

Fax Audit No. ALE 110

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**Section 2.** The Association shall have all of the powers, rights and privileges that a corporation organized under the Florida Not For Profit Corporation Act may now or hereafter have or exercise, provided that such powers, rights, and privileges do not conflict with the terms of these Articles, the Bylaws, the Declaration, and Chapter 718, F.S., and provided further that the Association shall have the powers, rights, and privileges reasonably necessary or convenient to operate, maintain, and manage the Condominium pursuant to the Declaration and Bylaws, as amended from time to time, other documents or agreements that may exist from time to time pertaining to the Condominium, and Chapter 718, F.S. In addition, the Association shall have the following specific powers and duties:

(b) Assessments: Management of Common Elements. The Association has the power to make and collect Assessments as to each Parcel and to lease, maintain, repair, replace, alter, add to, improve, administer, and operate the common elements and limited common elements as provided in the Declaration and applicable law. The Association may pay ad valorem taxes and

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The Association may not charge a use fee against a Member for the use of the common elements or the Association property unless otherwise provided in the Declaration or by a majority vote of the Association or unless the charges relate to the expenses incurred by a Member having exclusive use of the common elements or Association Property.

(d) Operation of Phase Condominiums. The Association may not operate the Condominium in a phase project.

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(f) Purchase of Leases. The Association has the power to purchase any land lease or recreation lease as provided in the Declaration.

(h) Easements. Except as prohibited or as otherwise proscribed by the Declaration, the Board has the authority, without the joinder of any Member, to grant, modify, or move any easement, if the easement constitutes part of or crosses the common elements, the limited common elements, or Association Property. The Board is not authorized to modify, move, or vacate any easements created in whole or in part for the use or benefit of anyone other than the Members, or which crosses the property of anyone other than the Members, without consent or approval of those persons having the use and benefit of the easement, as required by law or by the instrument creating the easement. Nothing in this subsection affects the minimum requirements of Section 718.104(4) (m), F.S. or the powers enumerated in Section 718.111(3), F.S.

Every insurance policy issued to an individual Member shall provide that the coverage afforded by such policy is excess over the amount recoverable under any other policy covering the same property without rights of subrogation against the Association.

(j) Official Records. From the inception of the Association, the Association shall "maintain each of the items, when applicable, which shall constitute the official records of the Association which are more fully set out in Section 718.111(12) (a) I-15, F.S. The official records of the Association shall be maintained with the state. The official records of the Association shall be made available to a Member as required by Section 718.111(12) (b)-(d), F.S.

(k) Financial Reports. The Association shall prepare and deliver financial reports in accordance with Section 718.111(13), F.S.

(1) Commingling. All funds shall be maintained separately in the Association's name. Reserve and operating

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funds of the Association may not be commingled for purposes of investment. No manager or business entity required to be licensed or registered under Section 468.32, F.S., and no agent, employee, officer, or director of the Association shall commingle any Association funds with his funds or with funds from any other condominium association.

(m) Rules and Regulations. The Association has the power to adopt Rules and Regulations concerning the Parcels, the common elements, the limited common elements, and Association property.

(n) Enforcement. The Association has the power to enforce by legal means the provisions of Chapter 718, F.S., and the Condominium Documents.

(o) Employment of Service Personnel. The Association has the power to employ personnel and enter into agreements reasonably necessary for the performance of services required for the proper exercise of the rights, duties, powers, and functions of the Association.

(p) Contracts for Services. The Association has the power to enter into contracts the Board deems desirable and reasonable, for the provision of services to the Association or the Members, including but not limited to contracts for telephone, water, sewer, gas, cable television, security, and pest control services.

(q) Contract for Management and Maintenance. The Association has the power to contract for the management and maintenance of the Condominium and to authorize a management firm to act as the managing entity of the Condominium, and accordingly, perform all of the functions and duties of the Association in its capacity as the managing entity pursuant to the Declaration, and any applicable law.

(r) Authorize Private Use of the Common Elements. The Association may authorize Members or others to use portions of the common elements for private purposes. Reasonable charges

(s) **Other Authority.** The Association has the power to exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth in these Articles and as permitted by the applicable *Florida Statutes*.

Article III  
Qualification of Members and  
the Manner of their Admission

**Section I.** The Incorporators constitute the sole Members of this Association until the recording of the Declaration naming the Association as the condominium association. On recording of the Declaration, the Developer shall own all of the memberships in the Association. When the purchase price is paid and the deed to a Parcel is issued and recorded, the Owner automatically becomes a Member. If additional phases are added to the Condominium, the Developer initially shall hold all new memberships created, and when the purchase price is paid and the deed to a Parcel is issued and recorded, the Owner automatically becomes a Member.

**Section 2.** Ownership of a Parcel shall be a prerequisite to exercising any rights, powers, and privileges as a Member. A Parcel may be owned by one or more individuals or by a corporation, partnership, trust, or any other appropriate entity with the power to hold title.

