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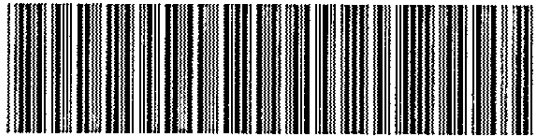
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 031415 80745A

AUTHORIZATION :

COST LIMIT : \$ 78 75

ORDER DATE : July 30, 2007

ORDER TIME : 9:11 AM

ORDER NO. : 031415-005

CUSTOMER NO: 80745A

DOMESTIC FILING

NAME: MIRAGE AT HOLLY HILL  
HOMEOWNERS ASSOCIATION, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
MIRAGE AT HOLLY HILL  
HOMEOWNERS ASSOCIATION, INC.**  
(A corporation not for profit under  
the laws of the State of Florida)

**FILED**  
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TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

**ARTICLE 1  
NAME**

The name of the corporation shall be **Mirage at Holly Hill Homeowners Association, Inc.** For convenience, the corporation shall be referred to in this instrument as "The Association".

**ARTICLE 2  
PURPOSE**

2.1 The purpose for which the Association is organized is to provide an entity to carry out and accomplish the purposes described in the Declaration of Covenants, Conditions, Restrictions and Easements for Mirage Subdivision (the "Declaration"), as recorded in the Public Records of Volusia County, Florida, and to undertake such management, maintenance, operation, ownership and other duties with respect to the Plat of the Mirage Subdivision recorded at Map Book 54, page 61, Public

Records of Volusia County, Florida (the "Development") including but not limited to the management of the Common Areas and Easements within the Development.

2.2 The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the requirements of the St. Johns River Water Management District Permit issued for the Development and applicable District rules, and shall assist in the enforcement of Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

2.3 The Association shall make no distribution of income to its members, directors or officers, being conducted as a nonprofit organization for the benefit of its members.

### **ARTICLE 3**

#### **POWERS**

The Association shall have the following powers:

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles; including, but not limited to all powers prescribed by the applicable provisions of Chapter 617, Florida Statutes.

3.2 The Association shall have the power to administer and enforce the provisions of the Declaration more fully described in Article 2 hereof and all of the powers and duties necessary to carry out the responsibilities and duties conferred upon it by the Declaration, as it may be amended and supplemented from time to time; and to further carry out all responsibilities and obligations regarding the Development, including, but not limited to, the following:

a) To make and establish reasonable rules and regulations regarding the use of Common Areas and Easements within the Development and Common Property subject to its jurisdiction.

b) To make and collect sufficient assessments against members of the Association to pay all the costs, expenses and losses of the Association.

c) To use the proceeds of assessments in the exercise of its power and duties.

d) To maintain, repair, replace, operate and manage the Common Areas and Easements within the Development, and all other property as directed by the Declaration, including the right to reconstruct improvements after casualty, to make and construct additional improvements upon the Common Areas and Easements, together with any other Property within the Development and to maintain and repair the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements.

e) To purchase insurance upon the Common Areas and Easements, together with any Property within the Development for the protection of the Association and its members.

f) To enforce by legal means the provisions of the Declaration, as amended from time to time, these Articles of incorporation, the By-Laws of the Association which may be hereafter adopted and the rules and regulations governing the use of the Development.

g) To contract for the management of the Association property and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration to have approval of the Board of Directors or the membership of the Association.

h) To contract for the management and operation of portions of the Association property susceptible to separate management or operation.

i) To employ personnel and engage such professional assistance as may be necessary to perform the services required for the proper operation of the Association and its properties.

j) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration and any Declaration supplementary thereto.

k) To organize, promote and support undertakings and activities for the benefit and general welfare of the residents of the Development.

l) To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

m) To hold title to Association real and personal property.

3.3 All funds and the title of all properties acquired by the Association, and their proceeds, shall be held for the benefit of the members of the Association in accordance with the provisions of the Declaration, these Articles of Incorporation and the By-Laws.

3.4 In the event of the final dissolution of the Association, title to all real property shall vest in the abutting lot owners as at common law, subject, however, to the same easements and rights of uses by the Members of the Development as existed prior to dissolution. Upon dissolution of the Association, all money and other personal property of the Association shall be held for payment of obligations as if there had been no dissolution.

3.5 In the event of termination, dissolution or final liquidation of the Association, 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 Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

## **ARTICLE 4**

### **MEMBERS**

The qualifications of members, the manner of their admission to and termination of membership, and voting shall be as follows:

4.1 The membership of the Association shall consist of every person, firm, corporation, partnership, limited partnership, limited liability company, or any other business entity who is the record owner of a fee estate or life estate in any lot in the Development so long as such ownership interest shall exist. A Tenant shall not be deemed a Member.

