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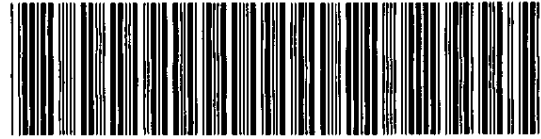
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C.L.
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CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Magic Village Resort Association, Inc.

- Art of Inc. File _____
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- UCC 11 Search _____
- UCC 11 Retrieval _____
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Signature _____

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02/04/15

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
MAGIC VILLAGE RESORT ASSOCIATION, INC.,
a Florida corporation not for profit**

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N13000005960

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned Directors and Officers, hereby file this Amended and Restated Articles of Incorporation of Magic Village Resort Association, Inc., with the Florida Department of State, and certify:

Certification of Approval of Amendment to Article of Incorporation

Pursuant to Article XIII of the initial Articles of Incorporation of Magic Village Resort Association, Inc., filed with the Florida Secretary of State on June 27, 2013, no less than two-thirds (2/3) vote of the Lot Owners of Magic Village are required to amend the Articles of Incorporation. These Amended and Restated Articles of Incorporation of Magic Village Resort Association, Inc. were duly adopted and approved by the unanimous vote and approval of the sole Lot Owner and sole Member of Magic Village Resort Association, Inc., the Developer, Magic Village, LLC, a Florida limited liability company, at a duly noticed meeting of the Membership on October 21, 2014, at the offices of the Association located at 121 South Orange Avenue, Suite 850, Orlando, Orange County, Florida 32801.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is *MAGIC VILLAGE RESORT ASSOCIATION, INC.*, a corporation not for profit under the provisions of Chapter 617 of the *Florida Statutes* (hereinafter referred to as the "Association").

**ARTICLE II
PRINCIPAL OFFICE OF THE ASSOCIATION**

The initial principal office of the Association is located at 121 South Orange Avenue, Suite 850, Orlando, Florida 32801, or other location designated by the Board of Directors.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

RODRIGO CUNHA, with an office at 121 South Orange Avenue, Suite 850, Orlando, FL 32801, is hereby appointed the initial Registered Agent of this Association.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance, preservation

and architectural control of the Lots, Streets, and Common Areas with the Property described as:

MAGIC VILLAGE, according to the plat thereof recorded in Plat Book 23 Page 95 in the Public Records of Osceola County, Florida,

together with such Additional Property located in Osceola County, Florida, if any, which may be brought within the jurisdiction of the Association from time to time, as provided in the "Declaration" referred to hereinbelow, and to promote the health, safety and welfare of the residents within the above described Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

A. Exercise of all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Easements, and Restrictions for Magic Village Resort, hereinafter called the "Declaration", applicable to the Property and recorded or to be recorded in the Public Records of Osceola County, Florida, as the same may be amended from time to time as therein provided; said Declaration being incorporated herein as if set forth at length (all capitalized terms, unless otherwise provided herein, shall have the same meaning as defined in the Declaration) and pursuant to Chapter 720, Florida Statutes;

B. Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Property of the Association;

C. 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 or personal property in connection with the affairs of the Association;

D. Borrow money, mortgage or pledge any or all of its real or personal property as security for money borrowed or debts incurred;

E. Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been approved by a majority of the Lot Owners (excluding the Declarant), agreeing to such dedication, sale or transfer; provided, however, the Association shall have the right to grant permits, easements or licenses to a public agency or utility company for utilities, roads, other purposes reasonably necessary or useful for the proper maintenance or operation of the Property, which grants shall not be deemed a dedication, sale or transfer requiring the consent of Members;

F. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided than any such merger, consolidation, or annexation shall comply with the requirements of the Declaration;

G. Have and to exercise any and all powers, rights and privileges which a corporation organized under Florida's Not For Profit Corporation Act by law may now or hereafter have or exercise;

H. Operate, maintain and manage the Surface Water Management System in a manner consistent with the South Florida Water Management District requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein. The Association shall levy and collect adequate assessments against Members of the Association for the maintenance, operation and repair of the Surface Water Management System including but not limited to work within retention areas, drainage structures and drainage easements;

I. Operate, maintain and manage the Common Area. The Association shall levy and collect adequate assessments against Members of the Association for the maintenance of the Common Area and Recreation Parcel;

J. With respect to the Surface Water Management System, the Association shall have the following duties:

(1) Each property owner shall be responsible for his pro rata share of the cost for the maintenance, operation and repair of the Surface Water Management System. "Surface Water Management System" means a system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, over-drainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges from the system, as permitted pursuant to Chapters 40C-4, 40C-40, or 40C-42, F.A.C.

(2) Maintenance of the surface water or stormwater management system(s) shall mean the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other surface water or stormwater management capabilities as permitted by the South Florida Water Management District. Any repair or reconstruction of the Surface Water Management System shall be as permitted, or if modified as approved by the South Florida Water Management District.

(3) Any amendment to the Declaration which alters the surface water or stormwater management system, beyond maintenance in its original condition, including the water management portions of the common areas, must have the prior approval of the South Florida Water Management District.

