

Division of Corporations

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Florida Department of State

Division of Corporations

Electronic Filing Cover Sheet

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Division of Corporations

Fax Number : (850) 617-6381

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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: caronr@gtlaw.com

FLORIDA PROFIT/NON PROFIT CORPORATION

Orange Lake Trust Owners' Association, Inc.

Certificate of Status	1
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October 11, 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GREENBERG

SUBJECT: ORANGE LAKE TRUST OWNERS' ASSOCIATION, INC.
REF: W17000080769

see attached Affidavit that was submitted with the dissolution on October 9, 2017; image has not yet appeared on Sunbiz.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved business entity. The name of a voluntarily dissolved business entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved business entity provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

If you have any further questions concerning your document, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

FAX Aud. #: H17000266514
Letter Number: 617A00020482

P.O BOX 6327 - Tallahassee, Florida 32314

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AFFIDAVIT AUTHORIZING IMMEDIATE ASSUMPTION OF CORPORATE NAME

STATE OF FLORIDA

)

) ss

COUNTY OF ORANGE

)

1. I, Brian T. Lower, am the Incorporator of **ORANGE LAKE TRUST OWNERS' ASSOCIATION, INC.**, a Florida not-for-profit corporation formed on October 2, 2017 and assigned Florida Document Number N17000009935 (the "Corporation").

2. That on October 9, 2017, I executed Articles of Dissolution authorizing the dissolution of the Corporation based on the fact that the Corporation had not yet begun to conduct its affairs and intends to immediately file new Articles of Incorporation.

3. I hereby certify that the Corporation does not intend to revoke the Corporation's dissolution pursuant to F.S. 617.1404 and I hereby consent to the immediate use of the name Orange Lake Trust Owners' Association, Inc. by a new not-for-profit corporation to be formed by the undersigned and Michael J. Thompson as Incorporators.



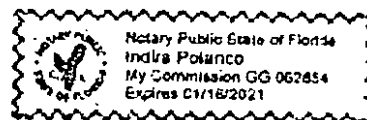
BRIAN T. LOWER

SUBSCRIBED AND SWORN before me by BRIAN T. LOWER, as Incorporator of Orange Lake Trust Owners' Association, Inc., a Florida non-profit corporation, who (✓) is personally known to me or () produced identification _____ on this 9th day of October, 2017.



Print Name: Indira Polanco
 Notary Public, State of Florida
 My commission expires: 1.16.2021

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ARTICLES OF INCORPORATION
OF
ORANGE LAKE TRUST OWNERS' ASSOCIATION, INC.
(A Florida Not-for-Profit Corporation)

We the undersigned, being natural persons competent to contract, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, do hereby adopt, subscribe and acknowledge the following Articles of Incorporation (as the same may be amended or otherwise modified from time to time, the "Articles"):

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be Orange Lake Trust Owners' Association, Inc. (hereinafter referred to as the "Association"). The street and mailing address of the principal office of the Association is 8505 W. Irlo Bronson Memorial Highway, Kissimmee, Florida 34747.

ARTICLE II. DEFINITIONS

All capitalized but otherwise undefined terms used in these Articles shall have the meanings ascribed to such terms by the Trust Agreement for Orange Lake Land Trust to which these Articles are attached as an exhibit, as the same may be amended or otherwise modified from time to time (the "Trust Agreement"), unless these Articles specifically provide otherwise, or unless the context dictates a contrary meaning.

ARTICLE III. TERM OF EXISTENCE

Corporate existence shall commence with the filing of these Articles with the Secretary of State of the State of Florida. The Association shall exist in perpetuity until such time as the Association is dissolved in accordance Chapter 617, Florida Statutes, and such dissolution is filed with the Secretary of State of the State of Florida.

ARTICLE IV. PURPOSE

The purpose for which the Association is organized is to manage, operate and maintain a vacation ownership plan established pursuant to the Trust Agreement (the "Trust Plan"), and for any other lawful purpose.

ARTICLE V. POWERS

The Association shall have all common law and statutory powers permitted a not-for-profit corporation under Florida law that are not in conflict with these Articles, together with such additional specific powers as are contained in the Trust Agreement and Bylaws of the Association, and all of the power reasonably necessary to implement the purposes of the Association. All funds and title to all property acquired by the Association, together with the

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proceeds thereof, shall be held only for the benefit of the members of the Association in accordance with the provisions of the Trust Plan Documents.

