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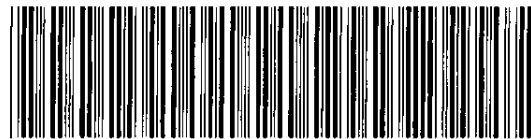
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November 30, 2009

Florida Department of State
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P. O. Box 6327
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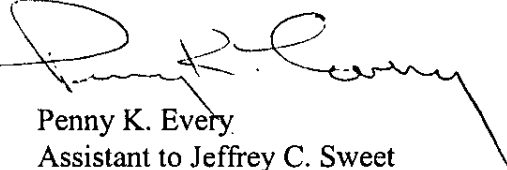
Re: Tuscany Town Center Association, Inc.
Document # P05000118303
New Document - Tuscany Town Center Association, Inc., a Florida non-profit corporation

To Whom It May Concern:

Attached please find original Articles of Dissolution **and** original Articles of Incorporation incident to the captioned matter. The above two referenced entities have the same officers and directors. The originally filed **for profit** corporation was filed in error. After the new **non-profit** entity is filed, it will never be converted back to a for profit corporation.

With kind regards, I remain,

Very truly yours,


Penny K. Every
Assistant to Jeffrey C. Sweet

Enclosures

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 202591 80745A

AUTHORIZATION :

COST LIMIT : \$ PREPAID (78.75)

ORDER DATE : December 1, 2009

ORDER TIME : 9:52 AM

ORDER NO. : 202591-010

CUSTOMER NO: 80745A

DOMESTIC FILING

NAME: TUSCANY TOWN CENTER
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap - EXT. 2951

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

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Please
file
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**ARTICLES OF INCORPORATION
OF
TUSCANY TOWN CENTER ASSOCIATION, INC.**

(A Corporation not for profit under
the laws of the State of Florida.)

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TALLAHASSEE, FLORIDA

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The undersigned hereby associate themselves into a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1.
NAME

The name of the corporation shall be TUSCANY TOWN CENTER ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the "Association."

ARTICLE 2.
PURPOSE

2.1 The purpose for which the Association is organized is to provide an entity for the ownership, operation and management of real property and improvements, located within the Venetian Bay Subdivision located in New Smyrna Beach, Volusia County, Florida (the "Property"), and to undertake the duties and acts incident to administration, management and operation of said Property. The legal description of the property owned and/or managed by the Association is attached hereto as Exhibit A.

2.2 The Association shall make no distributions of income to its members, directors or officers, being conducted as a non-profit organization for the benefit of its members.

ARTICLE 3.
POWERS

The Association shall have the following powers:

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties reasonably necessary to operate the Property pursuant to the Declaration of Protective Covenants, Restrictions and Cross Easements, as it may be amended from time to time, these Articles and By-Laws of the Association, including but not limited to the following:

a. To make and establish reasonable rules and regulations governing the use of the property by, the general public and the suite owners served by the Property and their guests, invitees, tenants and lessees.

b. To make and collect assessments against members of the Association as suite owners to pay the costs, expenses and fees associated with the Property.

c. To use the proceeds of assessments in the exercise of its powers and duties.

d. To maintain, repair, replace, operate and manage the Property, including the right to reconstruct improvements after casualty and to make further improvements to the Property.

e. To purchase insurance upon the Property and insurance for the protection of the Association.

f. To regulate parking, signage, ingress and egress, pedestrian traffic, stormwater retention and utilities.

g. To enforce by legal means the provisions of the Declaration of Condominium of Tuscany Square I, a condominium as recorded in Official Records Book 5922, page 1207, Public Records of Volusia County, Florida as it relates to Association Members, the Declaration of Protective Covenants, Restrictions and Cross Easements, these Articles of Incorporation, the By-Laws of the Association and the rules and regulations governing the use of the Property.

h. To contract for the management of the Property and to delegate to such contractors all powers and duties of the Association except such as are specifically required by these Articles and/or By-Laws to have approval of the Board of Directors or the membership of the Association.

i. To contract for the management or operation of portions of the Property Common Elements susceptible to separate management or operation.

j. To employ personnel to perform the services required for proper operation of the Property.

k. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to these Articles or the Declaration of Protective Covenants, Restrictions and Cross Easements.

3.3 All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the members in accordance with the provisions of these Articles of Incorporation and the By-Laws.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Articles and the By-Laws.