(4) The South Florida Water Management District shall have the right to enforce, by a proceeding at law or in equity, the provisions contained in the Declaration which relate to the maintenance, operation, and repair of the Surface Water Management System.

**ARTICLE V
MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

**ARTICLE VI
VOTING RIGHTS**

The Association shall have two (2) classes of voting membership:

A. Class A. Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot. When reference is made herein or in the Bylaws of the Association to a majority or a specific percentage or fraction of Members to establish a quorum or to carry a vote, such references shall be deemed to mean and refer to such majority, percentage or fraction entitled to vote on the basis of one (1) vote per Lot.

B. Class B. The Class B Member shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A Membership on the happening of any of the following events, whichever occurs earlier:

- (1) Three (3) months after ninety percent (90%) of the maximum number of residential Lots allowed for the Property have been conveyed to Class A Members;
- (2) Ten (10) years after the date of the recording of the Declaration in the Public Records of Osceola County, Florida; or
- (3) Upon voluntary conversion to Class A Membership by the Declarant.

Notwithstanding the cessation of Class B Membership in accordance with the above, if Additional Property is made subject to this Declaration, Class B Membership shall be reinstated for all Lots owned by Declarant so long as ninety percent (90%) of the then total number of Lots have not been deeded to Class A Members.

ARTICLE VII
BOARD OF DIRECTORS/ARCHITECTURAL REVIEW BOARD/RECREATION
PARCEL OWNER

The affairs of this Association shall be managed by a Board of not more than seven (7) directors, who need not be Members of the Association. The initial number of Directors shall be three (3) and may be changed by amendment of the Bylaws of the Association. The names and address of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Rodrigo Cunha	121 South Orange Avenue, Suite 850, Orlando, FL 32801
Luis Claudio Sinelli	121 South Orange Avenue, Suite 850, Orlando, FL 32801
Marcelo Junqueira	121 South Orange Avenue, Suite 850, Orlando, FL 32801

3.1 (a) At the first annual meeting, the Members shall elect two (2) Directors for a term of one (1) year each, and the owner of the Recreation Parcel (Tract B located within Magic Village) shall designate the third Director to a one year term; and at each annual meeting thereafter the Members shall elect two (2) Directors for a term of one (1) year each, and the owner of the Recreation Parcel (Tract B located within Magic Village) shall designate the third Director to a one year term one (1) Director for a term of three (3) years. In the event the number of Directors is more than three (3), additional Directors shall be elected/designated for a term of one (1) year. Notwithstanding the foregoing, and as required under the terms of the Association's Declaration, the owner of the Recreation Parcel shall be entitled to designate no less than one (1) member of the Board of Directors of the Association at all times. In the event that the number of Board of Director positions are increased beyond three (3) directors, the owner of the Recreation Parcel shall be entitled to designate no less than one-third (1/3) of the number of seats on the Board of Directors.

(b) The Architectural Review Board ("ARB") of the Association shall be comprised of three (3) persons, one of whom shall be at all times a member of the ARB designated by the owner of the Recreation Parcel. In the event that the number of ARB positions are increased beyond three (3) persons, the owner of the Recreation Parcel shall be entitled to designate no less than one-third (1/3) of the number of seats on the ARB.

(c) The Declarant is entitled to elect or appoint at least one (1) Director as long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots.

(d) The owner of the Recreation Parcel, as that term is defined in the Association's Declaration of Covenants, Conditions, Easements, and Restrictions (the "Declaration"), shall (in addition to all other rights, privileges, and powers provided herein, in the Association's Declarations, Bylaws, or otherwise), be entitled to receive all notices sent to the Members and/or Directors in connection with all matters of or relating to the Association, shall be entitled to attend all Members and Directors meetings of the Association, and shall further be entitled to access, inspect and copy, during regular business hours of the Association,

all "Official Records" of the Association as that term is defined under Florida law.

**ARTICLE VIII
INCORPORATORS**

The name and address of the incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rodrigo Cunha	121 South Orange Avenue, Suite 850, Orlando, FL 32801

**ARTICLE IX
OFFICERS**

The affairs of the Association shall be administered by the Officers designated in the Bylaws of the Association as shall be elected by the Board of Directors at its first meeting following the first annual meeting of the general Membership and they shall serve at the pleasure of the Board of Directors. Pending the election of the permanent Officers of this Association by the Board of Directors, the following named persons shall be the initial Officers of the Association until their successors have been duly elected:

<u>TITLE</u>	<u>NAME</u>
President	Rodrigo Cunha
Treasurer	Luis Claudio Sinelli
Secretary	Marcelo Junqueira

**ARTICLE X
BYLAWS**

The Bylaws of the Association will be hereinafter adopted at the first meeting of the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

**ARTICLE XI
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be

granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the South Florida Water Management District prior to such termination, dissolution or liquidation. The dissolution procedures described in this Article XI are also subject to court approval pursuant to the provisions of The Florida Not For Profit Corporation Act.

ARTICLE XII DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE XIII AMENDMENTS

Amendment of these Articles of Incorporation shall require the approval of at least two-thirds (2/3) vote of the Lot Owners as well as the approval of the owner of the Recreation Parcel.

