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TALLAHASSEE, FL 32301  
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**N9600002277**



50 APR 22 PM 3:58

SECRETARY OF STATE

ACCOUNT NO. : 072100000032

REFERENCE : 926873 4329904

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pizito*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
50 APR 22 PM 3:58

ORDER DATE : April 22, 1996

ORDER TIME : 2:0 PM

ORDER NO. : 926873

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CUSTOMER NO: 4329904

CUSTOMER: James J. Wheeler, Esq  
BROAD AND CASSEL

Suite 300  
7777 Blades Road  
Boca Raton, FL 33434

*W46-8735*  
*544*

DOMESTIC FILING

NAME: TANGO BAY PROPERTY OWNERS  
ASSOCIATION, INC.

*Esq.*

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

*SA*  
*4/26*





FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

96 APR 24 4 16  
Allen

April 24, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: TANGO BAY PROPERTY OWNERS ASSOCIATION, INC.  
Ref. Number: W96000008785

We have received your document for TANGO BAY PROPERTY OWNERS ASSOCIATION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman  
Document Specialist

Letter Number: 996A00019282

ARTICLES OF INCORPORATION  
FOR TANGO BAY PROPERTY OWNERS ASSOCIATION, INC.  
(a corporation not-for-profit)

95 APR 22 PM 5  
SECRET  
TAN 100-100000  
ORANGE COUNTY

The undersigned, acting as Incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be Tango Bay Property Owners Association, Inc. (the "Association").

ARTICLE II  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal place of business and mailing address of the corporation shall be Broad and Cassel, 390 North Orange Avenue, Suite 1100, Orlando, Florida 32802.

ARTICLE III - PURPOSES

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

A. To promote the health, safety and social welfare of the Owners of Properties within that residential area referred to as Tango Bay and described in the Declaration of Restrictions and Protective Covenants for Tango Bay (the "Declaration") executed contemporaneously herewith and to be recorded in the Public Records of Orange County, Florida.

B. To own and maintain, repair and replace the general and/or Common Area, landscaping and other improvements in and/or benefitting the property for which the obligation to maintain and repair has been delegated and accepted.

C. To operate without profit for the benefit of its members.

D. To perform those functions reserved for the Association in the Declaration.

ARTICLE IV - GENERAL POWERS

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the members for the purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To affix assessments to be levied against Units within the Properties and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

E. To pay taxes and other charges, if any, on or against the Common Area.

F. To have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

#### ARTICLE V - MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

#### ARTICLE VI - MEMBERS

The Members shall be the record owner, whether one or more persons or entities, of the fee simple title to any Unit. In the case of a Timeshare Interest, the Owner or Member thereof shall be the owner of the fee simple interest thereof.

#### ARTICLE VII - DIRECTORS

The Board of Directors of the Corporation shall be comprised of four (4) directors. Each Village (as defined in the Declaration) shall have the right to elect two directors. The Voting Member from each Village shall exercise this election right, as provided in the Bylaws.

All Directors shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be

for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified. As to any vacancy on the Board, whether by recall, resignation, or expiration of term, the successor shall only be elected or appointed by the Voting Member for the Village from which the vacating Director was originally elected or appointed.

#### ARTICLE VIII - OFFICERS

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

President: Holly L. Caracciolo

Vice President: Frederick H. Conte

Secretary: Lawrence J. Cohen

Treasurer: George L. Corrente

#### ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the Corporation's initial registered office is: Broad and Cassel, 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

#### ARTICLE X - INCORPORATOR

The name and street address of the Incorporator for these Articles of Incorporation is: Broad and Cassel, 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

#### ARTICLE XI - CORPORATE EXISTENCE

The Association shall have perpetual existence.

#### ARTICLE XII - BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles.

ARTICLE XIII-  
AMENDMENTS TO ARTICLES OF INCORPORATION

Amendment of these Articles requires the approval of at least two-thirds of the Voting Members representing at least two-thirds of the total number of votes of the Members.

ARTICLE XIV -  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

a. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity of Director or officer of the Association, or in his capacity as a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of no lo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

b. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty

to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

#### ARTICLE XV - TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

1. Any financial or familial interest of an Officer or Director in any contract or transaction between the Association and one (1) or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or officers are directors or officers, or have a financial interest, shall be disclosed, and further shall be voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction, but must abstain from voting on the issue.


#### ARTICLE XVI - DISSOLUTION

The Association may be dissolved upon a resolution of dissolution approved by 100% of the Voting Members and 100% of the Institutional Lenders. Upon dissolution, any member may petition the Circuit Court of the Ninth Judicial Circuit of the State of Florida for the appointment of a Receiver to manage the affairs of



the Association and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the Common Areas.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10<sup>th</sup> day of April, 1996.

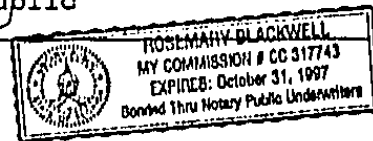
  
Print Name: James J. Wheeler  
\*\*\*AS INCORPORATOR\*\*

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of April, 1996, by James J. Wheeler, who is personally known to me or who has produced a driver's license as identification.


Commission Number: \_\_\_\_\_  
Commission Expires: \_\_\_\_\_

  
Notary Public  
Name: \_\_\_\_\_



REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of Tango Bay Property Owners Association, Inc. this 10<sup>th</sup> day of April, 1996.

  
Print Name: James J. Wheeler  
\*\*\*AS REGISTERED AGENT\*\*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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