural control of the Master Property, and to promote the health, safety and welfare of the residents of the Master Property and, for the those purposes, the Master Association shall have the following powers:

(a) Exercise all of the powers and privileges and to perform all of the rights, duties and obligations of the Master Association as set forth in the Master Declaration as the same may be amended from time to time as therein provided, said Master Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Master Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Master Association;

(c) 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 Master Association in connection with the affairs of the Master Association;

(d) 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 Master Property), the power and authority to mortgage the property of the Master Association and to pledge the revenues of the Master Association as security for loans made to the Master Association which loans shall be used by the Master Association in performing its functions;

(e) Dedicate, sell or transfer all or any part of the Common Area 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 Master Property) Declarant;

(f) Operate and maintain the Common Area in accordance with the Master Declaration;

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

(h) Have and exercise any and all powers, rights and privileges set forth under the Master Declaration, these Articles and the Bylaws of the Master Association.

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(i) To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, street lights (to the extent not provided and maintained by the City of Kissimmee or Osceola County), streets (to the extent not maintained by the City of Kissimmee, Osceola County, or the Florida Department of Transportation), pathways, and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the Members of the Master Association as the Board in its discretion determines necessary or appropriate.

#### **ARTICLE IV** **MEMBERSHIP**

The Members of the Master Association shall be the Owners of the respective Master Parcels (as the same may exist from time to time). However, to the extent an Owners' Association is created with respect to any Master Parcel, such Owners' Association shall be deemed the Member and not the Owners of any individual residential units within said Master Parcel. Membership shall be appurtenant to and may not be separated from ownership of Master Parcels.

#### **ARTICLE VII** **BOARD OF DIRECTORS**

**Section 1. Voting Rights.** The affairs of the Master Association will be managed by the Board. Each Member shall be entitled to appoint one Director to the Board. However, to the extent that a Member is an Owner's Association, the President of such Owner's Association shall automatically be deemed to be the Director appointed on behalf of such Owner's Association. Each Director shall be entitled to cast one vote; provided, however, that nothing herein shall prevent the same person from holding more than one directorship on behalf of multiple Members, in which case such person shall be entitled to cast all the votes allocated to such directorships. All affairs of the Master 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 Master Declaration.

**Section 2. Initial Directors.** As of the date of the filing of these Articles of Incorporation, Declarant is the only Member of the Master Association. The following individuals have been duly appointed by the Declarant to serve as the initial Directors of the Board of the Master Association on behalf of the respective Master Parcels:

CIRIACO SANCHEZ

c/o Jomar Builders, Inc.  
529 Greenbriar Avenue  
Celebration, Florida 34747

GISELA MARTINEZ

529 Greenbriar Avenue  
Celebration, Florida 34747

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JORGE MARTINEZ

529 Greenbriar Avenue  
Celebration, Florida 34747

**Section 3. Appointment of Directors by Developer.** The first and each subsequent Board shall consist of, and vacancies on the Board are to be filled by, such persons as Developer shall from time to time appoint, until the first of anyone of the following events occur: (i) Developer notifies Master Association in writing that it no longer has any legal or equitable interest in the Master Property; or (ii) Transfer of Control. The Members do not, without the prior written consent of Developer, have the right to amend, modify, or change these Articles to diminish in any way the authority of the Board during the period that Developer has the right to appoint any Directors. Developer is entitled to elect at least one member of the Board for so long as Developer owns at least one (1) Parcel.

**Section 4. Termination of Developer Control.** Developer may, from time to time, by written notice to Master Association, voluntarily terminate its right to appoint one or more Directors, and continue to exercise its right to appoint the remaining Directors for the period specified in these Articles and in the Master Declaration. Election by Developer to terminate its right to appoint any number of Directors or to terminate its control of Master Association, does not affect the right of Developer to participate in Master Association as a Member. All Directors who are not subject to appointment by Developer shall be elected by Non-Owners' Association Owners and Master Association Delegates in accordance with Article II, Section 7 of the Master Declaration. The recordation by Developer in the Public Records of Osceola County, Florida, of a written instrument referring to Article II, Section 6 of the Master Declaration and to the occurrence of the applicable event or passage of time which has terminated Developer's right to appoint the Board, or any portion thereof, shall be conclusive evidence of such termination.

**Section 5. Transfer of Control.** Transfer of Control shall occur and the Non-Owners' Association Owners and Master Association Delegates shall be entitled to elect at least a majority of the Board when and if Developer, by written notice to Master Association, voluntarily elects to terminate its control of Master Association. Developer may, but is not obligated, to transfer control of the Master Association, but it may do so at any time in its sole, absolute, and unfettered discretion. At the time that Transfer of Control occurs or on other appropriate evidence of the termination of Developer's right to select one or more of the Directors, a meeting of the Members shall be convened for the purpose of electing a new Board or to elect those Directors who no longer are to be appointed by Developer. The meeting required by this Section may be part of an annual meeting of Master Association.

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### **ARTICLE VIII** **OFFICERS**

**Officers.** The Officers of the Master Association shall be a President, Vice President, Secretary, Treasurer and such other officers as the Board may from time to time by resolution create. The Officers shall serve at the pleasure of the Board, and the Bylaws may provide for the removal from office of the Officers, for filling vacancies, and for the duties of the Officers. The names of the Officers who shall serve until their successors are designated by the Board are as follows:

President:	Ciriaco Sanchez
Vice President:	Gisela Martinez
Secretary:	Gisela Martinez
Treasurer:	Jorge Martinez

### **ARTICLE IX** **DURATION**

The corporation shall exist perpetually, unless terminated by termination of the Master Declaration.

### **ARTICLE X** **INCORPORATOR**

The name and address of the incorporator is as follows:

Miranda F. Fitzgerald      215 North Eola Drive  
Orlando, FL 32801

### **ARTICLE XI BYLAWS**

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

### **ARTICLE XII AMENDMENTS**

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

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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Master Association, has executed these Articles of Incorporation this 18<sup>th</sup> day of January, 2007

  
MIRANDA F. FITZGERALD

STATE OF FLORIDA  
COUNTY OF ORANGE

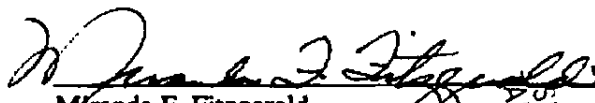
The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of January, 2007 by Miranda F. Fitzgerald. She is personally known to me or has produced \_\_\_\_\_ as identification.



  
Notary Public  
Print Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been designated as agent for service of process on Nueva Andalusia Master Association, Inc. within the State of Florida, at the place designated in Article III of the foregoing Articles of Incorporation, accepts the appointment as registered agent for Nueva Andalusia Master Association, Inc. and is familiar with and accepts the obligations of this position.

  
Miranda F. Fitzgerald

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