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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Tuscany Pointe Phase
2 Homeowners' Association,
Inc

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Two Filings

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☐ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
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☐ Cert. Copy _____
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☐ Certificate of Status _____
☐ Certificate of Fictitious Name _____
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R. Purinton FEB - 3 1999

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**ARTICLES OF INCORPORATION
OF
TUSCANY POINTE PHASE 2 HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, by these Articles, files these Articles for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes (1997), and certify as follows:

ARTICLE I

Name and Address

The name of the corporation shall be TUSCANY POINTE PHASE 2 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:

1 Drennen Road, Orlando, Florida 32806

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 TUSCANY POINTE PHASE 2, more particularly described per the Plat of TUSCANY POINTE PHASE 2 recorded in Plat Book _____ Page _____, Public Records of Orange County, Florida, 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, all of said lands being hereinafter sometimes referred to as "The Properties".

2.2 The corporation 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 TUSCANY POINTE PHASE 2 Declaration of Covenants and Restrictions recorded in the Public Records of Orange County, Florida, as amended from time to time, hereinafter sometimes referred to as "The Declaration", and all of the powers and duties necessary to operate and maintain the TUSCANY POINTE PHASE 2 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.
- e. 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 no. 40-095-0774-ERP requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

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.

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 the lot.

ARTICLE V

Voting Rights

The Association shall have two classes of voting membership:

i. Class A. Class A Members shall be all Owners, except the Developer (or Developers if more than one entity shall develop the Properties) for so long as the Developer, or Developers jointly if more than one, retains Class B voting rights as defined herein, of Lots 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, or Developers jointly if more than one, and shall be entitled to five (5) votes for each Lot owned, except, however, the votes of each Developer shall not exceed 420. The Class B membership shall cease and be converted to Class A membership when one of the following occurs:

(1) when the total votes outstanding in Class A membership equals or exceeds the total votes outstanding in the Class B membership or later if extended by Developer for additional phases, subject only to the approval of the Department of Housing and Urban Development; or

(2) on December 31, 2000 or later if extended by Developer for additional phases, subject only to the approval of the Department of Housing and Urban Development.

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. The initial Board of Directors shall consist of two (2) 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:

Jeffrey E. Stuart

1 Drennen Road
Orlando, Florida 32806

M. Carlene Hall

1 Drennen Road
Orlando, Florida 32806

Phillis Wadsworth

1 Drennen Road
Orlando, Florida 32806

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

6.3 The Developer or Developers of TUSCANY POINTE PHASE 2, shall be entitled to elect the members of the Board of Directors without a meeting until such time as Developer or Developers have 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 or Developers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Jeffrey E. Stuart	1 Drennen Road Orlando, Florida 32806
Secretary:	Jeffrey E. Stuart	1 Drennen Road Orlando, Florida 32806

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 this 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 consolidations shall have the assent of two-thirds (2/3) of the votes held by 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 counsel 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 the Members of The Association holding not less than ten percent (10%) of the votes. 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 votes 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 this 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.

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 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 Jeffrey E. Stuart, President, LIFESTYLE BUILDERS OF ORLANDO, INC., 1 Drennen Road, Orlando, Florida 32807. By the execution of these Articles, Jeffrey E. Stuart, President, LIFESTYLE BUILDERS OF ORLANDO, INC. accepts the foregoing designation as registered agent.

ARTICLE XVI

Subscribers

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

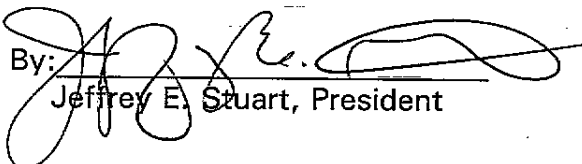
Jeffrey E. Stuart
President
Lifestyle Builders of Orlando, Inc.

1 Drennen Road
Orlando, Florida 32806

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IN WITNESS WHEREOF, the subscriber has hereunto affixed his signature on the 29 day of JANUARY, 1999.

LIFESTYLE BUILDERS OF ORLANDO, INC.

By: 
Jeffrey E. Stuart, President

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn before me this 29 day of JANUARY, 1999 by Jeffrey E. Stuart as the President of LIFESTYLE BUILDERS OF ORLANDO, INC., who is personally known to me being duly sworn, acknowledged and swore to the execution of the foregoing Articles of Incorporation of TUSCANY POINTE PHASE 2 HOMEOWNERS' ASSOCIATION, INC. for the purposes expressed in such Articles.


Notary Public
Printed Name MARTHA F SPRADLEY

My Commission Expires: 12-07-01

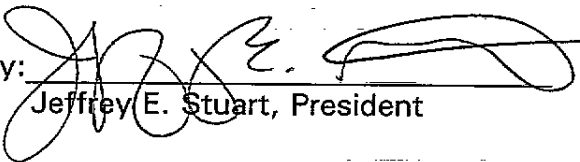


Martha F Spradley
My Commission CC700591
Expires December 7, 2001

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of TUSCANY POINTE PHASE 2 HOMEOWNERS' ASSOCIATION, INC.

LIFESTYLE BUILDERS OF ORLANDO, INC.

By: 
Jeffrey E. Stuart, President

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