

NO 8000011546

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000279414 3)))



H080002794143ABC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : BAKER & HOSTETLER LLP
Account Number : T19990000077
Phone : (407) 649-4043
Fax Number : (407) 841-0168

RECEIVED
08 DEC 24 PM 3:54
DIVISION OF CORPORATIONS

FLORIDA PROFIT/NON PROFIT CORPORATION

Sand Lake Building Condominium Association, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$87.50

FILED
2008 DEC 24 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

12/24

FILED
2008 DEC 24 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SAND LAKE BUILDING CONDOMINIUM ASSOCIATION, INC.

a Florida not for profit corporation

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation (the "Articles of Incorporation").

ARTICLE I - NAME

The name of this Corporation shall be SAND LAKE BUILDING CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, whose present address is 305 Acadia Lane, Celebration, Florida 34747, (the "Association").

ARTICLE II - PURPOSE

The purpose for which the Association is organized is to manage, operate and maintain the Condominium promote the benefit of the members of the Association and to operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes. The Association shall have no capital stock.

ARTICLE III - DEFINITIONS

The terms used in these Articles of Incorporation and the By-Laws shall have the same definitions as those set forth in the Declaration of Condominium for Sand Lake Building, a Condominium, (the "Declaration") and in the Condominium Act (the "Act"), unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV - POWERS AND DUTIES

The Association shall have the following powers and duties:

4.1 All of the common and statutory powers of a not-for-profit corporation under the laws of the State of Florida that are not in conflict with the provisions of these Articles of Incorporation and the Act, as amended from time to time.

4.2 To administer, enforce, carry out and perform all of the acts, functions, rights and duties except as limited by the Act, the Declaration, these Articles of Incorporation and the By-Laws including, but not limited to, the following:

a. To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property as may be necessary or convenient in the administration of the Condominium or Association Property, if any.

b. To make and collect Assessments and other charges against members of the Association as Owners to defray the costs, expenses and losses incurred or to be incurred by the Association, and to use the proceeds thereof in the exercise of the Association's powers and duties.

c. To maintain, repair, replace, reconstruct, add to, and operate the Condominium and other property acquired or leased by the Association for use by its members.

d. To purchase insurance upon the Condominium, and insurance for the protection of the Association, the members of the Board, the officers of the Association and the member and such other parties as the Association may determine.

e. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Units, Common Elements, and other areas within the Condominium or any property owned by the Association, and for the benefit of the Association's members, which power shall include the authority to impose fines for violation of such rules and regulations without Owner approval.

f. To enforce by legal means the provisions of the Act, the Declaration, these Articles of Incorporation, the By-Laws, and the Condominium Rules and Regulations of the Association.

g. To contract for the management and maintenance of the Condominium and to authorize a management agency or company to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules, and maintenance, repair and/or replacement of the Common Elements with funds as shall be made available by the Association for such purposes as well as exercising such other powers and rights delegated to it by the Association, which powers and rights are vested in the Association by virtue of the Declaration, these Articles of Incorporation, the By-Laws and the Act. The Association and its officers shall, however, retain at all times the powers and duties granted by the Declaration and the Act, including, but not limited to, the making of Assessments, promulgation of the rules, and execution of contracts on behalf of the Association. Any management and any other contracts or leases executed on behalf of the Association shall be terminable by the Association without cause upon thirty (30) days written notice without payment of a termination fee, and the term of any such agreement (except insurance policies) shall not exceed one (1) year, renewable by agreement of the parties for successive one (1) year periods.

h. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and for the proper operation of the Condominium and/or to contract with others, for the performance of such obligations, services and/or duties. Any such agreement must provide for termination by either party without cause and without payment of a termination fee on thirty (30) days or less written notice.

i. To pay taxes and assessments which are liens against any part of the Condominium, other than individual Units and the appurtenances thereto, and to assess the same against the Units subject to such liens.

j. To pay the cost of all power, water, sewer and other utility services rendered to the Condominium and not billed to owners of individual units.

k. The Association shall have the power to purchase Units in the Condominium and to hold, lease, mortgage and convey same. The Association shall have the power to own and convey property.

l. To maintain bank accounts on behalf of the Association.

m. To levy fines against Owners and/or tenants for violations of the Declaration, these Articles of Incorporation, the By-Laws and the Condominium Rules and Regulations established by the Association to govern the units in SAND LAKE BUILDING, a Condominium. The Board shall establish a procedure for the levy of such fines, which procedure shall be adopted as a part of the Condominium Rules and Regulations of the Association.

n. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

o. To appoint such committees from the membership of the Association as are deemed appropriate by the Board and to make non-binding recommendations to the Board. In making such appointments, the Board may consider, in its sole discretion, the specific areas of expertise of its membership that may be beneficial to such committees.

