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Mercedes Homes Inc

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Tuscany Towns of Volusia Homeowners Association, Inc

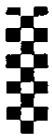
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November 5, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MERCEDES LAND DEVELOPMENT

SUBJECT: TUSCANY TOWNS OF VOLUSIA HOMEOWNERS ASSOCIATION, INC
REF: W07000054548

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TUSCANY TOWNS OF VOLUSIA HOMEOWNERS ASSOCIATION, INC.
(A Florida Corporation Not-For-Profit)**

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617 of the Florida Statutes, and certify as follows:

Article 1. Name. The name of the Corporation is Tuscany Towns of Volusia Homeowners Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association."

Article 2. Address. The address of the initial principal office of the Association and the initial mailing address of the Association are 6905 North Wickham Road, Suite 501, Melbourne, Florida 32940.

Article 3. Definitions. All capitalized terms used herein that are not defined shall have the meaning set forth in the Community Charter for Tuscany Towns, recorded or to be recorded by Mercedes Homes, Inc., a Florida corporation ("Founder"), in the Public Records of Volusia County, Florida, as such Charter may be amended from time to time (the "Charter").

Article 4. Purposes. The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its members. By way of explanation and not of limitation, the purposes for which the Association is organized are:

(a) to be and constitute the Association to which reference is made in the Charter, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as set forth in the Governing Documents and as provided by law; and

(b) to provide an entity for the furtherance of the interests of the owners of real property now and hereafter made subject to the Charter (such real property is referred to in these Articles as the "Community").

Article 5. Powers. In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Charter or the Association's By-Laws, may be exercised by the Board of Directors:

(a) all of the powers conferred upon corporations not-for-profit by common law and Florida statutes in effect from time to time; and

(b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, and the Charter, including, without limitation, the following:

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(i) to fix, levy, collect, and enforce payment of all charges or assessments authorized by the Charter by any lawful means; to pay all expenses in connection therewith and all administrative and other expenses incident to conducting the business of the Association including all licenses, taxes, or governmental charges levied or imposed against the property of the Association; and to use a portion of the collected assessments for the costs of maintenance, repair, management and/or operation of the Surface Water or Storm Water Management System;

(ii) to manage, control, operate, maintain, repair, and improve the common areas and facilities, any property subsequently acquired by the Association, or any property owned by another for which the Association, by rule, regulation, declaration, or contract, has a right or duty to provide such services;

(iii) to make rules and regulations and to enforce covenants, conditions, or restrictions affecting any property within the Community, including but not limited to, Units, the Common Area, the Area of Common Responsibility, any recreational facilities and any amenities;

(iv) to engage in activities that will actively foster, promote, and advance the common interests of all owners of property subject to the Charter;

(v) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(vi) to operate, maintain, repair and manage the Surface Water or Storm Water Management System in a manner consistent with the St. Johns River Water Management District ("District") permit requirements and applicable District rules, and shall assist in the enforcement of the Charter which relate to the Surface Water or Storm Water Management System;

(vii) to borrow money for any purpose subject only to such limitations as may be contained in the Governing Documents;

(viii) to enter into, make, perform, and enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other corporation or other entity or agency, public or private;

(ix) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(x) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the Association's affairs; provided, any amendment is subject to Member approval as required in the By Laws, and such By-Laws may not be inconsistent with or contrary to any provisions of the Charter;

(xi) to provide any and all supplemental municipal services to the Community as may be necessary or desirable; and

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(xii) to create, appoint and/or dissolve any committees that the Board may deem necessary or appropriate.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers that may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article.

Article 6. Members. The Association shall be a membership corporation without certificates or shares of stock. There shall be two classes of membership, as more fully set forth in the Charter. The Owner of each Unit, as those terms are defined in the Charter, shall be a member of the Association and shall be entitled to vote as provided in the Charter and the By-Laws. In addition, the Founder shall be a Member for such period as provided in the Charter, regardless of whether the Founder owns any Unit.

Change of an Owner's membership in the Association shall be established by recording in the Public Records of Volusia County, Florida, a deed or other instrument establishing record title to a Unit. Upon such recordation, the Owner designated by such instrument shall become a member of the Association and the membership of the prior Owner shall terminate.