ARTICLE 4.
MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

4.1 The members of the Association shall consist of all of the record owners of suites in the twenty four (24)(formerly three (3)) commercial condominium units ("Commercial Units") located on the first (ground) floor and labeled, Suite A through Suite X, inclusive as identified in the Declaration of Condominium of Tuscany Square I, a condominium and recorded at Official Records Book 5922, page 1207, Public Records of Volusia County, Florida, as amended. The initial condominium plat contains three (3) Commercial Units that were subsequently subdivided into twenty four (24) Commercial Units all occupying the same space as the original three (3) units. No other persons or entities shall be entitled to membership except as provided in Paragraph 4.5 of this Article 4. After termination of the condominium, the members of the Association shall consist of those who are members at the time of such terminated condominium and their successors and assigns.

4.2 Change of membership in the Association shall be established by recording in the public records of Volusia County, Florida, a deed or other instrument establishing a record title to a suite in the Condominiums referenced in paragraph 4.1 above. The owner or owners designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated. The Association may require delivery to the Association of a true copy of the recorded deed as a condition of permitting a member to vote and to use the Property.

4.3 The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his suite. The funds and assets of the Association belong solely to the Association subject to the limitation that same be expended, held or used for the benefit of the membership and for the purposes authorized herein, and in the By-Laws which may be hereafter adopted.

4.4 On all matters upon which the membership shall be entitled to vote, there shall be one vote appurtenant to each suite, which vote shall be exercised or cast in the manner provided in the By-Laws of the Association.

4.5 Until such time as the Amendment to the Declarations of Condominium is recorded, converting the three (3) units to twenty four (24) units, the membership of the Association shall be comprised of the subscribers of these Articles, each of whom shall be entitled to cast one (1) vote on all matters on which the membership shall be entitled to vote. It is contemplated that the Amendment to the Declaration of Condominium will be recorded simultaneously. Thereafter, the suite owners or their successors shall comprise the membership of the Association.

4.6 The Commercial Units are incorporated within a condominium regime entitled Tuscany Square I, a condominium as further described in Exhibit A. The Commercial Units were assigned

three (3) votes in the Condominium Association, Tuscany Square I Condominium Association, Inc. ("Condominium Association"). The three (3) votes for the Commercial Units in the Condominium Association shall be cast by the President of the Association. In the absence of the President, the votes will be cast by the Vice President.

ARTICLE 5.
PRINCIPAL OFFICE

The principal office of the Association shall be located at 424 Luna Bella Lane, Suite 133, New Smyrna Beach, FL 32168, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE 6.
DIRECTORS

6.1 The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than five (5) directors. The number of members of the Board of Directors shall be as provided from time to time by the By-Laws of the Association, and in the absence of such determination shall consist of three (3) directors. Directors need not be members of the Association.

6.2 Directors of the Association shall be selected and designated at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

6.3 The names and addresses of the members of the first Board of Directors who shall hold office until their successors have qualified, are as follows:

Jerry S. Johnson	424 Luna Bella Lane, Suite 133 New Smyrna Beach, FL 32168
------------------	--

Dipak Jobalia	424 Luna Bella Lane, Suite 133 New Smyrna Beach, FL 32168
---------------	--

Arthur O. Campbell	424 Luna Bella Lane, Suite 133 New Smyrna Beach, FL 32168
--------------------	--

6.4 The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE 7.
OFFICERS

The affairs of the Association shall be administered by the officers who shall be appointed by and shall serve at the pleasure of the Board of Directors. The officers are not required to be members of the Association. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME TITLE</u>	<u>ADDRESS</u>
Jerry S. Johnson - President	424 Luna Bella Lane Suite 133 New Smyrna Beach, FL 32168
Dipak Jobalia - Vice President	424 Luna Bella Lane Suite 133 New Smyrna Beach, FL 32168
Arthur O. Campbell - Secretary/Treasurer	424 Luna Bella Lane Suite 133 New Smyrna Beach, FL 32168

ARTICLE 8.
INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association, to the extent the Association is insured, against all expenses and liabilities, including reasonable attorneys' fees, incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part of in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approved such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE 9.
BY-LAWS

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

ARTICLE 10.

TERM

The effective date upon which this Association shall come unto existence shall be the date of subscription and acknowledgment of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE 11.

AMENDMENTS

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

11.1 A Resolution for the adoption of a proposed amendment may be proposed by the Board of Directors or any owner of a suite in the Condominiums referenced in paragraph 4.1 whether meeting as members or by instrument in writing signed by them.