4.3 The Association shall make no distributions of income to its members, Directors or Officers.

4.4 The Association shall have the power to merge or consolidate with other Condominium associations and transfer the properties, rights and obligations of the Association to another surviving or consolidated association or, alternatively, the properties, rights and obligations of another association may, by operation of law, be added to the properties, rights and obligations of the Association as a surviving corporation pursuant to a merger. The surviving or consolidated association may administer the covenants and restrictions established by the Declaration, together with the covenants and restrictions established by such other association. No such merger or consolidation, however, shall affect any revocation, change or addition to the covenants and restrictions established by the Declaration, except as provided in the Declaration.

ARTICLE V - MEMBERS

5.1 The members of the Association shall consist of all the record owners of Units, even if any such Units are proposed to be build and/or have not yet been completed. Membership shall be established as to each Unit upon the recording of a Declaration, or any amendment to a Declaration, submitting the property that included the Unit to the Condominium Form of Ownership. Upon the transfer of ownership of fee title to, or fee interest in, a Unit, whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation amongst the public records in the county in which the Condominium is located of the deed or other instruments establishing the acquisition and designation the Unit affected thereby, the new Owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior Owner as to the Unit designated shall be terminated, provided, however, that the Association shall not have the responsibility or obligation of recognizing any such change in membership until it has received a true copy of the applicable deed or other instrument together with the new owner's mailing address and his local agent (if any) if the new owner resides outside of the State of Florida. Prior the recording of any Declaration, the incorporator shall be the sole member of the Association.

5.2 The share of each Owner in the funds and assets of the Association, the Common Elements, and the Common Surplus, and any membership in this Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that membership is established.

5.3 On all matters upon which the entire membership shall be entitled to vote, each Owner shall have be entitled to a vote equal to such Unit's percentage interest in the undivided Common Elements, which shall be in proportion to the square footage attributable to such Unit as compared to the total square footages attributable to all Units, as depicted in Exhibit D of the Declaration. In the event any Unit is owned by more than one person and/or by any entity, the vote for such Unit shall be cast in the manner provided by the Declaration and By-Laws.

5.4 The By-Laws shall provide for an annual meeting of the members of the Association and may make provision for regular and special meetings.

ARTICLE VI - TERM OF EXISTENCE

The Association shall have perpetual existence unless terminated in accordance with Florida law.

ARTICLE VII - MEMBERS OF THE BOARD OF DIRECTORS

7.1 The affairs of the Association shall be managed by a board of directors (the "Board") consisting of three (3) or five (5) members. The initial board shall consist of three (3) members.

7.2 The initial Board named in the Articles of Incorporation shall serve until the first annual meeting of the Board. Members of the Board shall be elected at the annual meeting of the Association members in the manner specified in the By-Laws. The members of the Board may be removed by the Members of the Association as provided in the By-Laws and vacancies on the Board caused by such removal shall be filled in the manner specified in the By-Laws.

7.3 All of the duties and powers of the Association existing under the Act, the Declaration, these Articles of Incorporation and the By-Laws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the members only when specifically required.

ARTICLE VIII – OFFICERS

The officers of the Association shall be a President, Vice President, Secretary, treasurer and such other officers as the Board may from time to time by resolution create. The officers shall serve at the pleasure of the Board and the By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

ARTICLE IX – INDEMNIFICATION

9.1 The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, officer or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association. In the event of settlement, the indemnification provided for herein shall be available only when the Board of the Association approves such settlement in advance. The termination of any action, suit or proceeding by judgment, order, settlement, conviction of any action, suite or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe his conduct was unlawful.

