

MAGUIRE, VOORHIS & WELLS, P.A.

Attorneys at Law  
SUNNYSIDE TOWER, SUITE 3000  
200 SOUTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801  
TELEPHONE 407-244-1100  
FACSIMILE 407-872-1137

MAILING ADDRESS  
P.O. BOX 633  
ORLANDO, FLORIDA 32802

INTERNET E-MAIL  
MSPEAR@MWW.COM

March 17, 1998

VIA: COURIER

100002460761--5  
-03/18/98--01054--013  
\*\*\*\*122.50 \*\*\*\*122.50

Division of Corporations  
Department of State  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314

Subject: Fort Liberty Property Owners Association, Inc.

Dear Sir or Madam:

Enclosed please find the following in connection with above-referenced corporation

1. Original Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 in payment of the following items:  
(a) \$35.00 for filing fee; (b) \$35.00 for designation of Registered Agent; and (c)  
\$52.50 for one certified copy.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

*Marlis J. Spear*

Mrs. Marlis J. Spear  
Legal Assistant

/mjs

Enclosures

cc: Jeffrey P. Wieland, Esq.  
Robert N. Blackford, Esq.

ATX001312TR11.FRM

RECEIVED  
98 MAR 18 PM 12:09  
FILED  
98 MAR 18 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pickup  
4:00

3/18

ARTICLES OF INCORPORATION  
OF  
FORT LIBERTY PROPERTY OWNERS ASSOCIATION, INC.

FILED  
98 MAR 18 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be FORT LIBERTY PROPERTY OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles of Incorporation as the "Association."

ARTICLE II

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 have perpetual existence.

ARTICLE III

DEFINITIONS

Capitalized terms used in these Articles of Incorporation without definition shall have the same meanings given to such terms in that certain Master Declaration of Covenants, Conditions Easements and Restrictions for Fort Liberty (the "Declaration") recorded in Official Records Book 1055 page 1994, of the Public Records of Osceola County, Florida, as same may be subsequently amended from time to time in accordance with the terms and provisions therein.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association is formed as a not for profit corporation and pursuant to the requirements of the Declaration. The Association is organized for the purpose, and shall have the power, to enforce and fulfill the objectives and purposes stated in the Declaration and shall have all powers necessary or incidental thereto, but the Association shall not have the power to engage in any activity or pursue any purpose for pecuniary profit or that is prohibited to not for profit corporations under the laws of the State of Florida.

The Association shall have the obligation, authority and power to levy Assessments pursuant to the Declaration, as necessary, against the Members of the Association and to use such Assessments, as may be necessary in order to pay for the costs incurred by the Association to repair and maintain the Common Area to the extent authorized, and as required, by the Declaration. Actions necessary to perform such repairs and maintenance shall be mandatory upon the Association

and the Association shall be deemed authorized to take such action without the necessity of any action of Directors approving same.

In addition to the foregoing powers, the Association shall also have the power and authority to levy Assessments against all Members necessary to fund the ordinary operations of the Association including, but not necessarily limited to, annual filing fees, the cost of acquiring insurance and providing indemnification to Directors and Officers of the Association to the extent set forth in Article XI of these Articles of Incorporation, and the reimbursement of expenses incurred by Officers or Directors of the Association.

#### ARTICLE V

##### PRINCIPAL OFFICE

The initial principal office and mailing address of the Association is located at 8445 International Drive, Suite 138, Orlando, Florida 32819.

#### ARTICLE VI

##### REGISTERED OFFICE AND AGENT

Tyler Piercy, whose address is 8445 International Drive, Suite 138, Orlando, Florida 32819, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

#### ARTICLE VII

##### MEMBERSHIP

Every Owner shall be a "Member" of the Association. In the case where more than one person or entity holds fee simple title to a Lot and, therefore, collectively constitute the "Owner" of said Lot, then said persons or entities shall also collectively constitute one single "Member." However, said persons or entities constituting such Member shall notify the Association, in writing, and pursuant to the procedures set forth in the Bylaws of the Association, of the identity of the person or entity authorized to act and vote on behalf of such Member in all Association matters (such person or entity so designated to act on behalf of such Member, hereinafter a "Member Designee"). In the case where more than one person or entity collectively constitute a Member, such Member may only vote or otherwise participate in Association matters through its properly appointed Member Designee.

