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FLORIDA PROFIT/NON PROFIT CORPORATION
The Reserve at Victoria Homeowners' Association, Inc

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**ARTICLES OF INCORPORATION
FOR
THE RESERVE AT VICTORIA HOMEOWNERS' ASSOCIATION, INC.,
a Florida not-for-profit corporation**

Pursuant to Section 617, Florida Statutes, AJP I OF VOLUSIA, LLC, a Florida limited liability company, whose address is 794 Sanders Road, Suite 1, Daytona Beach, FL 32127, as Incorporator, creates these Articles of Incorporation for the purposes set forth below.

**ARTICLE I
NAME**

The name of the corporation, herein called the "Association," is THE RESERVE AT VICTORIA HOMEOWNERS' ASSOCIATION, INC., and its principal office and mailing address is 794 SANDERS ROAD, SUITE 1, PORT ORANGE, FL 32127.

**ARTICLE II
PURPOSE AND POWERS**

The Corporation is organized exclusively to engage in all lawful acts or activities for which not-for-profit corporations may be organized, including one or more of the following purposes:

The purpose for which the Association is organized is to provide an entity, pursuant to Florida Law, for the maintenance, upkeep and operation of The Reserve at Victoria, a residential subdivision located in the City of Deland, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earning of the Association shall be distributed or inure to the private benefit of any member, director or officer. 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 under the laws of the State of Florida and of a homeowners' association under Florida law, except as expressly limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions (the "Declaration"), and the Bylaws; and it shall have all of the powers and duties reasonably necessary to operate the homeowners' association pursuant to the Declaration 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 Association, and to use the funds in the exercise of its powers and duties.
- B. To protect, maintain, repair, replace and operate the common areas and association property.
- C. To purchase insurance for the protection of the Association and its members.
- D. To repair and reconstruct improvements after casualty, and to make further improvements of the common areas and Association property.
- E. To make, amend and enforce reasonable rules and regulations in the manner set forth in the Bylaws and subject to any limitations in the Declaration.

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F. To approve or disapprove the transfer, leasing and occupancy of homes, as provided in the Declaration.

G. To enforce the provisions of the Declaration, these Articles, the Bylaws and any Rules and Regulations of the Association.

H. To contract for the management and maintenance of the common areas and the Association property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Declaration to be exercised by the Board of Directors or the membership of the Association.

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.

J. To borrow money as necessary to perform its other functions hereunder.

K. To grant, modify or move any easement in the manner provided in the Declaration.

L. To own and convey property.

M. To assess homeowners and enforce assessments.

N. To sue and be sued.

O. To contract for services necessary to operate and maintain the Association and any easements dedicated to or for the benefit of the Association including any infrastructure.

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.

The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit requirements 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, and the maintenance and repair of the stormwater management systems and mitigation or preservation areas, including but not limited to work within retention areas, drainage structures and drainage easements.

ARTICLE III MEMBERSHIP

A. The members of the Association shall be all record owners of a fee simple interest in one or more lots in The Reserve at Victoria, as further provided in the Bylaws.

B. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his property in The Reserve at Victoria.

C. The owners of lots in The Reserve at Victoria, collectively, shall be entitled to a number of votes in Association matters as set forth in the Declaration. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV EXISTENCE, DURATION AND DISSOLUTION

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; however, in the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume I, Section 12.3., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

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 shall be administered by a Board of Directors consisting of the number of directors determined by the Bylaws, but not less than three (3) directors, and in the absence of such determination shall consist of three (3) directors.

B. Except for the initial directors appointed by the Declarant, 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.

ARTICLE VII INITIAL DIRECTORS

The initial directors of the Association shall be:

<u>Name</u>	<u>Address</u>
JAMES PAYTAS JR	794 SANDERS ROAD, SUITE 1, PORT ORANGE, FL 32127
JAMES PAYTAS III	794 SANDERS ROAD, SUITE 1, PORT ORANGE, FL 32127
JAMES MATHER	794 SANDERS ROAD, SUITE 1, PORT ORANGE, FL 32127

ARTICLE VIII AMENDMENTS

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

- A. Proposal. Amendments to these Articles may be proposed by a majority of the Board or by a written petition to the Board, signed by at least two-thirds (2/3) of the voting interests of the Association.
- B. Vote Required. A proposed amendment shall be adopted if it is approved by at least two-thirds (2/3) of the voting interests who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose.
- C. Certificate; Recording. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Volusia County, Florida, with the formalities required by Florida law.

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.

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.

ARTICLE X INITIAL REGISTERED AGENT

The initial registered agent and office of the Association shall be:

Name

Address

A. JOSEPH POSEY, ESQUIRE

420 S. NOVA ROAD DAYTONA BEACH, FL 32114

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WHEREFORE, the Incorporator has caused these Articles of Incorporation to be executed this 21 day of July, 2021.

WITNESS:

INCORPORATOR:

[Signature]
Name: Lisa White

[Signature]
By: JAMES PAYTAS JR

Tina Jamison
Name: TINA JAMISON

Title: Director

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization, this 21 day of July, 2021, by James Paytas Jr, as Director, of AJP Law, [☒ who is personally known to me or ☐ who has produced the following as identification: _____ and who did not take an oath.

[Signature]
Notary Public
My Commission Expires:

