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LAW OFFICE OF
LETITIA E. WOOD
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELOR AT LAW

200 EAST ROBINSON STREET
SUITE 500
ORLANDO, FLORIDA 32801
December 15, 1999

REAL ESTATE, BUSINESS
AND GOVERNMENTAL LAW

PHONE: (407) 425-4242
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Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, FL 32399

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-12/20/99--01012--005
*****122.50 *****78.75

Re: Articles of Incorporation of The Oakbrook Estates
Homeowners' Association, Inc., S04-001

To Whom It May Concern:

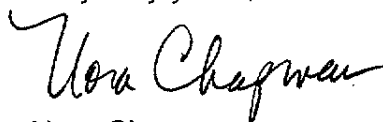
I enclose the following:

1. Original Articles of Incorporation of The Oakbrook Estates Homeowners' Association, Inc., together with acceptance by Registered Agent.
2. Check No. 1223 from Letitia E. Wood, P.A., made payable to the Division of Corporations in the amount of \$122.50, representing the cost of filing the Articles and provision of a certified copy of same.

Please file the enclosed Articles with the Secretary of State and return to me a certified copy in the enclosed self-addressed envelope.

Please do not hesitate to call if you have any questions.

Very truly yours,



Nora Chapman
Legal Assistant

/nc
Enclosures

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FILED
99 DEC 20 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DEC 22 1999

ARTICLES OF INCORPORATION

OF

THE OAKBROOK ESTATES HOMEOWNERS' ASSOCIATION, INC.

FILED
99 DEC 20 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name of this corporation is:

THE OAKBROOK ESTATES HOMEOWNERS' ASSOCIATION, INC.

For convenience, the corporation is sometimes referred to in this instrument as the "Association" or the "corporation."

ARTICLE II

PURPOSES

This corporation is organized to provide for the improvement, maintenance, and preservation of the property affected by the Declaration of Covenants and Restrictions for Oakbrook Estates, to be recorded in the Public Record of Osceola County, Florida and as amended from time to time (the "Declaration") and to provide for the health, safety and welfare of the members of the Association.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot (as that term is defined in the Declaration, a "Lot") affected by the Declaration shall be a member of the Association. Notwithstanding anything else to the contrary herein, any such person or entity who holds such interest as security for the performances of an obligation shall not be a member of the Association.

Section 2. Voting Rights. The Association shall have two (2) classes of voting membership:

Class A. Class A Members shall be all those Owners as defined in Section 1 with the exception of the "Developer" (as defined in the Declaration), as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it would otherwise qualify. Except as provided below, Class A members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership by Section 1. When more than one person holds such interests or interest in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, but, in no event shall more than one vote be cast with respect to any such Lot, except as to Class B.

Class B. The Class B Members shall be the Developer. The Class B Member shall be entitled to one (1) vote, plus five (5) votes for each Lot owned by the Developer. Developer shall be entitled to cast such votes any time Class A Members shall be entitled to vote. The Class B membership shall cease and terminate three (3) months after ninety percent (90%) of the Lots in all phases within The Properties (as that term is defined in the Declaration) have been sold and conveyed by the Developer (or its affiliates) to Members (but not including builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for resale), or sooner at the election of the Developer (whereupon the Class A members shall be obligated to elect the Board of Directors and assume control of the Association).

ARTICLE IV

TERMS OF EXISTENCE

This corporation shall commence existence on the date of filing with the Secretary of State and shall exist perpetually until dissolved by due process of law.

ARTICLE V

INCORPORATOR

The names and address of the Incorporator of these Articles of Incorporation is:

NAME

Lorenzo Soto

ADDRESS

3034 S.W. 100th Court
Miami, FL 33165

ARTICLE VI

OFFICERS

The affairs of the corporation shall be managed by the President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided for in the bylaws. An officer may hold one or more offices. The officers shall be elected by the Board of Directors

annually in accordance with the provisions of the bylaws; and they should serve at the pleasure of the Board of Directors.