**Section 3.** Membership shall terminate on the termination of the Condominium, or on transfer of a Member's ownership in the Parcel (for that Parcel only if more than one is owned), provided the transfer is accomplished in accordance with all provisions of the Declaration. The transferor's membership automatically shall transfer and be vested in the new Owner succeeding to the ownership interest in the Parcel, subject to a lien for all unpaid Assessments as to the Parcel. The Association may rely on a recorded deed as evidence of





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#### Article VII Board of Directors

Section 1. The affairs of the Association shall be managed and conducted by a Board consisting of at least 3 natural persons who are 18 years of age or older.

Section 2. The initial Board shall consist of 3 persons. The names and addresses of the initial Board who shall hold office until their successors have been elected and qualified are as follows:

William N. Asma  
Walter S. Toole, II  
George Spigener, III

Provisions regarding the election, removal, and filling of vacancies on the Board shall be stated in the Bylaws.

#### Article VIII Bylaws

The power to adopt the Bylaws shall be vested in the Board. Thereafter the Bylaws may be amended, altered, modified, or rescinded by the action or approval of a majority of a quorum of Members present, in person or by proxy, at a regular or special meeting of the Members. However, any such change of the Bylaws shall not affect the rights or interests of the Developer, its successors, or assigns, or a mortgagee of any Condominium property or any Parcel without the written consent of the Developer and/or mortgagee, respectively. The manner of amending, altering, modifying, or rescinding the Bylaws shall be as set forth in the Bylaws.

#### Article IX Amendments to Articles

Section 1. Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board shall adopt a resolution setting forth the proposed amendment and, if Members have been admitted, direct that it be submitted to a vote at a meeting of the Members, which may be either the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by

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a vote of the majority of directors and the provisions for adoption by Members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changed to be effected shall be given to each Member of record entitled to vote within the time and in the manner provided in these Articles for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting having a quorum in attendance in person or by proxy, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted on receiving the affirmative vote of 75% of the number of votes cast by the Members in person or by proxy at such meeting.

Section 2. Any number of amendments may be submitted to the Members and voted on by them at one meeting.

Section 3. Notwithstanding anything in these Articles to the contrary, no amendment shall make any change in the qualifications for membership without approval in writing of all of the Members and the consent of all record holders of mortgages on any Condominium Property or Association Property. No amendment shall be made that is in conflict with Chapter 718, F.S., or the Declaration. No amendment which affects the rights and privileges provided to the Developer in Chapter 718, F.S., or the Declaration shall be effective without written consent of the Developer. No amendment shall be effective until filed in accordance with the applicable Florida corporation laws and a certified copy of the Articles of Amendment to these Articles is recorded in the Public Records of Orange County, Florida.

## Article X Voting

Section 1. Each Parcel is entitled to one vote pursuant to the terms and conditions of the Declaration.

**Section 2.** Votes may be cast either in person or by proxy, subject to the provisions of the Bylaws and Chapter 718, F.S. Any person appointed as proxy may, but need not be, an officer or director of the Association, or affiliated with Developer, its successors, or assigns.

**Section 3.** For purposes of these Articles, the Bylaws, the Declaration, or any other document of the Association or Condominium, the term "all Members" when used with reference to voting shall mean the total of all Members entitled to vote and shall not mean just those Members present at the meeting in person or by proxy. No vote appurtenant to a Parcel shall be cast at any meeting unless the Member(s) owning the Parcel is registered on the membership book of the Association.

Article XI  
Additional Provisions

**Section 1.** No officer, director, or Member shall be personally liable for any debt or other obligation of the Association except as provided in the Declaration.

**Section 2.** The Association shall not be operated for profit. No dividend shall be paid, and no part of the income of the Association shall be distributed to its Members, directors, or officers. The Association may pay compensation in a reasonable amount to its Members, directors, or officers for services rendered, may confer benefits on its Members in conformity with its purposes, and on dissolution or final liquidation may make distributions to its Members as permitted by a court of competent jurisdiction. No such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income.

**Section 3.** When the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

**Section 4.** Should any paragraph, sentence, phrase, or portion of any provision of these Articles or of the Bylaws or rules and regulations be held invalid or held inapplicable to

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certain circumstances, it shall not affect the validity of the remaining parts, the remaining instruments, or the application of such provisions to different circumstances.

**Article XII**  
**Registered Agent**

The name and address of the initial registered agent, and the address of the initial registered office of the service of process on the Association within Florida are:

William N. Asma P. A.  
884 South Dillard Street  
Winter Garden, FL 34787

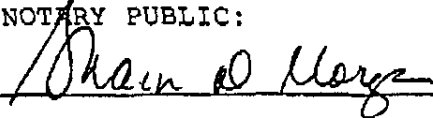
The above address is also the address of the registered office and the principal office of the Association.

In witness whereof, the subscribing Incorporator has set his hand and seal and caused these Articles of Incorporation to be executed this 20 day of January, 2009.

  
\_\_\_\_\_  
William N. Asma

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20 day of January, 2009, by William N. Asma, who is personally known to me or who has produced \_\_\_\_\_ as identification, who executed the foregoing Articles of Incorporation, who did take an oath, and who acknowledged to me that he executed the same freely and voluntarily for the uses and purposes expressed in the Articles.

NOTARY PUBLIC:  
  
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