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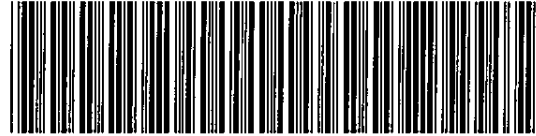
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COVER LETTER

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

SUBJECT: _____

LAS VILLAS COMMUNITY ASSOCIATION, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mitchell L. Perlstein, Esq.
Name (Printed or typed)

4400 N. Federal Hwy Suite 210
Address

Boca Raton FL 33431
City, State & Zip

561.368.0831
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
LAS VILLAS COMMUNITY ASSOCIATION, INC.

The undersigned incorporator or a non-profit corporation under Chapter 617 of the Florida Statutes, does hereby adopt the following articles of incorporation of such corporation:

ARTICLE I
Corporate Name

The name of the corporation (hereinafter the "Association") is Las Villas Community Association, Inc.

ARTICLE II
Corporate Office and Mailing Address

The street address of the principal office of the Association shall be:

4113 Kenilworth Blvd
Sebring FL 33870

The mailing address for the Association shall be:

c/o Mitchell L. Perlstein ,Esq.
4400 N. Federal Hwy Suite 210-46
Boca Raton, FL 33431

ARTICLE III
Purpose and Powers

The primary purposes for which the Association is formed are to perform all obligations and exercise all privileges of the Community Association as set forth in THE DECLARATION OF COVENANTS, RESTRICTIONS, EASEMENTS, AND CONDITIONS recorded in Official Records Book 2142 , Page 1221 of the Public Records of Highlands County, Florida, as the same may be amended or supplemented from time to time (the "Declaration"). In particular, and not in limitation, the Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent the Southwest Florida Water Management District Permit No. 44032284.000 requirements and applicable District rules, and shall assist in the enforcement of the Declaration which relate to the surface water or stormwater management system:

In furtherance of such purposes, the Association shall have the power to:

- (a) Perform all the duties and obligations of the Association as set forth in the Declaration;
- (b) Assess, levy, collect, and enforce payment by any lawful means all charges and

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TALLAHASSEE, FLORIDA

assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, including expenses incidental to the conduct of the business of the Association, and including all licenses, taxes, or governmental charges levied on or imposed against the Association, as well as insurance maintained by the Association;

(c) Acquire, own, maintain, convey, sell, lease, transfer, or otherwise dispose of real property and personal property in connection with the affairs of the Association;

(d) Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas and wetland mitigation areas.

(e) Contract for services to provide for operation and maintenance of the surface water management system facilities if the Association decides to employ a maintenance company.

(f) Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against Members of the Association as provided in the Declaration, and no part of any net earnings of the association will inure to the benefit of any Member.

ARTICLE IV Effective Date

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

ARTICLE V Registered Agent and Street Address of Registered Office

The initial registered agent will be:

Mitchell L. Perlstein

and the registered office for such agent will be at:

4400 N. Federal Hwy
Suite 210-46
Boca Raton, FL 33431

ARTICLE VI
Name and Address of the Incorporator

The name and address of the incorporator is:

Mitchell L. Perlstein
4400 N. Federal Hwy
Suite 210-46
Boca Raton, FL 33431

ARTICLE VII
Membership

The owners of a vested present fee in any Lot shown on the Plat of LAS VILLAS AT KENILWORTH, recorded in Plat Book 17 Page 3 of the Public Records of Highlands County, Florida, (individually a "Lot" and collectively the "Lots") shall be a member of the Association (individually a "Member" and collectively the "Members"). When more than one person holds an interest in any Lot, all such persons shall be Members. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to the Declaration.

ARTICLE VIII
Voting

The Association shall have one class of voting Members, except as provided in the Declaration with regard to the initial period of the association. When more than one person holds an interest in a Lot, the vote for such Lot shall be treated as such owners determine and as provided in the Bylaws, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE IX
Board of Directors

(a) Composition: The Board will initially consist of at least one (1) person appointed by the incorporator. The Board will consist of at least three directors (or a multiple of three) selected in accordance with the Articles and Bylaws.

