

# N 98000001739

Requestor's Name  
**LAQUIDARA, EDWARDS, COHEN & JACOBS, P.A.**  
 ATTORNEYS AND COUNSELORS AT LAW  
 THE GREENLEAF BUILDING, TWELFTH FLOOR  
 200 NORTH LAURA STREET  
 JACKSONVILLE, FLORIDA 32202

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. 904) 373-7979 (Corporation Name) 633-7979 (Document #)
2. Buena Vista Homeowners' Association (Corporation Name) AT PALM COAST, INC (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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NEW FILINGS	
Profit	
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Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

*Kim* GAVE  
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 CORRECT add agency  
 DATE add agency  
 DOC. # add agency

*Kim*  
 MAR 25 1998

Examiner's Initials

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ARTICLES OF INCORPORATION OF  
BUENA VISTA HOMEOWNERS' ASSOCIATION ~~OF~~ PALM COAST, INC.

The undersigned incorporator of a non-profit corporation under Chapter 617 of the Florida Statutes, does hereby adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation (hereinafter called the "Association") is Buena Vista Homeowners' Association ~~of~~ Palm Coast, Inc. The principal address of this corporation is 61 Oceanside Drive, Palm Coast, Florida 32137.

ARTICLE II

The specific primary purposes for which the Association is formed are:

1. To provide for the maintenance of the Conservation Area, Common Roads and Common Property as described in and in accordance with that certain Declaration of Covenants, Conditions and Restrictions and Easements for Buena Vista Subdivision (the "Declaration") which have been or will be recorded in the current public records of Volusia County, Florida;
2. The Association shall operate, maintain and manage the Stormwater Management System described in the Declaration a manner consistent with the applicable St. Johns River Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein; and
3. The Association shall either in cooperation with other homeowner associations or by itself maintain the Stormwater Management System without regard to whether all or part of said system lies within or service the property subject to the Declaration.

In furtherance of such purposes, the Association shall have power to:

- (a) Perform all of the duties and obligations of the Association as set forth in the Declaration.
- (b) Assess, levy, and collect, and enforce payment by any lawful means of, all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, including expenses incidental to the conduct of the business of the Association, and also including all licenses, taxes, or governmental charges levied on or

imposed against the Association as well as insurance maintained by the Association. The assessments shall be used for, amongst other things, the maintenance and repair of the Stormwater Management System including but not limited to work within retention areas, drainage structures and drainage easements.

(c) Acquire, own, maintain, convey, sell, lease, transfer, or otherwise dispose of personal property in connection with the affairs of the Association.

(d) Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

(e) The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Stormwater Management System.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any member.

### ARTICLE III

Every person or entity who is a record owner of a vested present fee or undivided fee interest in any Lot shown on the Plat of Buena Vista Subdivision, which plat has been or will be recorded in the public records of Volusia County, Florida, or in any other lot made subject to the Declaration shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

### ARTICLE IV

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 V

The name and residence address of the incorporator is:

Ms. Anja Wratschko  
61 Oceanside Drive  
Palm Coast, Florida 32137

## ARTICLE VI

The affairs of the Association shall be managed by a board of directors, a president and vice president, who shall at all times be members of the board of directors, and a secretary and treasurer. One person may hold one or more of such offices. Such officers shall be elected at the first meeting of the board of directors following each annual meeting of members.

The names of the officers who are to serve until the first election are:

President	Mr. Detlef Wratschko
Vice President	Ms. Anja Wratschko
Treasurer	Mr. Detlef Wratschko
Secretary	Ms. Anja Wratschko

## ARTICLE VII

The number of persons constituting the first board of directors of the Association shall be three (3), and the names and addresses of the persons who shall serve as directors until the first election which shall be held at the first annual meeting of the Association are:

Mr. Detlef Wratschko  
61 Oceanside Drive  
Palm Coast, Florida 32137

Ms. Anja Wratschko  
61 Oceanside Drive  
Palm Coast, Florida 32137

Mr. Markus Wratschko  
c/o 61 Oceanside Drive  
Palm Coast, Florida 32137

Election of directors, except for the first board of directors of the Association, shall be held at the annual meeting of the Association. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Association, but shall never be less than three nor more than nine.

## ARTICLE VIII

The bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the

affirmative vote of two-thirds of each class of voting members existing at the time of and present at such meeting except that the initial bylaws of the Association shall be made and adopted by the board of directors.

#### ARTICLE IX

Amendments to these articles of incorporation may be proposed by any member of the Association. These articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds of each class of voting members existing at the time of, and present at such meeting.

#### ARTICLE X

The Association shall have two classes of members as follows:

**Class A Members.** Class A members shall be all owners of lots (the "Lots") as shown on the Plat shall exist, and shall be entitled to one vote for each Lot owned provided, however there shall be no vote by virtue of owning a portion of a Lot but, rather, the Owner of the resulting Lot, subdivided in accordance with the provisions of the Declaration, shall be entitled to such vote. When more than one person holds an interest in any Lot, all such persons shall be members; however the vote for such Lot shall be exercised as such members may determine among themselves, but in no event shall more than one vote be cast with respect to any Lot owned by Class A members.

**Class B Members.** The Class B member shall be Austrian Development of Florida, Inc., its successors and assigns ("Developer"), who, until such time as its Class B membership is terminated, shall have sole voting rights in the Association and the Class A members shall have no voting rights. The Class B membership shall cease and be converted to Class A membership at the sooner of the following: (i) the Developer so elects by written notice to the Association or (ii) at the time that Developer and all entities controlled by Developer own none of the Additional Property (as defined in the Declaration) and none of the Lots including any additional lots which at such time are subject to the Declaration by amendment to the Declaration.

#### ARTICLE XI

On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management System must be transferred

to and accepted by an entity which would comply with Section 40-C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

#### ARTICLE XII

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reasons 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. 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.

#### ARTICLE XIII

The registered office of the corporation shall be at 200 North Laura Street, Suite 1200, Jacksonville, Florida 32202, and the registered agent at such address shall be Laquidara, Edwards, Cohen & Jacobs, P.A.

IN WITNESS WHEREOF, the undersigned incorporator of this Corporation has hereunto set his hand and seal this 18 day of MARCH, 1998.

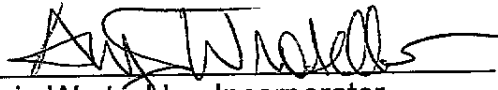
  
\_\_\_\_\_  
Anja Wratschko, Incorporator

CERTIFICATE

DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THIS STATE

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Buena Vista Homeowners' Association <sup>AT</sup> of Palm Coast, Inc. desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Laquidara, Edwards, Cohen & Jacobs, P.A., 200 North Laura Street, Suite 1200, Jacksonville, County of Duval, State of Florida 32202, as its agent to accept service of process within the State of Florida.


  
Anja Wratschko, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned hereby accepts such appointment and agrees to act in this capacity, and agrees to comply with the provisions of law relating to keeping said office open.

Date: March 18, 1998

Laquidara, Edwards, Cohen & Jacobs,  
P.A.

  
Name: David J. Edwards  
Title: V. P.

Registered Agent

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