11.2 Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a day no sooner than ten (10) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed to or presented personally to each member not less than seven (7) nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be assumed to be properly given when deposited in the United States Mail, addressed to the member at his post office address as it appears on the records of the Association, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member waive such notice, and such waiver when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of two thirds (2/3) of the members of the Association in order for such amendment or amendments to become effective.

A copy of each amendment, after it has become effective, shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida, and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the public records of Volusia County, Florida, promptly after the same are so registered.

11.3 At any meeting held to consider any amendment or amendments of these Articles

of Incorporation, the written vote of any member of the Association shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Association at or prior to such meeting.

11.4 In the alternative, an amendment may be made by an agreement executed by all the record owners of all suites with the formality required for a deed.

11.5 No amendment shall make any changes in the qualification for membership, nor any change in Article 3 hereof, without approval in writing of all members and the joinder of the City of Ormond Beach, Florida. No amendment shall be made that is in conflict with the these Articles or the Declaration of Protective Covenants, Restrictions and Cross Easements. No amendment shall make any change in the voting rights of members unless the members whose rights are affected and the holders of mortgages encumbering their suites consent in writing to such change.

ARTICLE 12.

SUBSCRIBERS

The names and addresses of the subscribers to the Articles of Incorporation are as follows:

NAME	ADDRESS
Jerry S. Johnson	424 Luna Bella Lane Suite 133 New Smyrna Beach, FL 32168
Dipak Jobalia	424 Luna Bella Lane Suite 133 New Smyrna Beach, FL 32168
Arthur O. Campbell	424 Luna Bella Lane Suite 133 New Smyrna Beach, FL 32168

IN WITNESS WHEREOF, the subscribers have affixed their signatures this the 23rd day of November, 20 .

Signed, sealed and delivered in our presence:

[Signature]
(First Witness)

[Signature]
Jerry S. Johnson

Jeffrey C. Sweet
(Printed/typed name)

[Signature]
(Second Witness)

[Signature]
Dipak Jobalia

Penny K. Every
(Printed/typed name)

[Signature]
Arthur O. Campbell

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 23rd day of November, 2009 by Jerry S. Johnson who ☒ are personally known to me or [] who has produced _____ as identification and who [] did ☒ did not take an oath.

SEAL:



[Signature]
NOTARY PUBLIC
My Commission Expires:

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 23rd day of Nov., 2009 by Dipak Jobalia who ☒ are personally known to me or ☐ who has produced _____ as identification and who ☐ did ☐ did not take an oath.



Penny K. Every
NOTARY PUBLIC
My Commission Expires:

SEAL:

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 23rd day of Nov., 2009 by Arthur O. Campbell who ☒ are personally known to me or ☐ who has produced _____ as identification and who ☐ did ☒ did not take an oath.



Penny K. Every
NOTARY PUBLIC
My Commission Expires:

SEAL:

**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

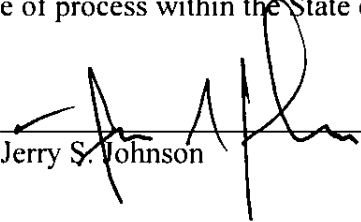
Pursuant to Section 48.091, Florida Statutes, Tuscany Town Center Association, Inc., desiring to incorporate under the laws of the State of Florida hereby designates Jerry S. Johnson at 424 Lunna Bella Lane, Suite 133, New Smyrna Beach, FL 32168 as its Registered Agent and the street address of its office, respectively, for the service of process within the State of Florida.

**TUSCANY TOWN CENTER
ASSOCIATION, INC.**

By: 
Jerry S. Johnson, President

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the foregoing designation as Registered Agent of Tuscany Town Center Association, Inc. for the service of process within the State of Florida.


Jerry S. Johnson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A TO ARTICLES

1. 3 Condominium Units; defined as Commercial Unit 1, Commercial Unit 2 and 1st Commercial Unit 3, in accordance with Declaration of Condominium and Exhibits thereto, recorded at Official Records Book 5922, page 1207, Public Records of Volusia County, Florida, and the subsequent Amendment to the Declaration of Condominium converting the three (3) Units to twenty four (24) units.
2. Burdened Right of Way parcel; described in attached sketch and legal description.
3. Tract T; defined as Tract T, per the Plat of Venetian Bay Phase IB-Unit I, as recorded at Plat Book 52, page 71, of the Public Records of Volusia County, Florida.