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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Sereno Homeowners Association, Inc.

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**ARTICLES OF INCORPORATION
OF
SERENO
HOMEOWNERS ASSOCIATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby declares that these Articles of Incorporation are being executed, for the purpose of forming a corporation not for profit under and by virtue of the laws of the State of Florida, and specifically under and by virtue of the provisions of Chapter 617, Florida Statutes.

ARTICLE I

The name of the corporation shall be **SERENO HOMEOWNERS ASSOCIATION, INC.**, and its principal place of business shall be located at 6000 MetroWest Boulevard, Suite 105, Orlando, Florida 32835.

ARTICLE II

This corporation shall have all of the powers conferred upon general corporations not for profit pursuant to the laws of the State of Florida and, without limiting the generality of the foregoing, this corporation is formed to provide for the maintenance, preservation and architectural control of the residential lots and common areas within that certain residential community to be known as **Sereno** and to promote the health, safety and welfare of the residents within the community and any additions thereto as may hereafter be brought within the

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jurisdiction of this corporation and for the foregoing purposes shall have the power to:

- (1) Exercise all of the powers and privileges, and perform all of the duties and obligations delegated in any *Declaration of Covenants, Conditions and Restrictions* (hereinafter sometimes referred to as the "Declaration") that may be hereafter recorded in the Public Records of Polk County, Florida, wherein this corporation may be designated as the Association, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as fully, and to the same extent, as if its terms and provisions were contained herein;
- (2) Operate, maintain and manage the Surface Water or Stormwater Management System constituting a part of ~~Sereno~~ in a manner consistent with the rules and requirements of the South Florida Water Management District and levy and collect adequate assessments for the costs of maintenance and operation of the Surface Water or Stormwater Management System;
- (3) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and pay all expenses in connection therewith, including office and other expenses incident to the conduct of the business of this corporation, including all licenses, taxes or governmental charges levied or imposed against property of the corporation;
- (4) 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 corporation;
- (5) Borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge or hypothecate any or all of the real property of the corporation as security for money borrowed or debts incurred;
- (6) Participate in mergers and consolidations with other corporations not for profit organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members.

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ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee interest in any lot or parcel which is subject to the Declaration shall be a member of this corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of any lot or parcel which is subject to the Declaration.

ARTICLE IV

This corporation shall have perpetual existence which shall commence with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE V

The name and street address of the initial registered agent and registered office of this corporation shall be Joseph Kantor, 8000 MetroWest Boulevard, Suite 105, Orlando, Florida 32835.

ARTICLE VI

The business of this corporation shall be managed, and its corporate powers exercised, by a Board consisting of three (3) or more Directors, the precise number to be fixed from time to time as provided in the By-Laws of the corporation. The members of the Board of Directors shall be elected in the manner set forth in said By-Laws.

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ARTICLE VII

The name and street address of the members of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation, and Chapter 617, Florida Statutes, shall hold office during the first year of the corporation's existence, or until their successors are elected and have been qualified, are as follows:

Joseph Kantor
6000 MetroWest Boulevard
Suite 105
Orlando, Florida 32835

Fanny R. Farmer
6000 MetroWest Boulevard
Suite 105
Orlando, Florida 32835

John Rampino
6000 MetroWest Boulevard
Suite 105
Orlando, Florida 32835

ARTICLE VIII

The name and street address of the Subscriber to these Articles of Incorporation is Joseph Kantor, 6000 MetroWest Boulevard, Suite 105, Orlando, Florida 32835.

ARTICLE IX

The corporation shall have two (2) classes of voting membership:

Class A. Class A Members shall be all Owners, provided, however, as long as there is Class B Membership, Declarant shall not be a Class A Member. Each Class A Member shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B Member shall be the Declarant who shall be entitled to three (3) votes for each Lot within the Property and the Additional

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Property owned by the Declarant which has been platted or approved for platting pursuant to the applicable ordinances and regulations of Polk County and the City of Loughman. The Members other than Declarant shall be entitled to elect at least a majority of the members of the Board of Directors of the Association on the happening of the earlier of the following events:

(a) three (3) months after ninety percent (90%) of the Lots in all phases of Sereno that will ultimately be operated by the Association have been conveyed to Owners other than Declarant; or

(b) upon the recording of an instrument in the public records of Polk County, Florida, stating that Declarant has relinquished its right to elect a majority of the members of the Board of Directors.

Declarant shall be entitled to elect at least one (1) member of the Board of Directors as long as Declarant holds for sale or lease in the ordinary course of business at least 5% of the Property that will ultimately be operated by the Association. At such time as the Declarant no longer controls the Association, the Class B Membership interests shall terminate and be converted to Class A Membership interests. Thereafter, Declarant shall be entitled to vote its Class A Membership interests in the same manner as any other Class A Member except for purposes of reacquiring control of the Association or selecting the majority of the members

ARTICLE X

This corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event acceptance of such dedication is refused, such assets shall be

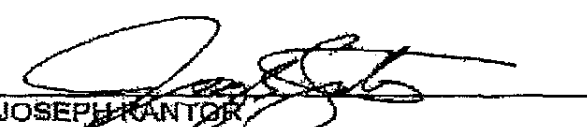
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granted, conveyed and assigned to any corporation not for profit, association, trust or other organization to be devoted to such similar purposes. Furthermore, upon such dissolution or final liquidation of the corporation, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to, and accepted by, an entity which would comply with the applicable provisions of administrative rules and regulations of the South Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XI

The amendment of these Articles shall require the affirmative vote of seventy-five percent (75%) of all classes of members.

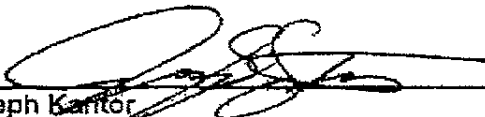
IN WITNESS WHEREOF, the undersigned Subscriber to these Articles of Incorporation has hereunto set his hand and seal on this the 15th day of MAY, 2007.


JOSEPH KANTOR

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent in the Articles of Incorporation of **SERENO HOMEOWNERS ASSOCIATION, INC.**, a proposed Florida corporation, does hereby accept such designation and agrees to comply with the requirements incident thereto.



Joseph Kantor
6000 MetroWest Boulevard, Suite 105
Orlando, Florida 32835.