ARTICLE VI. QUALIFICATION OF MEMBERS,
THE MANNER OF THEIR ADMISSION, AND VOTING

Section 1. The Incorporators (as named in Article VII) constitute the sole members of the Association until the establishment of the Orange Lake Land Trust (the "Trust") pursuant to the Trust Agreement. Upon the establishment of the Trust, Orange Lake Country Club, Inc., its successors and/or assigns (hereinafter referred to as "Developer"), shall hold all beneficial interest in the Trust, and thereby all memberships in the Association. Each purchaser of a vacation ownership interest in the Trust Plan (each an "Interest") shall become a member of the Association at the time of closing on the purchase of his or her Interest. Ownership of an Interest or other beneficial interest in the Trust shall be a prerequisite to exercising any rights as a member of the Association. Ownership may be held by one or more individuals or by a corporation, partnership, trust or any other appropriate legal entity with the power to hold title to an Interest. The Association may create various classes of membership.

Section 2. Each Owner's membership in the Association shall terminate upon the termination of the Trust or upon transfer of ownership of all of an Owner's Interests, provided such transfer is permitted under the provisions of the Trust Agreement and the Bylaws. The transferor's membership shall automatically transfer and be vested in the new Owner succeeding to the Interest, subject to a lien thereon for all unpaid assessments, charges and expenses. The Association may rely upon evidence of a recorded deed or other instruments of conveyance as evidence of the transfer of ownership and thereupon terminate the transferor's membership in the Association and recognize the membership of the transferee.

Section 3. Each Owner shall have the number of votes as set forth in the Bylaws.

Section 4. The share of an Owner in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Owner's Interest.

ARTICLE VII. INCORPORATORS

The names and addresses of the Incorporators of the Association are as follows (the "Incorporators"):

<u>Name</u>	<u>Address</u>
Brian T. Lower	8505 W. Irlo Bronson Memorial Highway Kissimmee, FL 34747
Michael J. Thompson	8505 W. Irlo Bronson Memorial Highway Kissimmee, FL 34747

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ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Association shall be managed and conducted by a Board of Directors (hereinafter, the "Board"). The number, terms of office and provisions regarding election, removal and filling of vacancies on the Board shall be as set forth in the Bylaws of the Association.

ARTICLE IX. OFFICERS

The officers of the Association shall consist of a President, a Vice President, a Secretary/Treasurer, and such other officers as the Board may from time to time deem appropriate. The officers of the Association shall be elected by the Board at each annual meeting of the Board, and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting of the Board by the affirmative vote of a majority of the members of the Board, with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

ARTICLE X. BYLAWS

The Bylaws of the Association are to be made or approved by the initial Board and thereafter may be amended, altered, modified or rescinded as set forth in the Bylaws and as permitted by law.

ARTICLE XI. AMENDMENTS TO THE ARTICLES OF INCORPORATION

Section 1. Amendments to these Articles shall be proposed and adopted in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) Until the first election of a majority of directors by members other than Developer, proposal of an amendment and approval thereof shall require the affirmative action of a majority of the entire membership of the Board, and no meeting of the members of the Association nor any approval thereof is required, unless such meeting or approval is required by the Trust Agreement or Florida law.

(c) After the first election of a majority of directors by members other than Developer, a resolution approving a proposed amendment may be proposed by either the Board or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than a majority of all the directors and by not less than a majority vote of all of the voting interests of the Association. Any number of amendments may be submitted to the members of the Association and voted upon by them at one meeting.

(d) An amendment when adopted shall be effective when filed with the Secretary of State of the State of Florida.

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(c) Notwithstanding the provisions of this Article XI, these Articles may be amended by Developer (without the consent or approval of the Board or Association members) as may be required by any governmental entity; as may be necessary to conform these Articles to any governmental statutes; as may be in the best interests of the Association; or as Developer may deem appropriate, in its sole discretion, to carry out the purposes of or to expand or enhance the Trust Plan.