9.2 To the extent that a director, officer or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

9.3 Any indemnification under Section 9.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the member of the Board, officer or committee member is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 9.1 above. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of members of the Board who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested members of the Board of Administrators so directs, by independent legal counsel in written opinion, or (c) by approval of not less than a majority of the members.

9.4 Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interest members of the Board in the specific case upon receipt of an undertaking by or on behalf of the officers or members of the

Board to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association hereunder.

9.5 The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida and the By-Laws, agreement, vote of members or otherwise; and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

9.6 The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or committee member of the Association, or is or was serving at the request of the Association as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles of Incorporation.

ARTICLE X - BY-LAWS

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

ARTICLE XI - AMENDMENTS

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

11.1 Either (i) a majority of the Board or (ii) one of the members of the Association shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be the annual or a special meeting.

11.2 Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the By-Laws for the giving of notice of meeting to members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

11.3 At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of all the members of the Association. Members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting.

11.4 Any number of amendments may be submitted to the members and voted upon by them at any one meeting.

11.5 If not less than a majority of the members of the Board or not less than all of the members eligible to vote, sign and acknowledge a written statement manifesting their intention that an amendment to these Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied. Such statement must be executed in the manner required for the execution of a deed.

11.6 No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members without approval in writing by all of the members and the joinder of all record owners of mortgages upon the Units. No amendment shall be made that is in conflict with the Act of the Declaration. Article VI

may not be amended without the written consent of the Developer as long as the Developer is a member of the Association.

11.7 Upon the arrival of an amendment to these Articles of Incorporation, Articles of Incorporation of amendment shall be executed and delivered to the Secretary of State, State of Florida, as provided by law, and a copy certified by the Secretary of State shall be recorded in the public records of Orange County.

11.8 Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity or as may be necessary to conform these Articles to any governmental statutes.

ARTICLE XII - INCORPORATOR

NAME

ADDRESS

David H. Derderian

305 Acadia Lane
Celebration, Florida 34747

**ARTICLE XIII - INITIAL REGISTERED
OFFICE, ADDRESS AND NAME OF REGISTERED AGENT**

The street address of the initial registered office of the Association is 305 Acadia Lane, Celebration, Florida 34744. The initial registered agent of the Association at that address is David H. Derderian.

ARTICLE XIII - PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Association shall be 305 Acadia Lane, Celebration, Florida 34747, or at such other place as may be subsequently designated by the Board.

24 **IN WITNESS WHEREOF** the Incorporator and the Initial Registered Agent have executed these Articles on the day of December, 2008.

Print Name: JEFFREY L. NICHOLS

Sally Nyland
Print Name: SALLY NYLAND

David H. Derderian
Name: David H. Derderian
Incorporator

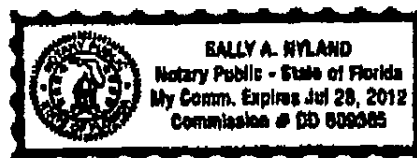
STATE OF FLORIDA COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid, personally appeared David H. Derderian, to me known to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 24 day of December, 2008.

Sally A. Nyland

NOTARY PUBLIC Print Name: SALLY A. NYLAND
My Commission Expires: 7/28/2012
Commission No.: DD 809365



Print Name: Jeffery H. Derderian

Sally Nyland

Print Name: SALLY NYLAND

DD

Name: David H. Derderian
Registered Agent

STATE OF FLORIDA COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid, personally appeared David H. Derderian, to me known to be the person described as the registered agent in and who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 24 day of December, 2008.

Sally A. Nyland

NOTARY PUBLIC Print Name: SALLY A. NYLAND
My Commission Expires: 7/28/2012
Commission No.: DD 809365



**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS IN THIS STATE**

PURSUANT to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Act:

SAND LAKE BUILDING CONDOMINIUM ASSOCIATION, INC., a not-for-profit corporation, desiring to organize under the laws of the State of Florida, with its principal office at 305 Acadia Lane, Celebration, Florida 34747, has named David H. Derderian, located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: _____

Name: David H. Derderian

Registered Agent Date: 12/24/08

FILED
2008 DEC 24 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA