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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Richard E. Larsen**
Frank A. Ruggieri†
Thomas R. Slaten, Jr.†
John C. Palmerini**
Patryk Ozim
M. Florence King

†Shareholder

*Admitted in Florida and Illinois

**Admitted in Florida and
District of Columbia



Reply to:

ORLANDO OFFICE

55 East Pine Street

Orlando, Florida 32801

Telephone: 407.841.6555

Facsimile: 407.841.6686

JACKSONVILLE OFFICE

841 Prudential Drive, 12th Floor

Jacksonville, Florida 32207

Telephone: 904.371.1934

Facsimile: 904.371.1901

August 7, 2008

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **Articles of Incorporation for
THE 5905 PROPERTY SERVICES ASSOCIATION INC.**

Dear Sir or Madam:

I am enclosing herewith an original Articles of Incorporation (and one copy) for the above-referenced corporation for filing. In addition, a check in the amount of \$70.00 as required for the filing fee.

Upon filing, please return the copy of the Articles of Incorporation to the undersigned. Your prompt attention to this matter is greatly appreciated.

Sincerely,

Patryk Ozim

PO/pcl
Enclosures

ARTICLES OF INCORPORATION

OF

THE 5905 PROPERTY SERVICES ASSOCIATION INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned individual, acting as Incorporator of a Corporation under §617.1007, Florida Statutes, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME: The name of the Corporation is **The 5905 Property Services Association Inc.** hereafter referred to as the "Association." The principal address of the Association is 5905 Kirkman Road, Orlando, FL 32819.

ARTICLE II

PURPOSE AND POWERS: The Association is being established in connection with that certain mixed use real estate development commonly known as "5905." The purpose for which the Association is organized is to provide an entity for the maintenance and preservation of the Lots, Common Areas, and such other areas located within 5905 which will be made subject to the Master Declaration of Covenants and Restrictions of the 5905 Property Services Association, Inc. ("Declaration"), or such other areas over which the Association may own or acquire an Easement or other rights which are outside the Property, and to maintain the Common Area and other areas including, but not limited to, landscape areas, signage, entrance ways, roads, open spaces, landscape buffer areas, lakes, water retention and management areas, active and passive recreation areas, drainage systems, conservation areas and conservation buffer.

The Association is organized and shall exist as a Corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or Officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a Corporation not for profit except as limited or modified by these Articles of Incorporation, the Declaration or Chapter 617, Florida Statutes, as it may hereafter be amended, including, but not limited to, the following:

- (A) To make and collect Assessments against Members of the Association to defray the costs, expenses and losses of the 5905 Property Services Association, Inc., ("and to use the proceeds of Assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the Common Areas.

- (C) To purchase insurance upon the Association property for the protection of the Association and its Members.
- (D) To reconstruct improvements after casualty and to make further improvements of the Property.
- (E) To make, amend and enforce reasonable Rules and Regulations governing the use of the Common Areas, Lots and the operation of the Association.
- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of Lots, as provided by the Declaration.
- (G) To enforce the provisions of the Declaration, these Articles of Incorporation, and the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of Common Areas to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the Membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.
- (J) To 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 and personal property in connection with the affairs of the Association.
- (K) To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

All funds and the title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP: Every Owner, including the Declarant shall be a Member of the

Association, and by acceptance of a deed or other instrument evidencing ownership interest, each Owner accepts Membership in the Association, acknowledges the authority of the Association as herein stated, and agrees to abide by and be bound by the provisions of this Declaration, the Articles of Incorporation (attached hereto as Exhibit "B"), the By-Laws (attached hereto as Exhibit "C") and other Rules and Regulations of the Association. In addition to the foregoing, the family guests, invitees and tenants of said Owners shall, while in or on the Property, abide and be bound by the provisions of this Declaration, the Articles of Incorporation, the By-Laws and other Rules and Regulations of the Association.

VOTING RIGHTS:

A. The classes of voting shall be as follows:

Class A. Class A Members shall be all Owners, with the exception of Declarant and any builder, for so long as Declarant retains Class B voting rights. Each Class A Member shall have one (1) vote for each Lot owned by that Member.

Class B. The Class B Member shall be the Declarant, or its specifically designated (in writing) successor. The Class B Member shall be allocated a number of votes equal to three (3) votes for each Lot owned by it. The Class B Member shall be entitled to cast all of its votes in any vote or election held by the Association. Declarant shall retain its Class B voting status and rights for any Lots transferred to a Builder as defined herein. In such case, Declarant's Class B votes shall not be converted to Class A until such time as title is transferred from the Builder to a Non-Builder Owner. Class B Membership shall cease and become converted to Class A Membership upon turnover of the Association as set forth in the Master Declaration of Covenants and Restrictions for 5905 Property Services Association, Inc.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors must be Members of the Association unless appointed by the Developer.

- (B) Directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected each year by the Board of Directors at its first meeting after the Annual Meeting of the Members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VII

AMENDMENTS: Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles of Incorporation may be proposed by a majority of the Board.
- (B) Procedure. Upon any Amendment or Amendments to these Articles of Incorporation being proposed by said Board, such proposed Amendment or Amendments shall be submitted to a vote of the Members not later than the next Annual Meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, provided that notice of any proposed Amendment has been given to the Members of the Association, and that the notice contains a fair statement of the proposed Amendment.
- (D) Effective Date. An Amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Orange County, Florida.
- (E) Declarant Amendment. As long as Declarant has not turned over the Association pursuant to the Declaration, the Declarant will have the right to amend these Articles of Incorporation without obtaining the consent of the Association's Membership.

ARTICLE VIII

REGISTERED AGENT:

The registered office of the Association shall be at:

55 East Pine Street

Orlando, FL 32801

The registered agent at said address shall be:

Larsen & Associates, P.A.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every Officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or Officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or Officers appointed by the Declarant, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23 day of July, 2008.

Incorporator

By: Thomas J. Hayes
Thomas Hayes
PO Box 470813
Celebration, FL 34747
Dated: 7/23/2008

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0505 Florida Statutes.

REGISTERED AGENT
Larsen & Associates, P.A.

Richard E. Larsen, Esq.

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TALLAHASSEE, FLORIDA