(b) Classes: Each director will be appointed or elected to one of three classes so as to provide for staggered terms. If the number of directors is increased, it shall be in multiples of three, and each new director must be assigned to a class so that each class will have an equal number of directors.

(c) Term of Office: The initial term for the Class 1 director will be for one year. The initial term for the Class 2 director will be for two years; The initial term for the Class 3 director will be for three years. Subsequent terms for directors of any class will be for three years; notwithstanding that, directors will always serve until resignation or removal or until their successors are elected.

(d) Qualification: Each director must be a Member. If a director ceases to be a Member during his/her term of office, such person will automatically be removed from the Board of Directors

effective upon such occurrence.

(c) Voting Procedure: At each annual meeting, the Members will elect the directors to replace the directors of the class whose term of office is then expiring. Each member will have one vote for each seat to be filled. No cumulative voting shall be permitted. The candidate(s) receiving the highest number of votes will be declared elected.

(f) Removal: Any director may be removed from office, with or without cause, by at least a majority vote of the Members.

(g) Vacancies: Replacement of Directors: Any vacancy occurring on the Board may be filled for the remainder of the term by a majority vote of the remaining directors. If the remaining Directors do not constitute a quorum, a special meeting of the Association to elect new directors may be called by any officer or Member.

(h) Compensation: Directors will not receive compensation for their services unless approved by the members prior to such compensation being paid.

ARTICLE X

Name and Address of Initial Board of Directors
John Zervas, 4113 Kenilworth Blvd, Sebring FL 33870

The day to day affairs of the Association shall be governed by offices selected by the Board of Directors in accordance with the Bylaws.

ARTICLE XII

Bylaws

The bylaws of the Association may be made, altered or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of the voting Members existing at the time of and present at such meeting except that the initial bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE XIII

Amendments to Articles of Incorporation

Amendments to these articles of incorporation shall be approved by the Board of Directors and then by the Members at an annual meeting of the Association, or at any special meeting duly called and held for such purpose. Amendments require the affirmative vote of seventy-five percent (75%) of the voting members existing at the time of and present at such meeting.

ARTICLE XIV
Dissolution and Distribution of Assets

On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptable, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust or other organization organized and operated for such similar purposes.

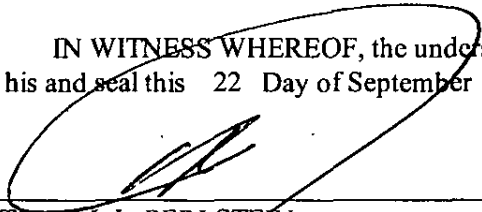
ARTICLE XV
Indemnification of Officers and Directors

The Association shall indemnify every director and every officer of the Association to the greatest extent permitted by law against all expenses and liabilities, including attorney's fees (before trial, at trial, or on appeal) incurred by or imposed upon such person in connection with their service as a director or officer. This indemnity shall apply regardless of whether the person is still serving as a director or officer at the time a loss is sustained. The foregoing right of indemnification shall be addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XVI
Construction

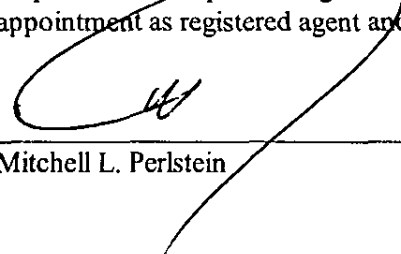
Terms utilized in these Articles of Incorporation, but not defined herein, will have the same meaning as in the Declaration. These Articles are subordinate to the terms of the Declaration; to the extent that the provisions hereof conflict with any provisions contained in the Declaration, as amended from time to time, then these Articles will be deemed automatically amended to conform to the terms of the Declaration.

IN WITNESS WHEREOF, the undersigned incorporator of this Corporation has hereunto set his and seal this 22 Day of September 2008.



MITCHELL L. PERLSTEIN

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Mitchell L. Perlstein

September 22, 2008