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Marvin L. Beaman, Jr., P.A.

ATTORNEY AT LAW

605 N. WYMORE ROAD

WINTER PARK, FLORIDA 32789-2094

407/629-4200

FAX 407/60-0402

January 19, 1995

FEDERAL EXPRESS

Attorneys' Title Insurance Fund, Inc.
Attn.: Corporate Filing Dept.
660 East Jefferson Street, Suite 200
Tallahassee, FL 32301

Re: VILLAS OF ROSEMONT GREEN HOMEOWNERS'
ASSOCIATION, INC.
Our File #94-05-29

Dear Madam:

Enclosed herewith please find an original and one copy of Articles of Incorporation to be filed regarding the above named corporation. Please note that the Registered Agent designation is included in the Articles of Incorporation.

Enclosed is my check in the amount of \$122.50 payable to the Secretary of State to cover the cost of filing the corporation; said check represents the following:

Filing fee	\$35.00
Registered Agent	35.00
Certified copy	52.50

Total: \$122.50

Please return the certified copy of the Articles of Incorporation to the undersigned in the enclosed Federal Express envelope. If you are in need of any additional information or funds, please advise.

Please send an invoice for your services and advise when corporation has been filed.

Best wishes.

Very truly yours,

MARVIN L. BEAMAN, JR.

MLB:rr
Encls.

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ARTICLES OF INCORPORATION
OF
VILLAS OF ROSEMONT GREEN HOMEOWNERS' ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify that:

ARTICLE I

The name of the corporation is VILLAS OF ROSEMONT GREEN HOMEOWNERS' ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II

The principal office of the Association is located at 715 Vassar St., Orlando, Florida 32804.

ARTICLE III

Craig F. Rouhier, whose address is 715 Vassar St., Orlando, Florida 32804, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association is subject to the Revised and Restated Declaration of Protective Covenants and Restrictions for Rosemont Green. 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 maintenance, preservation, and architectural control of the residence lots and Common Area within that certain tract of property described on Exhibit "A" attached hereto and incorporated herein by this reference, 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 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, and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court in and for Orange County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declarations; 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;

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TALLAHASSEE, FLORIDA

(d) borrow money and, with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any of its real or personal property as security for money borrowed or debts incurred;

(e) participate in mergers or consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation, or annexation shall have assent of two-thirds (2/3) of each class of members;

(f) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation law of the State of Florida by law any now or hereafter have or exercise;

(g) procure and maintain hazard and liability insurance upon its property for the protection of the Association and its members.

(h) 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 application no. 42-095-1552AN requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

(i) 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.

(j) the assessments shall be used for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures, and drainage easements.

ARTICLE V

MEMBERSHIP

Any person or entity who is a record title holder 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 an 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

MEETINGS OF MEMBERS: QUORUM REQUIREMENTS

The presence at any meeting of members entitled to cast or proxies entitled to cast, a majority of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, the Declaration, or the Bylaws.

ARTICLE VII

VOTING RIGHTS

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

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. In the event more than one (1) vote is cast with respect to any Lot, none of the votes with respect to such Lot shall be recognized and the Lot shall not be counted for any purpose until such dispute is resolved.

Class B: The Class B member(s) shall be the Declarant (as defined in the Declaration) 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 either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on January 1, 1999.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The Board of Directors shall be elected by the Members of the Corporation entitled to vote at the times and in the manner provided for in the Bylaws. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Craig F. Rouhier	715 Vassar Street Orlando, FL 32804
Linda Alfieri	715 Vassar Street Orlando, FL 32804
JoAnne Sanderlin	715 Vassar Street Orlando, FL 32804

At the first annual meeting the members shall elect one (1) director for a term of one (1) year, one (1) director for a two (2) year term, and one (1) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect, for a term of three (3) years, the number of directors to replace the director or directors whose terms have expired.

ARTICLE IX

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 the 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 non-profit 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 or stormwater 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 St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X

EXISTENCE AND 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 XI

AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

ARTICLE XII

BYLAWS

The Association shall adopt Bylaws governing the conduct of the affairs of the Association. The Bylaws shall be altered, amended, or rescinded as provided in the Bylaws.

IN WITNESS THEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 19 day of January, 1995.

Craig F. Rouhier

Linda Alfieri

JoAnne Sanderlin

STATE OF FLORIDA
COUNTY OF ORANGE

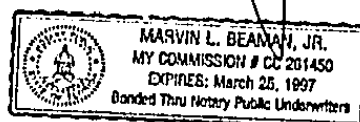
The foregoing instrument was acknowledged before me this 19 day of January, 1995 by Craig F. Rouhier, Linda Alfieri, and JoAnne Sanderlin. They are personally known to me and did not take an oath.

(Seal)

Notary Public, State of Florida at Large

Commission No. _____

My Commission expires: _____



Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

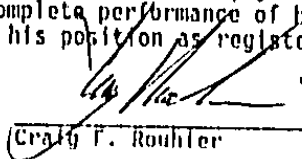
The name of the corporation is:

VILLAS OF ROSEMONT GREEN HOMEOWNERS' ASSOCIATION, INC.

The name and address of the registered agent and office is:

Craig F. Rouhier
715 Vassar Street
Orlando, FL 32804

The undersigned hereby accepts the designation as Registered Agent of VILLAS OF ROSEMONT GREEN HOMEOWNERS' ASSOCIATION, INC., and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.


Craig F. Rouhier

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