4.2 Immediately upon the divestment of a member's ownership interest in a lot, regardless of the means by which such ownership may be divested, such owner's membership shall terminate.

4.3 The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the lot. The funds and assets of the Association belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership

and for the purposes authorized herein, in the Declaration, and in the By-Laws which may be hereafter adopted.

4.4 Votes may be exercised or cast by the owner or owners of each lot as may be provided in the Declaration and the By-Laws hereafter adopted by the Association. If more than one natural person, or a business entity is the lot owner, all persons or the business entity shall designate the voting member by a voting certificate.

## **ARTICLE 5**

### **PRINCIPAL OFFICE AND DESIGNATION OF REGISTERED AGENT**

The principal office of the Association shall be located at: 299 West Granada Boulevard, Suite B, Ormond Beach, Florida 32174, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors. The Board of Directors shall also have the right to relocate the principal office. The initial resident agent of the Association shall be Anthony Viscomi whose address is 299 West Granada Boulevard, Suite B, Ormond Beach, Florida 32174. The Board of Directors may, from time to time, change the resident agent by designation filed in the office of the Secretary of State.

## **ARTICLE 6**

### **DIRECTORS**

6.1 The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than five (5) directors. The number of



members of the Board of Directors shall be as provided from time to time by the By-Laws of the corporation, and in the absence of such determination, shall consist of three (3) directors. Directors need not be members of the Association while there are Class B Members (as provided in the By Laws and the Declaration) or as long as the Class B Member may appoint a member to the Board. Thereafter, all Directors must be members.

6.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

6.3 The election of the Directors shall be held at the annual meeting of the Association. The directors named in these Articles shall serve until successor directors are elected and any vacancies in their number occurring before such election shall be filled by the remaining Directors.

6.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Vincent Viscomi – 299 West Granada Blvd., Suite B, Ormond Beach, FL 32174

Anthony Viscomi - 299 West Granada Blvd., Suite B, Ormond Beach, FL 32174

William Hansard - 299 West Granada Blvd., Suite B, Ormond Beach, FL 32174

6.5 The Board of Directors shall elect a President and Secretary-Treasurer, and as many Vice Presidents and Assistant Secretaries as the Board of Directors shall determine to be necessary. The same person may hold two offices, the

duties of which are not incompatible; provided, that the office of President and Vice President shall not be held by the same person, nor shall the President also be the Secretary or Treasurer.

## **ARTICLE 7**

### **OFFICERS**

The affairs of the Association shall be administered by the officers elected by the Board of Directors. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Vincent Viscomi 299 West Granada Blvd., Suite B Ormond Beach, FL 32174	President
Anthony Viscomi 299 West Granada Blvd., Suite B Ormond Beach, FL 31274	Vice President
William Hansard 299 West Granada Blvd., Suite B Ormond Beach, FL 32174	Secretary/Treasurer

## **ARTICLE 8**

### **IDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of

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 of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when 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 shall apply only when the Board of Directors approved such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled.

## **ARTICLE 9**

### **BY-LAWS**

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

## **ARTICLE 10**

### **EXISTENCE AND DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

## **ARTICLE 11**

## **AMENDMENTS**

Except as otherwise herein provided, amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

11.1 A Resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association acting upon a vote of a majority of the directors, or by members of the Association to whose lots 25% of the total vote are appurtenant, whether meeting as members or by instrument in writing signed by them.

11.2 Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or other officers of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a day no sooner than fourteen (14) days nor later than sixty (60) days after the receipt by him of the proposed amendment or amendments, and it shall be the duty of the secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form. Such notice shall be mailed to or presented personally to each member not less than ten (10) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office as it appears on the records of the Association, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. In

order to become effective, the proposed amendment or amendments must be approved by the affirmative vote of sixty percent (60%) of the total votes appurtenant to all lots subject to Association assessment. A copy of each amendment, after it has become effective, shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida, and upon the registration of such amendment or amendments with the Secretary of State, a certified copy thereof shall be recorded in the Public Records of Flagler County, Florida.

11.3 At any meeting held to consider any amendment or amendments of these Articles of incorporation, the written vote of any member of the Association shall be recognized, if such member of the Association is not in attendance at such meeting or represented thereof by proxy, provided such written vote is delivered to the secretary of the Association at or prior to such meeting.

11.4 No amendment of these Articles shall be made that is in conflict with the Declaration, as amended from time to time. No amendment to these Articles of incorporation which shall abridge, amend or alter the rights of the Declarant (as defined in the Declaration) or any successor Declarant, may be adopted or become effective without the prior written consent of said Declarant, or such successor.

## **ARTICLE 12**

### **SURFACE WATER OR STORMWATER MANAGEMENT SYSTEM**

The Association has the duties and responsibilities provided for herein regarding the surface water and stormwater management system.

