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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Vista Lago Homeowners Community Association, Inc.**

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March 8, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: VISTA LAGO HOMEOWNERS COMMUNITY ASSOCIATION, INC.  
REF: W07000011655

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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Becky McKnight  
Document Specialist  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
VISTA LAGO HOMEOWNERS COMMUNITY ASSOCIATION, INC.**

THE UNDERSIGNED, in accordance with the provisions of Chapter 617, *Florida Statutes*, hereby makes, subscribes and acknowledges these Articles of Incorporation for the purpose of forming a nonprofit Florida corporation.

**ARTICLE I**

The name of the corporation is VISTA LAGO HOMEOWNERS COMMUNITY ASSOCIATION, INC., and its mailing address is c/o Toll Brothers, Inc., 28341 South Tamiami Trail, Suite 4, Bonita Springs, FL 34134.

This corporation does not contemplate pecuniary gain or profit, direct or indirect to its members, and its primary purposes are:

A. To promote the health, safety and, social welfare of the owners of all lots located within VISTA LAGO, a planned community within Palm Beach County, Florida (the "Community");

B. To maintain all portions of the Community and improvements thereon for which the obligation to maintain and repair has been delegated to the corporation by the Declaration of Covenants, Conditions, and Restrictions of VISTA LAGO (the "Declaration"), which is to be recorded in the public records of Palm Beach County, Florida;

C. To operate and maintain the surface water management system located in the Community, as permitted by the South Florida Water Management District, including, but not limited to, operating and maintaining all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances;

D. To the extent applicable, to exercise all rights and powers of a non-profit corporation permitted by Chapter 617, *Florida Statutes*, and all rights and powers set forth in Chapter 720, *Florida Statutes*; and

E. To exercise any other powers necessary and proper for the governance and operation of the Association, including those powers set forth in the Declaration.

**ARTICLE II**

The term for which the corporation is to exist is perpetual unless the corporation is dissolved pursuant to any applicable provision of the *Florida Statutes*. Any dissolution of the corporation shall comply with the Declaration. In the event of dissolution, the control or right of access to any portion of the Properties containing the Surface Water Management System or Stormwater Management System shall be conveyed or dedicated to an appropriate governmental unit or public utility. If the Surface Water Management System or Stormwater Management System are not accepted by governmental or public utility, then they shall be conveyed to a non-profit corporation similar to the Association.

### ARTICLE III

The definitions contained in the Declaration are incorporated into these Articles of Incorporation and made a part hereof, unless specified to the contrary herein.

### ARTICLE IV

The name and address of the subscriber of these Articles is:

Missy Kuser	c/o Toll Brothers, Inc. 250 Gibraltar Road Horsham, PA 19044
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### ARTICLE V

The corporation shall be governed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons. The initial Board of Directors shall consist of three (3) persons who shall be appointed by the Developer. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Ron Blum	c/o Toll Brothers, Inc. 28341 South Tamiami Trail Bonita Springs, Florida 34134
Alex de Chabert	c/o Toll Brothers, Inc. 28341 South Tamiami Trail Bonita Springs, Florida 34134
Mike Donnelly	c/o Toll Brothers, Inc. 28341 South Tamiami Trail Bonita Springs, Florida 34134

Until turnover of control of the Association to Members other than the Developer, in the event of a vacancy on the Board of Directors, the vacancy shall be filled by the majority vote of the remaining Directors. After turnover of control of the Association, the Board shall consist of at least three (3) members, who shall be elected by the members in the manner determined by the By-Laws.

### ARTICLE VI

The affairs of the corporation are to be managed by a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Bylaws of the corporation may provide for from time to time. All officers shall be elected by the Board at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify.

The name of the officer who is to serve until the first meeting of the Board following the annual meeting of the corporation is:

Ron Blum	President
Alex de Chabert	Vice President
Mike Donnelly	Secretary/Treasurer

In the event of a vacancy in any office, the vacancy shall be filled by a majority vote of the Board of Directors.

#### ARTICLE VII

Each Owner of a Lot within the Community shall be entitled to one (1) vote for each owned Lot or as otherwise more fully set forth these Articles or in the Declaration.

#### ARTICLE VIII

**Voting Rights.** The Association shall have two (2) classes of membership, Class "A" and Class "B", as follows:

1. Class "A". Class "A" Members shall be all Owners, with the exception of Declarant. Class "A" Members shall be entitled to one (1) equal vote for each Lot owned in the Community. When more than one (1) person holds an ownership interest in any Lot, all such persons shall be Members of the vote for such Lot shall be exercised as those Owners themselves determine and advise the Secretary prior to any meeting. In the absence of such advice, the Lot's vote shall be suspended in the event more than one (1) person seeks to exercise it.

