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## FLORIDA PROFIT/NON PROFIT CORPORATION

Village Centers at Connerton Owners Association, Inc

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Date: 9/30/2008

**ARTICLES OF INCORPORATION  
OF  
VILLAGE CENTERS AT CONNERTON OWNERS ASSOCIATION, INC.  
(A Florida Not-For-Profit Corporation)**

CONNERTON, L.L.C., for the purpose of forming a non-for-profit corporation under the Chapter 617 of the Florida Statutes (the "Act"), adopts the following Articles of Incorporation for Village Centers at Connerton Owners Association, Inc., and hereby certifies as follows:

**Article 1. Name.** The name of the Corporation is Village Centers at Connerton Owners Association, Inc. For convenience, the Corporation shall be referred to in these Articles as the "Association."

**Article 2. Address.** The address of the initial principal office of the Association and the initial mailing address of the Association is 7918 Land O' Lakes Blvd., Suite 104, Land O' Lakes, Pasco County, Florida 34638.

**Article 3. Definitions.** All capitalized terms used herein which are not defined shall have the same meaning as set forth in the Declaration of Covenants, Conditions and Restrictions for Village Centers at Connerton, recorded or to be recorded by in the Official Records of Pasco County, Florida, as same may be amended from time to time ("Declaration").

**Article 4. Purposes.** The purposes for which the Association is organized are:

(a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws of the Association ("By-Laws"), and as provided by law;

(b) to provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration.

**Article 5. Powers.** The powers of the Association shall include and be governed by the following provisions:

(a) The Association shall have all of the powers conferred upon a not-for-profit corporation under Florida statutory and common law and 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 Declaration, including, without limitation, the power:

(i) to fix, levy, collect, and enforce payment of all charges or assessments authorized by the Declaration by any lawful means; to pay all expenses in connection therewith and all administrative and other expenses incident to the conduct of the business of the Association, including, without limitation, all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

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(ii) to manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property for which the Association, pursuant to the Declaration, other covenants, easements, or contracts, 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 to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(iv) to engage in activities that actively promotes, fosters, and advances the common interests of all owners of real property subject to the Declaration;

(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, subject to such limitations as may be set forth in the Declaration or By-Laws;

(vi) to borrow money for any purpose, subject to such limitations as may be contained in the Declaration and By-Laws;

(vii) to enter into, make, perform, or 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 association, corporation, or other entity or agency, public or private;

(viii) 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;

(ix) to adopt, alter, and amend or repeal the By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, such By-Laws shall not be inconsistent with or contrary to any provisions of the Declaration;

(x) to provide any and all supplemental municipal services to the Village Centers as may be necessary or desirable; and

(xi) to sue and be sued.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article 5.

(b) The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members.

**Article 6. Membership.**

(a) The Association shall be a membership corporation without certificates or shares of stock. Each Person who is the record owner of a Parcel shall be a member and shall be entitled to vote as set forth in the Declaration and the By-Laws.

(b) Change of membership in the Association shall be established by recording in the Official Records of Pasco County, Florida, a deed or other instrument establishing record title to a Parcel in the Village Centers. 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.

(c) The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of its Parcel.

**Article 7. Term.** The Association shall be of perpetual duration unless dissolved in accordance with Florida law and the Declaration.

**Article 8. Board of Directors.**

(a) The business and affairs of the Association shall be conducted, managed, and controlled by a Board of Directors ("Board") consisting of not less than three as provided in the By-Laws. The initial Board shall consist of three directors.

(b) The names and addresses of the members of the initial Board, who shall hold office until their successors are elected and have qualified, or until their resignation or removal, are as follows:

W. Stewart Gibbons	7918 Land O' Lakes Blvd., Suite 104	Land O' Lakes, FL 34638
Dale S. Jones, Jr.	7918 Land O' Lakes Blvd., Suite 104	Land O' Lakes, FL 34638
Peter J. Boudreau	7918 Land O' Lakes Blvd., Suite 104	Land O' Lakes, FL 34638

(c) The method of election, removal, and filling of vacancies on the Board and the term of office of directors shall be as set forth in the By-Laws.

(d) The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

**Article 9. By-Laws.** The By-Laws shall be adopted by the Board and may be altered, amended, or rescinded in the manner provided in the By-Laws.

**Article 10. Indemnification.** To the extent consistent with the Act, as it exists on the date hereof or as it may hereafter be amended, the Association shall indemnify its officers, directors, and committee members as provided in the By-Laws. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**Article 11. Merger, Consolidation and Dissolution.** The Association may merge, consolidate, or dissolve only in accordance with the procedures set forth in the Act, as it may be amended from time to time. Additionally, merger, consolidation, or dissolution shall require the approval of

Owners representing at least 75% of the total votes in the Association, and the consent of the Founder during the Development and Sale Period.

**Article 12. Amendments.** These Articles may be amended only upon a resolution duly adopted by the Board, the affirmative vote or written consent of Owners representing at least 67% of the total votes in the Association, and the consent of the Founder during the Development and Sale Period.

**Article 13. Registered Agent and Office.** The initial registered office of the Association is 1200 South Pine Island Road, Plantation, Florida 33324, and the initial registered agent at such address is C T Corporation System.

**Article 14. Incorporator.** The name of the incorporator is Marie Isaac, whose address is 1200 South Pine Island Road, Plantation, Florida 33324.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of incorporation this 1<sup>st</sup> day of October, 2008.

By:  
Print Name:  
Title:

Marie Isaac  
Incorporator  
Marie Isaac  
Customer Specialist

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

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:

Village Centers at Conneron Owners Association, Inc.

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

CT Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

CT CORPORATION SYSTEM

By: \_\_\_\_\_  
Print Name: *Carrie B.*  
Title: *SECRETARY SPECIAL ASSISTANT*  
Date: *10/1/02*

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