ARTICLE VII

INITIAL OFFICERS

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

President	Lorenzo Soto
Vice President	Daniel Gonzalez
Treasurer	Aileen Soto
Secretary	Julio Baladron

ARTICLE VIII

DIRECTORS

The powers of the corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors. The Board of Directors of the corporation shall consist of not less than three (3) persons or more than nine (9) persons, the exact number to be determined in accordance with the provisions of the bylaws, be elected by the members annually in accordance with the provisions of the bylaws of the corporation.

ARTICLE IX

INITIAL DIRECTORS

The names and address of the person who are to serve as initial directors until the first election hereunder are:

<u>NAME</u>	<u>ADDRESS</u>
Lorenzo Soto	3034 S.W. 100th Court Miami, FL 33165
Daniel Gonzalez	2229-A Simpson Ridge Circle Kissimmee, Florida 34744
Aileen Soto	3034 S.W. 100th Court Miami, FL 33165

ARTICLE X

BYLAWS

The bylaws of the corporation shall be made, altered, amended, repealed, restated, or rescinded, or new bylaws adopted, by affirmative vote of a majority of the then Directors of the corporation present at any regular meeting or any special meeting of the Board of Directors.

ARTICLE XI

INDEMNIFICATION

Section 1. Neither the members nor officers of the corporation shall be personally liable for any obligations of the corporation of any nature whatsoever; nor shall any of the property of any member or officer of the corporation be subject to the payment of the obligation of the corporation to any extent whatsoever.

Section 2. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he or she may be a party or in which he or she may become involved by reason of being or having been a director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses and liabilities are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct or otherwise derelict in the performance of his or her duties as such director or officer; provided, however, that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approve such settlement and reimbursement as being in the best interest 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.

Section 3. Expenses incurred by a director or officer in defending a suit or proceeding whether civil, criminal, administrative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors and upon receipt of an undertaking by or on behalf of such director or officer to repay such amount, if it shall ultimately be determined that he or she is not to be indemnified by the Association pursuant to these Articles of Incorporation.

Section 4. The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of these Articles.

ARTICLE XII

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of the corporation, after no less than fifteen (15) days prior written notice to all members.

ARTICLE XIII

MISCELLANEOUS

Section 1. The corporation shall have no capital stock.

Section 2. This corporation shall have the powers to carry out its purpose and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

Section 3. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 4. Unless specifically prohibited, any and all functions, duties and power of the Association shall be fully transferable in whole or in part, to any developer, management agent, governmental unit, public body, or similar entity. Any instrument effecting such a transfer shall specify the duration thereof and the means of revocation.

ARTICLE XIV

DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, but not for acting in the capacity of a director or officer of the corporation) and no member, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

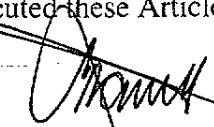
Upon the dissolution of this corporation the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation pursuant to the procedure and provisions of Florida Statutes, Sections 617.1405 and 617.1406. Any of the assets not so disposed of shall be

disposed of by the Circuit Court of the County in which the principal office of the corporation is the located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated for such purposes.

ARTICLE XV-Initial Principal Office:
Initial Registered Office and Agent

The street address and mailing address of the initial principal office of the corporation is 3034 S.W. 100th Court, Miami, FL 33165. The street address and mailing address of the initial registered office of the corporation shall be 3034 S.W. 100th Court, Miami, FL 33165, and the registered agent of the corporation at that office shall be Lorenzo Soto.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 10 day of December, 1999.



Lorenzo Soto

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledge before me this 10 day of December, 1999, by Lorenzo Soto, who is personally known to me.



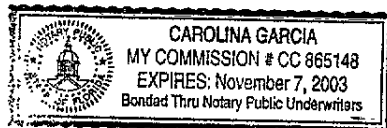
NOTARY PUBLIC

CAROLINA GARCIA

NOTARY NAME PRINTED

Notary Public

My Commission Expires:



CONSENT OF REGISTERED AGENT

The undersigned, hereby accepts appointment and hereby consents to serve as registered agent of The Oakbrook Estates Homeowners' Association, Inc., a Florida corporation not for profit, and agrees to maintain the registered office and accept process according to law.

DATED this 10 day of December, 1999.



Lorenzo Soto