2. Class "B". The sole Class "B" Member shall be the Declarant. The Class "B" Member shall be entitled to five (5) votes for each Lot owned. The Class "B" membership shall terminate and become converted to a Class "A" membership upon the happening of the earlier of the following:

a. Two years after termination of the Class "B" Control Period pursuant to Section 4.3 of the Bylaws; or

b. When, in its sole discretion, the Declarant so determines.

From and after the happening of any one of these events, whichever occurs earlier, the Class "B" Member shall be deemed to be a Class "A" Member entitled to one (1) vote for each Lot it owns.

## ARTICLE IX

Fifty percent (50%) plus one of the voting interest of members entitled to vote must be present in person, or present by valid proxy, to constitute a quorum. A quorum shall be required at all meetings of the membership for the transaction of business, except as otherwise provided by statute or by the Declaration. If a quorum cannot be reached at any meeting of the membership, the meeting may be adjourned and reconvened without notice other than announcement at the meeting. At the reconvened meeting and quorum may be reached if one-third (1/3) of the voting interest of Members entitled to vote are present in person or by valid proxy. Adjourned and reconvened meetings shall be at least three (3) days apart and, if a quorum is reached, any business may be transacted which might have been transacted at the adjourned meeting.

## ARTICLE X

This corporation shall never have nor issue any shares of stock, nor shall this corporation distribute any part of the income of this corporation, if any, to its Members, Directors or Officers. However, the corporation shall not be prohibited from reasonably compensating its Members, Directors, or Officers for services rendered, nor shall the corporation be prohibited from making any payments or distributions to members of benefits, monies or properties permitted by Chapter 617, *Florida Statutes*.

## ARTICLE XI

The corporation shall have all the powers set forth and described in Chapter 617 and Chapter 720, *Florida Statutes*, as presently existing or as may be amended from time to time, together with those powers conferred by the Declaration, these Articles of Incorporation and the Bylaws of the corporation, including, but not limited to, assess members for all expenses incurred in connection with maintaining and operating the surface water management system and the right to enforce that assessment pursuant to the imposition of liens.

## ARTICLE XII

The corporation shall indemnify all persons who may serve or who have served at any time as a Committee Member, Director or Officer, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made a party, or which may be asserted against any of them, by reason of having been a committee member, director or officer of the corporation, except in such cases where the committee member, director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which such committee member, director or officer may otherwise be entitled.

## ARTICLE XIII

In the absence of fraud, no contract or other transaction between this corporation or any other person, firm, association, corporation or partnership shall be affected or invalidated by the

fact that any director or officer of this corporation is pecuniarily or otherwise interested in, or is a director, member or officer of any such firm, association, corporation or partnership. Any director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purpose of authorizing contract or transaction with like force and effect as if he were not so interested, or not a director, member or officer of such other firm, association, corporation or partnership.

#### ARTICLE XIV

The Bylaws of this corporation are to be made and adopted by a majority vote of the Directors and said Bylaws may not be altered, amended, rescinded or added to except as provided in the Bylaws.

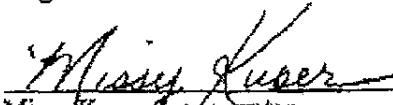
#### ARTICLE XV

These Articles of Incorporation may be amended, altered, rescinded, or added to by appropriate resolution approved by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened membership meeting or, alternatively, by appropriate resolution adopted by a two-thirds (2/3) vote of the Board of Directors at any duly convened meeting of the Board and accepted by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened membership meeting. Any Member of this corporation may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Notwithstanding the foregoing, until the election of a new Board of Directors as provided in Article IV, Section 3, of the Declaration, any changes in the Articles of Incorporation may be made by a two-thirds (2/3) vote of the Board of Directors.

#### ARTICLE XVI

To the extent any provisions contained herein conflict with the Declaration, the provisions contained in the Declaration shall supersede such conflicting provisions contained herein. To the extent any provisions contained herein conflict with Chapter 720 of the *Florida Statutes*, the provisions contained in Chapter 720, to the extent applicable, shall supersede such conflicting provisions contained herein.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 7th day of March, 2007.

  
Missy Kuser, Incorporator

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**DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The initial registered agent of this corporation shall be CT Corporation System. The initial registered office and principal place of business of this corporation shall be 1200 South Pine Island Road, Plantation, Florida 33324.

**ACCEPTANCE**

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, *Florida Statutes*.

**CT Corporation System**

By: 

Print Name: Jeffrey D. Butterfield

Title: Assistant Secretary