#### ARTICLE VIII

##### VOTING RIGHTS

A Member's right to vote on the affairs of the Association shall vest immediately upon such Member's qualification for membership as provided in these Articles of Incorporation. All voting rights of a Member shall be exercised in accordance with and subject to the restrictions and limitations provided in these

Articles of Incorporation, the Bylaws and any other rules of the Association, if any.

Each Member shall be entitled to one (1) vote in all Association voting matters for each Lot owned by the Member.

#### ARTICLE IX

##### BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who shall be appointed by the Members. The number of Directors constituting the Board of Directors shall be four (4). Each Director shall be entitled to one (1) vote in Association voting matters. The names and addresses of the persons who are to act in the capacity of initial Directors are:

<u>Name</u>	<u>Address</u>
Gerard O'Riordan	8445 International Drive Suite 138, Orlando, Florida 32819
Tyler Piercy	8445 International Drive Suite 138, Orlando, Florida 32819
David Hope	4625 W. Nevso Las Vegas, Nevada 89103
Chris Grobl	4625 W. Nevso Las Vegas, Nevada 89103

The term of office for each Director shall be one (1) year. However, the term for the initial Board of Directors shall extend through the date of the first Annual Meeting of the Members which is at least one (1) year after the date this Corporation is formed.

#### ARTICLE X

##### OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be appointed by the Directors at the first meeting of the Board of Directors, and they shall serve at the pleasure of the Board of Directors.

#### ARTICLE XI

##### INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association, and the Association shall have the power to purchase insurance on their behalf, to the full extent permissible under, and pursuant to

the provisions of, Section 617.0831 of the Florida Not For Profit Corporation Act and Section 607.0850 of the Florida Business Corporation Act.

#### ARTICLE XII

##### BYLAWS

The Bylaws of the Association shall be adopted by the Directors at the first meeting of the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

#### ARTICLE XIII

##### INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Gerard O'Riordan	8445 International Drive Suite 138, Orlando, Florida 32819

#### ARTICLE XIV

##### MEMBERSHIP CERTIFICATES

Membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

#### ARTICLE XV

##### AMENDMENT

A. Members. Any amendment to the terms or provisions of these Articles of Incorporation desired to be made by any Member(s) shall require the affirmative vote of a majority of the Members.

B. Restrictions. No amendment to these Articles of Incorporation may make any changes: (i) to the qualifications for membership in the Association; (ii) to the voting rights of the Members and Directors; (iii) to the purposes, powers and obligations of the Association; (iv) that in any manner will result in or facilitate the dissolution of the Association or the abandonment or termination by the Association of its obligation to manage the repair and maintenance of the Common Areas; or (v) to the requirements for amendment to these Articles of Incorporation, and the limitations upon such amendments, as set forth in this Article XV.

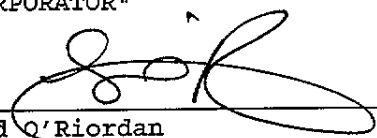
#### ARTICLE XVI

##### NOTICES

Any notices which may be permitted or required pursuant to these Articles of Incorporation shall be in writing and shall be deemed to have been duly given as of the date and time the same are received at the addressee's address whether same are personally delivered, mailed by United States Postal Service, postage pre-paid by registered or certified mail, return receipt requested, or delivered by Federal Express or other overnight delivery service from which a receipt may be obtained.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 13 day of March, 1998.

"INCORPORATOR"

  
Gerard O'Riordan

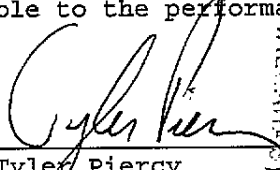
CERTIFICATE DESIGNATING REGISTERED AGENT FOR SERVICE OF PROCESS

Pursuant to the provisions of Chapters 48 and 617, Florida Statutes, the corporation identified below hereby submits the following statement in designation of the Registered Office and Registered Agent in the State of Florida.

FORT LIBERTY PROPERTY OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 8445 International Drive, Suite 138, Orlando, Florida 32819 has named Tyler Piercy, located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as Registered Agent for the above-stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida and accept to act as Registered Agent for the above-stated corporation and agree to comply with the provisions of all laws applicable to the performance of such office.

By:   
Name: Tyler Piercy

Dated: March

FILED  
98 MAR 18 PM 1:33  
1998  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

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