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N980000000880

February 4, 1998

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Secretary of State
Corporate Records Bureau
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Attention: Division of Corporations *of Orlando*

Re: Incorporation of Vista Cove Homeowners' Association, Inc.

Dear Sir or Madam:

Please find enclosed the following documents pursuant to the incorporation of Vista Cove Homeowners' Association, Inc.:

1. The Articles of Incorporation of Vista Cove Homeowners' Association, Inc.;
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee; (b) \$52.50 for one certified copy of the Certificate of Incorporation; and (c) \$35.00 for Designating Registered Agent; and
3. Copy of executed Articles of Incorporation to be certified and returned.

Please note that the Articles of Incorporation call for corporate existence to commence on February 4, 1998. Your assistance in filing the Articles in order to comply with the provisions of Florida Statutes, Section 607.0203 will be appreciated.

Thank you for your assistance in this matter. Please call me if you have any questions or comments.

Sincerely,

Juan F. Alban
Juan F. Alban

Enclosures JUAN ALBAN GAVE
sec.state.fcr

AUTHORIZATION BY PHONE TO
CORRECT R.A. ADDRESS
DATE 2-13-98
DOC. EXAM. R. PURNATH

W98-2821

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RP
02-13-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 9, 1998

JUAN F. ALBAN
233 SOUTH SEMORAN BLVD
ORLANDO, FL 32807

SUBJECT: VISTA COVE HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: W98000002821

We have received your document for VISTA COVE HOMEOWNERS' ASSOCIATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 598A00007229

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DIVISION OF CORPORATIONS

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FEB 11 1998

JFA

ARTICLES OF INCORPORATION

OF

VISTA COVE OF ORLANDO HOMEOWNERS' ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned, by these Articles, files these Articles for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes (1995), and certifies as follows:

ARTICLE I

Name and Address

The name of the corporation shall be VISTA COVE OF ORLANDO HOMEOWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as "the Association", and shall have the following as its office and street address, or such other place as the Board of Directors may designate from time to time:

1602 Rio Cove Court
Orlando, Florida 32825

ARTICLE II

Purpose

2.1 The purpose for which the Association is organized is to promote the recreation, health, safety and welfare of the residents of VISTA COVE, as well as of the residents of any additional land which may be placed within the jurisdiction of this corporation by annexation as provided in the Declaration of Covenants and Restrictions for the Vista Cove Subdivision ("Declaration"), all of said lands being hereinafter sometimes referred to as "the Properties".

2.2 The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members and the Association shall make no distributions of income to its members, directors or officers.

ARTICLE III

Powers

3.1 The Association shall have all the common law and statutory powers of a

corporation not for profit which are not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers, authority and duties set forth in the Declaration recorded in the Public Records of Orange County, Florida, as amended from time to time, and all of the powers and duties necessary to operate and maintain the VISTA COVE development, including, but not limited to, the power to fix and levy assessments against the Properties, which assessments shall be used exclusively for the purpose of promoting the recreation, health, safety and welfare of the residents in the Properties, and in particular for the improvement and maintenance of properties, services and facilities related to the operation, use and enjoyment of the Common Properties and of the homes situated upon the Properties. Said powers, authority and duties shall include, but not be limited to:

- a. Payment of operating expenses of the Association;
- b. Doing anything or performing any service necessary or desirable, in the judgment of the Association, to keep the subdivision neat and attractive or to preserve or enhance the value of the Properties therein, or to eliminate fire, health or safety hazards, or accomplish any matters which, in the judgment of the Association, may be of general benefit to the owners or occupants of lands included in the subdivision;
- c. Doing any act or thing required or permitted by and any and all provisions of the Declaration;
- d. Own, operate, maintain and improve such Common Properties as are designated upon the plat or plats of the Properties.

ARTICLE IV

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to covenants of record to assessment by this Association shall be a member of the Association and have voting rights, provided that any such person or entity who holds such interest merely as a security for the performance of any obligation shall not be a member. Membership is appurtenant to, and inseparable from ownership of a Lot.

ARTICLE V

Voting Rights

The Association shall have two classes of voting membership:

i. Class A. Class A Members shall be all Owners of Lots, except the Developer for so long as the Developer retains Class B voting rights as defined herein, and shall be entitled to one (1) vote for each such Lot so owned.

ii. Class B. The Class B Member shall be the Developer 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 when the total votes outstanding in Class A membership equals or exceeds 90% of the total votes entitled to vote in the Association.