ARTICLE XIV CONFLICT

In the event that any provision of these Articles of Incorporation conflicts with any provision of the Declaration, the provision of the Declaration in conflict therewith shall control. If any provision of these Articles of Incorporation conflicts with any provision of the Bylaws, the provisions of these Articles of Incorporation shall control.

ARTICLE XV INDEMNIFICATION

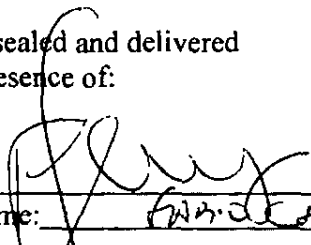
The Directors and Officers of the Association shall be indemnified by the Association to the fullest extent now or hereafter permitted by law and shall not be personally liable for any act, debt, liability or other obligation of the Association. Similarly, Members are not personally liable for any act, debt, liability or obligation of the Association. A Member may become liable to the Association for assessments, fees, etc., as provided in the Declaration or as otherwise provided by law.


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DIVISION OF CORPORATIONS

15 FEB -4 AM 9:23

IN WITNESS WHEREOF, for the purpose of amending and restating the Articles of Incorporation of this corporation under the laws of the State of Florida, the undersigned, being all of the Directors and Officers of this corporation, have executed these Amended and Restated Articles of Incorporation, this ___ day of December, 2014.

Signed, sealed and delivered
in the presence of:


Print Name: FERNANDO

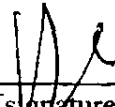
By: 
Rodrigo Cunha,
Director and President

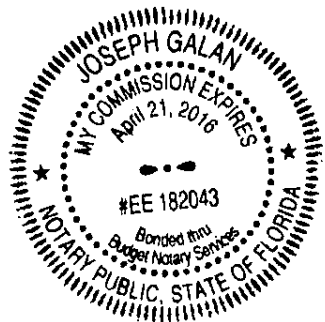

Print Name: FELANDA DIBIA

STATE OF FLORIDA)
COUNTY OF ORANGE) ss.

SWORN TO AND SUBSCRIBED before me this 31 day of December, 2014, personally appeared RODRIGO CUNHA, who is personally known to me, or who has produced D.L as identification.

[Seal]


Notary Public [signature]
Name of Notary Public: JOSEPH GALAN
Commission No. EE 132043
Commission Expires: 04/21/2016



FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Signed, sealed and delivered
in the presence of:

Print Name: Alberto T. Tugla

By: [Signature]
Marcelo Junqueira,
Director and Secretary

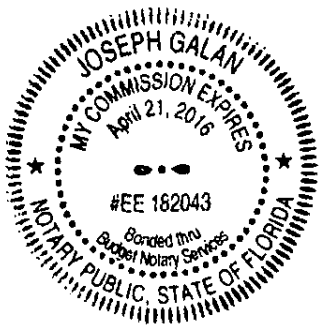
Print Name: INAYARA KUNGIARAY

STATE OF FLORIDA)
COUNTY OF ORANGE) ss.

SWORN TO AND SUBSCRIBED before me this 31 day of December, 2014,
personally appeared MARCELO JUNQUEIRA, who is personally known to me, or who has
produced D.L. as identification.

[Seal]

[Signature]
Notary Public [signature]
Name of Notary Public: JOSEPH GALAN
Commission No. EE 182043
Commission Expires: 04/21/2016



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Signed, sealed and delivered
in the presence of:

Print Name: [Signature]
Mark Tyke

By: [Signature]
Luis Claudio Sinelli,
Director and Treasurer

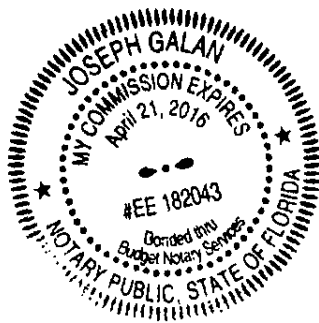
Print Name: [Signature]
NAMARA LUNGARAY

STATE OF FLORIDA)
COUNTY OF ORANGE) ss.

SWORN TO AND SUBSCRIBED before me this 31 day of December, 2014,
personally appeared LUIS CLAUDIO SINELLI, who is personally known to me, or who has
produced D. c. as identification.

[Seal]

[Signature]
Notary Public [signature]
Name of Notary Public: JOSEPH GALAN
Commission No. EE 182043
Commission Expires: 04/21/2016



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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Sections 48.091 and 617.0501, *Florida Statutes*, the following is submitted, in compliance with said act:

FIRST, that MAGIC VILLAGE RESORT ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation, at 121 South Orange Avenue, Suite 850, Orlando, Florida 32801, has named Rodrigo Cunha, whose office is located at 121 South Orange Avenue, Suite 850, Orlando, Florida 32801, County of Orange, State of Florida, as its initial registered agent to accept service of process within the State of Florida.

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 provision of said Act relative to keeping open said office.

Dated this 31 day of December, 2014.



RODRIGO CUNHA