12.1 "Surface water or stormwater management system" means a system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, over drainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges from the system, as permitted pursuant to Chapters 40C-4 or 40C-42, Florida Administrative Code, as the same may be subsequently amended.

12.2 Among its other duties, the Association shall be responsible for the maintenance, operation and repair of the surface water or stormwater management system. Maintenance of the surface water or stormwater management system(s) shall mean the exercise of practices which allow the systems to provide drainage, water capabilities as permitted by the St. John's River Water Management District. Any repair or reconstruction of the surface water or stormwater management system shall be as permitted or, if modified, as approved by the St. Johns River Water Management District.

12.3 Any amendment to these Articles or the Declaration which alter any portion relating to the surface water or stormwater management system, beyond maintenance in its original condition, including the water management portions of the Common Areas, must have the prior approval of the St. John's River Water Management District.

12.4 The Association agrees that the St. John's River Water Management District shall have the right to enforce, by a proceeding at law or in equity, the provisions contained in these Articles and the Declaration of which these Articles comprise a part, which relate to the maintenance operation and repair of the surface water or stormwater management district.

12.5 The Association shall levy and collect assessments against members of the Association. In addition to other purposes, these assessments shall also be used for the maintenance and repair of the surface water or stormwater management systems including, but not limited to, work within retention areas, drainage structures and drainage easements.

12.6 The Association shall have a perpetual non-exclusive easement over all areas of the surface water or stormwater management system for access to operate, maintain or repair the system. By this easement, the Association shall have the right to enter upon any portion of any lot which is a part of the surface water or stormwater managements system, at a reasonable time and in a reasonable manner, to operate, maintain or repair the surface water or stormwater management system as required by the *St. Johns River Water Management District permit*. Additionally, the Association shall have a perpetual non-exclusive easement for drainage over the entire surface water or stormwater management system. No person shall alter the drainage flow of the surface water or stormwater management system, including buffer areas or swales, without prior written approval of the *St. John's River Water Management District*.

12.7 In the event of any termination, dissolution or final liquidation of the Association, 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 Section 40C-42.027, Florida Administrative Code, and approved by the *St. Johns River Water Management District*, prior to any such termination, dissolution or liquidation.

**ARTICLE 13**

**SUBSCRIBERS NAMES**

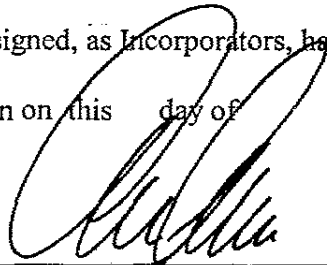
13.1 The name and address of the subscribers of these Articles of Incorporation are as follows:

Vincent Viscomi – 299 West Granada Blvd., Suite B, Ormond Beach, FL 32174

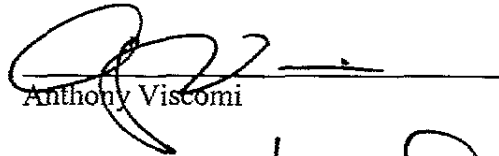
Anthony Viscomi - 299 West Granada Blvd., Suite B, Ormond Beach, FL 32174

William Hansard - 299 West Granada Blvd., Suite B, Ormond Beach, FL 32174

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on this      day of      2007.



Vincent Viscomi



Anthony Viscomi



William Hansard

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Vincent Viscomi, Anthony Viscomi and William Hansard, who are personally known to me be the persons described as the Subscribers and Incorporators, who have executed the foregoing Articles of Incorporation and who have not taken an oath.

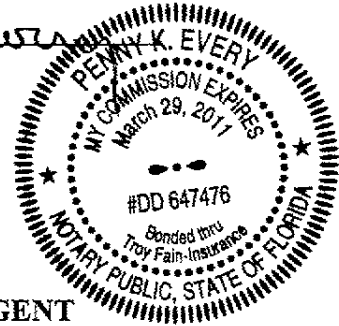


Witness my hand and official seal in the County and State named above this

27 day of July, 2007.

Penny K. Every  
Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, MIRAGE AT HOLLY HILL HOMEOWNER'S ASSOCIATION, INC., desiring to incorporate under the laws of the State of Florida hereby designates ANTHONY VISCOMI, 299 West Granada Blvd., Suite B, Ormond Beach, FL 32174, as its Registered Agent and the street address of its office, respectively, for the service of process within the State of Florida.

MIRAGE AT HOLLY HILL HOMEOWNER'S  
ASSOCIATION, INC.

By: [Signature]  
Vincent Viscomi, President

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the foregoing designation as Registered Agent of  
Mirage at Holly Hill Homeowner's Association, Inc., 299 West Granada Blvd., Suite B,  
Ormond Beach, FL 32174, for service of process within the State of Florida.

By: [Signature]  
Anthony Viscomi  
Registered Agent

Articles Mirage wd

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