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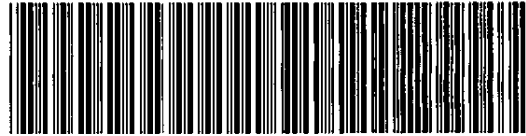
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J. Shivers SEP 26 2011



Richard E. Larsen\*<sup>1</sup> | Frank A. Ruggieri\* | Thomas R. Slaten, Jr.\*  
Petryk Ozim | M. Florence King | Jason A. Martell  
\*Shareholder \*Admitted in Florida and Illinois

September 19, 2011

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

Re: **Articles of Incorporation for  
Villas at Tucker Oaks Homeowners Association, Inc.**

Dear Sir or Madam:

I am enclosing herewith an original Articles of Incorporation (and one copy) for the above-referenced corporation for filing. In addition, a check in the amount of \$70.00 is enclosed representing the following:

Filing fee:	\$ 35.00	\$35.00
Registered agent fee:	\$ 35.00	<u>\$35.00</u>
Total:		\$70.00

Upon filing, please return the copy of the Articles of Incorporation to the undersigned. Your prompt attention to this matter is greatly appreciated.

Sincerely,

  
Patryk Ozim

PO/wkc  
Enclosures

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ARTICLES OF INCORPORATION

OF

THE VILLAS AT TUCKER OAKS HOMEOWNERS' ASSOCIATION, INC.

The undersigned individual, acting as Incorporator of a Corporation under §617.1007, Florida Statutes, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME: The name of the corporation is **THE VILLAS AT TUCKER OAKS HOMEOWNERS' ASSOCIATION, INC.**, hereafter referred to as the "Association." The principal address of the Association shall be 15560 W. Colonial Drive, Winter Garden, Florida 34787.

ARTICLE II

**PURPOSE AND POWERS:** The Association is being established in connection with that certain residential real estate development commonly known as "The Villas at Tucker Oaks." The purpose for which the Association is organized is to provide an entity for the maintenance and preservation of the residential Lots, Common Areas, and such other areas located within The Villas at Tucker Oaks which is subject to Declaration of Covenants and Restrictions for The Villas at Tucker Oaks ("Declaration") to be recorded in the Official Records of Orange County, Florida, or such other areas over which the Association may own or acquire easement or other rights which are outside the Subdivision, and to maintain the Common Areas and other areas including, but not limited to, landscape areas, signage, entrance ways, roads, open spaces, landscape buffer areas, lakes, water retention and management areas, active and passive recreation areas, drainage systems, conservation areas and conservation buffer.

The Association is organized and shall exist as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or Officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles of Incorporation, the Declaration or Chapter 617 and Chapter 720, Florida Statutes, as it may hereafter be amended, including, but not limited to, the following:

- (A) To make and collect Assessments against Members of the Association to

defray the costs, expenses and losses of The Villas at Tucker Oaks Homeowners' Association, Inc., and to use the proceeds of Assessments in the exercise of its powers and duties.

- (B) To protect, maintain, repair, replace and operate the Common Areas.
- (C) To purchase insurance upon the Common Areas and/or Association owned properties for the protection of the Association and its Members.
- (D) To make, amend and enforce reasonable Rules and Regulations governing the use of the Common Areas, Lots and the operation of the Association.
- (E) To approve or disapprove the transfer of ownership, leasing and occupancy of Lots, as provided by the Declaration.
- (F) To enforce the provisions of the Declaration, these Articles of Incorporation, and the Bylaws and any Rules and Regulations of the Association.
- (G) To contract for the management and maintenance of Common Areas to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the Membership of the Association.
- (H) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.
- (I) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real and personal property in connection with the affairs of the Association, including the conveyance or acceptance of easements.
- (J) To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.
- (K) To maintain landscape buffer areas, lakes, water retention and management areas, active and passive recreation areas, drainage systems, conservation areas and conservation buffers as may be required by the Declaration.
- (M) The Association shall operate, maintain and manage the surface water or

stormwater management system(s) in a manner consistent with the requirements of the Water Management District permit and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

All funds and the title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

### ARTICLE III

MEMBERSHIP & VOTING RIGHTS: Membership and voting rights shall be consistent with the requirements as identified in the Declaration.

### ARTICLE IV

TERM: The term of the Association shall be perpetual. However, if the Association is dissolved, the control or right of access to the property containing the Stormwater Management System shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the Stormwater Management System shall be conveyed to a non-profit Corporation similar to the Association.

### ARTICLE V

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

### ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association will be administered by a Board of Directors consisting of three (3) Directors. Directors must be Members of the Association, unless appointed by the Declarant.
- (B) Directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

- (C) The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected each year by the Board of Directors at its first meeting after the Annual Meeting of the Members of the Association, and they shall serve at the pleasure of the Board.

Initial Board of Directors are:

Adam Schott	President
Gregg Ingham	Vice President
John Auld	Treasurer/Secretary

#### ARTICLE VII

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

- (A) Proposal. Amendments to these Articles of Incorporation may be proposed by a majority of the Board.
- (B) Procedure. Upon any Amendment or Amendments to these Articles of Incorporation being proposed by said Board, such proposed Amendment or Amendments shall be submitted to a vote of the Members not later than the next Annual Meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise required for by Florida Law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any Annual or Special Meeting, provided that notice of any proposed Amendment has been given to the Members of the Association, and that the notice contains a fair statement of the proposed Amendment.
- (D) Declarant Amendment Rights. As long as there remains a Class "B" Membership, the Declarant will have the right to amend these Articles of Incorporation without obtaining the consent of the Association's Membership. As long as there remains a Class "B" Membership, no Amendment to these Articles of Incorporation shall be effective without the written consent of the Declarant. As long as there is a Class B membership, amendments will require the prior approval of the FHA and/or the VA.
- (E) Mergers. The Association may merge into another surviving homeowners' association pursuant to Chapter 617 or 720, Florida Statutes. Notwithstanding the requirements of this Article VII, any proposed amendment or action required to effectuate a merger pursuant to Chapter 617 or 720, Florida Statutes, need only to be approved by a majority vote of

the Board of Directors.

#### ARTICLE VIII

##### REGISTERED AGENT:

The registered agent of the Association shall be:

Christina Mahon

The office of the registered agent shall be at the following address:

5850 T. G Lee Boulevard, Suite 600, Orlando, Florida 32822.

#### ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida Law, the Association shall indemnify and hold harmless every Director and every Officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:


- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or Officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or Officers appointed by the Declarant, in a proceeding brought by or on behalf of the Association.

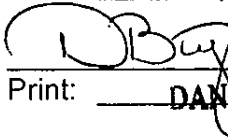
In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled.

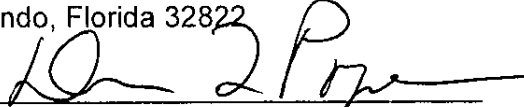
IN WITNESS WHEREOF, the incorporator has hereunto affixed his signature on the date as set forth below.

**INCORPORATOR**

D.R. HORTON, INC., a Delaware corporation  
5850 TG Lee Boulevard, Suite 600  
Orlando, Florida 32822

  
Print: Grace Ingram

  
Print: DANIELLE BINGHAM

By:   
Print Name: Donna L. Pope  
Title: Vice President/City Manager

STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 15 day of Sept, 2011, by Donna L. Pope as Vice President/City Manager of D.R. HORTON, INC., a Delaware corporation, on behalf of the Corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.

(SEAL)



  
Notary Public, State of Florida  
DANIELLE BINGHAM

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Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0505 Florida Statutes.

  
REGISTERED AGENT