Article 7. Board of Directors. A Board of Directors shall conduct, manage, and control the Association's business affairs. The Board may delegate its operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

The initial Board shall consist of three (3) members. The names and addresses of the initial directors, who shall serve until their successors are elected and have qualified, or until removed, are as follows:

Tim Durkin
775 Harley Strickland Blvd., Suite 110
Orange City, FL 32763

Jason Venezia
775 Harley Strickland Blvd., Suite 110
Orange City, FL 32763

Hazel O'Toole
6905 N. Wickham Rd., Suite 401
Melbourne, FL 32940

The method of election and removal, the method of filling vacancies, and the term of offices of directors shall be as set forth in the By-Laws.

Article 8. Liability of Directors. Subject to Section 6.3 of the By-Laws and limitations of Chapter 617 of the Florida Statutes, as it exists on the date hereof or as it may hereafter be amended, the

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Association shall indemnify every officer, director, and committee member against all damages and expenses reasonably incurred in connection with any action, suit, or other proceeding to which he or she may be a party by reason of being or having been an officer, director, or committee member.

Article 9. Officers. The officers of the Association may include a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time by resolution create. The officers shall be elected by the Board of Directors and the officer 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:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Tim Durkin	775 Harley Strickland Blvd., Suite 110 Orange City, FL 32763
Vice President	Jason Venezia	775 Harley Strickland Blvd., Suite 110 Orange City, FL 32763
Secretary and Treasurer	Hazel O'Toole	6905 North Wickham Road, Suite 501 Melbourne, Florida 32940

Article 10. By-Laws. The By-Laws of the Association shall be initially adopted by a majority vote of the Association's Board of Directors and may subsequently be altered, amended, repealed, modified and/or rescinded in the manner provided in the By-Laws. The Association's Board of Directors, by majority vote, may adopt By-Laws that would be effective only in an emergency. For purposes of these Articles of Incorporation, "emergency" shall be defined as a catastrophic event that would prevent a quorum of the Association's Board of Directors from readily assembling, which would include, but is not limited to, the following: a hurricane; a declared state of emergency by the appropriate governmental agencies; and an evacuation of the area where the Community is located ordered by the appropriate governmental agencies. Any emergency By-Laws adopted by the Association's Board of Directors shall cease to be effective once the reason for the emergency ends. All provisions of the regular By-Laws that do not conflict with the emergency By Laws shall remain effective during the emergency.

Article 11. Amendments. Until termination of the Founder Control Period, the Founder may unilaterally amend these Articles for any purpose. Thereafter, amendments to these Articles of Incorporation may be proposed and adopted upon a resolution duly adopted by the Board and the affirmative vote or written consent of Members representing at least 67% of the total votes in the Association. In addition, during the Development and Sale Period any amendment shall require the Founder's consent. No amendment may be in conflict with the Charter, and no amendment shall be effective to impair or dilute any rights of the Members granted under such Charter.

Article 12. Existence and Dissolution. The Association shall exist in perpetuity. The Association may be dissolved only as provided by Florida law. If the Association is dissolved, the net assets shall be conveyed to another Florida corporation not-for-profit with purposes similar to the Association. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the

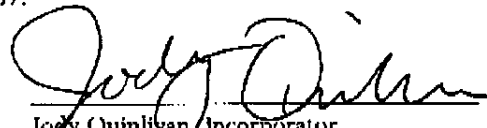
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operation and management of the Surface Water or Storm Water Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027 of the Florida Administrative Code, and be approved by the St. Johns River Water Management district prior to any termination, dissolution or liquidation.

Article 13. Incorporator. The name of the incorporator of the Association is Jody Quinlivan, and such incorporator's address is 6905 North Wickham Road, Suite 501, Melbourne, Florida 32940.

Article 14. Registered Agent and Office. The initial registered office of the Association is 6905 North Wickham Road, Suite 501, Melbourne, Florida 32940, and the initial registered agent at such address is John Baric. The Association may change its registered agent or the location of its registered office, or both, from time to time, without having to amend these Articles.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of November, 2007.


Jody Quinlivan, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Tuscany Towns of Volusia Homeowners Association, Inc.

2. The name and address of the registered agent and office is:

John Baric, Esq.
6905 North Wickham Road
Suite 501
Melbourne, Florida 32940

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

By: _____

JOHN BARIC

Date: November 2, 2007

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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