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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Victoria Estates at Clermont Homeowners' Association, Inc.**

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Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION**  
**of**  
**Victoria Estates at Clermont Homeowners' Association, Inc.**  
**A Florida Corporation Not For Profit**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned Incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

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**ARTICLE I**  
**NAME**

The name of this corporation is Victoria Estates at Clermont Homeowners' Association, Inc., a Florida corporation not for profit (the "Association").

**ARTICLE II**  
**PRINCIPAL OFFICE AND REGISTERED AGENT**

The Association's principal office and mailing address are as follows:

c/o Victoria Estates at Clermont, LLC  
1312 Bowman St.  
Clermont, FL 34711.

The Association's initial registered agent is Fouad Boutros. The address of this Association's initial registered office in the State of Florida is 1312 Bowman St., Clermont, FL 34711.

Both this Association's principal office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III**  
**PURPOSE**

The Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and other residential lots within that certain tract of property (the "Property") in Lake County, Florida described in that certain Declaration of

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Easements, Covenants, Conditions and Restrictions of Victoria Estates, now or hereafter recorded among the Public Records of Lake County, Florida, and any amendments or modifications thereof (the "Declaration"), relating to the Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association.

#### **ARTICLE IV POWERS**

Without limitation, the Association is empowered to:

- a. Exercise all rights, powers, privileges and perform all duties, of the Association set forth in the Declaration, said Declaration being incorporated herein as if set forth in full.
- b. Acquire, either by gift, purchase or otherwise, and to own, hold, improve, manage, operate, maintain, repair, replace, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with the Association's affairs, specifically including the surface water management system facilities as identified on the plat of the Property to be maintained by the Association and as permitted by the St. Johns River Water Management District including all ponds, lakes, retention and detention areas, water management areas, inlets, swales, ditches, culverts, water control structures, flood plain compensation areas, wetlands and any associated buffer areas, wetland mitigation areas and related appurtenances.
- c. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.
- d. Pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property; and contract for services, such as to provide for operation and maintenance of facilities including surface water management system facilities; and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration.
- e. Borrow money and, with the approval of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or

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otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

f. Dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions.

g. To participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

h. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Common Area, or the Property consistent with the rights and duties established by the Declaration and these Articles and governing Owners' responsibilities.

i. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit or a homeowners' association may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.

j. Enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration, and the provisions of a dedication or conveyance of the Property to the Association with respect to the use and maintenance thereof; to sue and be sued.

k. Manage, operate, regulate, administer and govern such other subdivision(s) and under such terms, conditions and limitations as two thirds (2/3) of the voting interests of the members may approve.

l. Grant easements as to the Common Areas to public and private utility companies, and to public bodies or governmental agencies or other utilities or persons without cost or charge, where convenient, desirable or necessary in connection with the development of the Property and the providing of utility services thereto.

m. Adopt such annual budgets as are necessary to carry out the provisions of the Declaration.

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n. Have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 or Chapter 720, Florida Statutes by law may now or hereafter have or exercise.

#### **ARTICLE V MEMBERSHIP AND VOTING RIGHTS**

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of the Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title to a Lot. There shall be two (2) classes of voting membership as further defined in the Declaration.

#### **ARTICLE VI BOARD OF DIRECTORS**

**Section 1.** The Association's affairs are managed by a Board of Directors, which so long as Class B membership exists, shall consist of three (3) directors, and thereafter shall consist of not less than (3) nor more than nine (9) directors. Directors shall be members of the Association, provided, however, that so long as Class B membership shall exist, directors need not be members of the Association. The initial Directors named below shall serve until Class B membership has ceased and been converted to Class A membership and until the first annual membership meeting thereafter, at which time the members shall elect three (3) directors. Directors elected at the first such annual membership meeting and thereafter shall serve for a period of one (1) year, and until their successors have been duly elected and qualified. So long as Class B membership shall exist, any member of the Board of Directors may be removed, with or without cause, but only by the Class B members, and any vacancies occurring on the Board of Directors shall only be filled by appointment by the Class B members. Any Director may succeed himself or herself in office. All Directors will be elected by a vote of the members.

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Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted.

**Section 2.** The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

<b>Name</b>	<b>Address</b>
Fouad Boutros	1312 Bowman St. Clermont, FL 34711
Diane Boutros	1312 Bowman St. Clermont, FL 34711
Lily Boutros	1312 Bowman St. Clermont, FL 34711

#### **ARTICLE VII OFFICERS OF THE CORPORATION**

Officers of the Association shall be those set forth herein or elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors. The names and addresses of initial officers who shall serve until their successors are designated by the Board of Directors are:

<b>Title</b>	<b>Name</b>	<b>Address</b>
<b>President</b>	Fouad Boutros	1312 Bowman St. Clermont, FL 34711
<b>Vice President</b>	Diane Boutros	1312 Bowman St. Clermont, FL 34711
<b>Secretary</b>	Lily Boutros	1312 Bowman St. Clermont, FL 34711
<b>Treasurer</b>	Lily Boutros	1312 Bowman St. Clermont, FL 34711

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#### **ARTICLE VIII INCORPORATOR**

The name and address of the Incorporator is:

Scott A. Cookson, Esq.  
Shuffield, Lowman & Wilson, P.A.  
1000 Legion Place, Suite 1700  
Orlando, Florida 32801

#### **ARTICLE IX DISSOLUTION**

The Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of the voting interests of the membership. Upon dissolution of the Association in any manner other than incident to a merger or consolidation, all of the Association's assets including the control or right of access to the property containing the surface water management system facilities, must be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

#### **ARTICLE X DURATION**

The Association exists perpetually.

#### **ARTICLE XI BYLAWS**

The Association's Bylaws initially will be adopted by the Board of Directors. Thereafter, the Bylaws may be altered, amended, or rescinded as provided in the Bylaws, except as to those provisions for Amendment to the Bylaws, which are provided in the Declaration or any supplemental Declaration in which case those provisions shall control such Amendments.

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**ARTICLE XII  
AMENDMENTS**

So long as there is a Class B member, the Board of Directors may amend these Articles by a majority vote of the Directors. Thereafter, amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of two thirds (2/3) of the total votes outstanding, voting in person or by proxy.

**ARTICLE XIII  
INTERPRETATION**

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration, have the same meaning where used in these Articles and the Bylaws. By subscribing and filing these Articles, the incorporator intends its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.



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**IN WITNESS WHEREOF**, for the purpose of forming this Association under the laws of the State of Florida, I, the undersigned, constituting the Incorporator of this Association, have executed these Articles of Incorporation this 19<sup>th</sup> day of February, 2014.



Scott A. Cookson, Esq.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE REGISTERED AGENT UPON  
WHOM PROCESS MAYBE SERVED**

Victoria Estates at Clermont Homeowners' Association, Inc., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, has named Fouad Boutros, whose business offices is 1312 Bowman St., Clermont, FL 34711, as its registered agent to accept service of process within Florida.

**ACCEPTANCE**

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 617.0503, Florida Statutes, relative to the proper and complete performance of my duties.

  
Fouad Boutros