The vote or votes for each Lot must be cast as a single vote, and fractional votes shall not be allowed. In the event that joint or multiple owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any owner or owners cast a vote representing a certain Lot, it shall thereafter be conclusively presumed for all purposes that he was or they were acting with the authority and consent of all other owners of the same Lot. In the event more than one vote is cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

In the event that more than one person shall at any time be the owner of any Lot, all such persons shall be members and the vote for each such Lot shall, subject to the provisions of the foregoing paragraph, be exercised as such persons among themselves shall determine. In no event shall more than one vote be cast with respect to any Lot. For purposes of determining the votes allowed under this Article, no tenant or lessee of a Lot shall be entitled to any voting rights in the Association.

ARTICLE VI

Directors

6.1 The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) directors, nor more than seven (7); however, the Board shall consist of an odd number of directors. The initial Board of Directors shall consist of three (3) directors who shall hold office until the election of their successors as specified in the By-Laws. The directors shall be required to be either (1) members of the Association, or (2) agents, representatives or employees of the Developer.

6.2 The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified or until removed, are

as follows:

Replacement directors shall be elected at the times and in the manner set forth in the By-Laws of the Association.

6.3 The Developer of VISTA COVE shall be entitled to elect to the Board of Directors a majority of the members thereof until such time as Developer has sold fifty-one percent (51%) of the Lots within the Properties.

ARTICLE VII

Officers

The affairs of the Association shall be administered by officers as designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board of Directors. The officers shall be required to be either (1) members of the Association, or (2) agents, representatives, or employees of the Developer. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Carlos A. Rivero

Secretary: Michelle Rivero

ARTICLE VIII

Additions to Properties and Membership

Additions to the Properties described in Article II may be made only in accordance with the provisions of the Declaration. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties and membership of the Association to such properties.

ARTICLE IX

Mergers and Consolidations

Subject to the provisions of the Declaration, and to the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have

the assent of two-thirds (2/3) of the votes of the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE X

Dedication of Properties or Transfer of Function to Public Agency or Utility

The Association shall have power to dispose of its real properties only as authorized under the Declaration.

ARTICLE XI

Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, at trial and upon appeal, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law.

ARTICLE XII

By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws and the Declaration.

ARTICLE XIII

Amendments

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

13.1 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.

13.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by two-thirds (2/3) of the members of the Association. Directors and members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. A resolution adopting a proposed amendment must bear the approval of not less than a majority of the Board of Directors and not less than two-thirds (2/3) of the members of the Association.

13.3 So long as there is a class B membership, the following actions require the prior approval of FHA/VA: Annexation of additional properties, mergers and consolidations, mortgaging of common area, dedication of common area, dissolution, and amendment of the Articles of Incorporation.

13.4 In the alternative, an amendment may be made by an agreement signed and acknowledged by all members of the Association in the manner required for the execution of a Deed.

13.5 No amendment shall make any changes in, or be effective to impair or dilute, any rights of members that are governed by the Declaration, as, for example, qualification for membership and voting rights of members, which are part of the property interest created thereby.

13.6 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Orange County, Florida.

ARTICLE XIV

Term of Existence

The effective date upon which the Association shall come into existence shall be the date these Articles are subscribed, and it shall exist perpetually thereafter unless dissolved according to law.

If the association is dissolved, the assets shall be dedicated to a public body, or conveyed to a non profit organization with similar purpose.

ARTICLE XV

Registered Agent

Until resignation or replacement, the registered agent of the Association for purposes of service of process pursuant to Section 617.023, Florida Statutes, shall be Carlos A. Rivero. By the execution of these Articles, Carlos A. Rivero accepts the foregoing designation as registered agent. The registered office shall be at the same address as the principal office.

ARTICLE XVI

Subscribers

The name and address of the subscriber to these Articles of Incorporation is as follows:

Carlos A. Rivero

IN WITNESS WHEREOF, the subscriber has hereunto affixed his signature on the 12th day of February, 1998.


Carlos A. Rivero

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, on this day personally appeared Carlos A. Rivero who is personally known to me, and after being duly sworn, acknowledged and swore to the execution of the foregoing Articles of Incorporation of VISTA COVE OF ORLANDO HOMEOWNERS' ASSOCIATION, INC. for the purposes expressed in such Articles.

WITNESS my hand and official seal in the County and State named above, this
12th day of February, 1998.

Lillian Elizabeth Rodriguez
Notary Public

My Commission Expires:



Lillian Elizabeth Rodriguez
My Commission CC623079
Expires February 18, 2001

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of VISTA COVE OF ORLANDO HOMEOWNERS' ASSOCIATION, INC.

[Signature]
Carlos A. Rivero

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