Section 2. Notwithstanding anything herein 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 upon any Trust Property or upon property held by the Association to the extent that such amendments adversely affect the priority of the Mortgagees' liens or the Mortgagees' rights to foreclose the Mortgagees' liens or that otherwise materially affect the rights and interests of the Mortgagees. No amendment shall be made that is in conflict with Section 689.071, Florida Statutes, Chapter 721, Florida Statutes, or the Trust Agreement. No amendment that affects the rights and privileges provided to Developer in Chapter 721, Florida Statutes, or the Trust Plan Documents shall be effective without the written consent of Developer.

ARTICLE XII. 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 Trust Agreement.

Section 2. The Association shall not be operated for profit. This corporation is organized under a non-stock basis, 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 for services rendered (other than for service as a board member or officer), and may confer benefits upon its members as permitted by law. No such payment, benefit or distribution or distribution of insurance proceeds or condemnation awards as set forth in the Bylaws shall be deemed to be a dividend or distribution of income.

Section 3. Any assessments or fees collected by the Association, or by any managing entity acting on behalf of the Association, are held for the benefit of the members of the Association and shall not be considered income of the Association.

Section 4. Where the context of these Articles permits, the use of 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 5. Should any paragraph, sentence, phrase or portion thereof, of any provision of these Articles or of the Bylaws or rules and regulations promulgated thereunder be held invalid or held inapplicable to certain circumstances, it shall not affect the validity of the remaining parts thereof or of the remaining instruments or the application of such provisions to different circumstances.

Section 6. To the extent permitted by applicable law, the Association shall indemnify every director and every officer of the Association, together with his/her heirs, executors and administrators, against all loss, cost and expense, including attorneys' fees, reasonably incurred

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by or imposed upon him/her in connection with any action, suit or proceeding to which he/she may be made a party or in which he/she may become involved by reason of his/her being or having been a director or officer of the Association, except as to matters wherein the director or officer shall be finally adjudged in such action, suit or proceeding, to be liable for or guilty of gross negligence or willful misconduct in the performance of his/her duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XIII. REGISTERED AGENT

The name and address of the initial registered agent for the service of process upon the Association is:

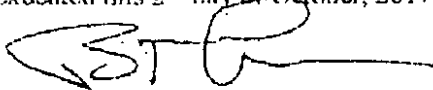
NRAI Services, Inc.
1200 South Pine Island Road
Plantation, FL 33324

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

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IN WITNESS WHEREOF, the subscribing Incorporators have herunto set their hands and caused these Articles of Incorporation to be executed this 2nd day of October, 2017.



Brian T. Lower, Incorporator

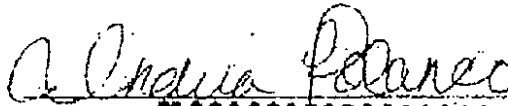


Michael J. Thompson, Incorporator

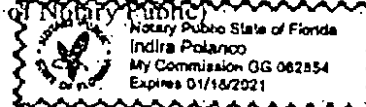
STATE OF FLORIDA

COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 2nd day of October, 2017, by Brian T. Lower, as Incorporator of Orange Lake Trust Owners' Association, Inc. He is personally known to me.



(Signature of Notary Public)

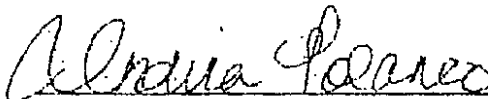


(Print, Type, or Stamp Commissioned Name of Notary Public)

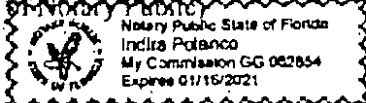
STATE OF FLORIDA

COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 2nd day of October, 2017, by Michael J. Thompson, as Incorporator of Orange Lake Trust Owners' Association, Inc. He is personally known to me.



(Signature of Notary Public)



(Print, Type, or Stamp Commissioned Name of Notary Public)

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ACCEPTANCE BY AGENT

Having been designated as registered agent to accept service of process for Orange Lake Trust Owners' Association, Inc. within the State of Florida, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

M Ferdinand 10/2/2017
(Signature of Registered Agent) (Date)

If signing on behalf of an entity: NRAI Services, Inc.

M Ferdinand, Assistant Secretary
(Typed or Printed Name) (Capacity)

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