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**ARTICLES OF INCORPORATION
OF
TOWNHOMES AT WINDSOR PALMS
HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, hereby forms a corporation not for profit in accordance with the laws of the State of Florida, and certify as follows:

ARTICLE I - NAME

The name of this corporation is TOWNHOMES AT WINDSOR PALMS HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of this Association shall be located at 555 Winderley Place, Suite 420, Maitland, Florida 32751, which office may be changed from time to time by action of the Board of Directors.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Association shall be James W. Hart, Jr., SENTRY MANAGEMENT, 2180 W. S.R. 434, Suite 5000, Longwood, Florida 32779.

ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within that certain real property, herein called the "Properties", described in that certain Declaration of Covenants, Conditions and Restrictions for TOWNHOMES AT WINDSOR PALMS now or hereafter recorded among the Public Records of Osceola County, Florida, and any amendments or modifications thereof, herein called the "Declaration", relating to the Properties and any additions thereto as may hereafter be brought within the jurisdiction of the Association. The purposes of this Association shall include, without limitation of the foregoing, the maintenance and architectural control of the Lots and Common Area within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Declaration. For the foregoing purposes, this Association is empowered to:

(1) exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided;

(2) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this

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Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;

(3) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association;

(4) borrow money, and upon two-thirds (2/3) vote of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(5) dedicate, sell, or transfer all or any part of this Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(6) grant easements as to the Common Area to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

(7) participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have been approved by a two-thirds (2/3) vote of each class of members;

(8) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(9) contract for the maintenance and management of the Common Area, including but not limited to, any Surface Water Management System ("SWMS"), and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(10) operate and maintain the SWMS, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas;

(11) sue or be sued;

(12) to adopt such annual budgets as are necessary to carry out the provisions of the Declaration; and

(13) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617 or Chapter 720, Florida Statutes by law may now or hereafter have or exercise.

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ARTICLE V - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI - VOTING RIGHTS

A. This Association shall be a membership corporation, without certificates of shares of stock.

B. The Association shall have two classes of voting membership, Class A, and Class B. All votes shall be cast in the manner provided in the Bylaws. The two classes of voting memberships, and voting rights related thereto, are as follows:

(a) Class A. Class A members shall be all Owners of Lots subject to assessment; provided, however, so long as there is Class B membership the Declarant shall not be a Class A member. When more than one person or entity holds an interest in any Lot, the vote for such Lot shall be exercised as such persons determine, but in no event shall more than the number of votes hereinafter designated be cast with respect to such Lot nor shall any split vote be permitted with respect to such Lot. Every Owner of a Lot within the Properties, who is a Class A member, shall be entitled to one (1) vote for that Lot.

(b) Class B. Declarant shall be the Class B member, and shall be entitled to three (3) votes for each Lot owned; provided, however, that as to land which is annexed or added pursuant to the Declaration, Declarant shall be entitled to fourteen (14) votes per acre or fraction thereof contained within a Parcel, until such time as the Parcel is platted, whereupon Declarant shall be entitled to three (3) votes per Lot in lieu of the votes per acre.

(c) Termination of Class B. From time to time, Class B membership may cease and be converted to Class A membership, and any Class B Lots then subject to the terms of this Declaration shall become Class A Lots upon the happening of any of the following events, whichever occurs earliest:

- (i) When 75% of the Lots are conveyed to Owners, other than Declarant; or
- (ii) On December 31, 2015; or
- (iii) When the Declarant waives in writing its right to Class B membership.

Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.

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C. The share of an owner or a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such owner's or member's Lot.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, which so long as Class B membership exists, shall consist of three (3) directors, and thereafter shall consist of not less than three (3) nor more than nine (9) directors. Directors need not be members of the Association. The names and addresses of the persons who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
Jim Leiferman	555 Winderley Place, Suite 420 Maitland, FL 32751
Douglas W. Puvogel	555 Winderley Place, Suite 420 Maitland, FL 32751
Judith Duncan	555 Winderley Place, Suite 420 Maitland, FL 32751

The initial Board of Directors herein designated shall serve until Class B membership has ceased and been converted to Class A membership and until the first annual membership meeting thereafter. At the first annual membership meeting the members shall elect three (3) directors. Directors elected at the first such annual membership meeting and thereafter shall serve for a period of one year, and until their successors have been duly elected and qualified. So long as Class B membership shall exist, any member of the Board of Directors may be removed, with or without cause, but only by the Class B member, and any vacancies occurring on the Board of Directors shall only be filled by appointment by the Class B member.

ARTICLE VIII - OFFICERS

The Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

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<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Jim Leiferman	President	555 Winderley Place, #420 Maitland, FL 32751
Douglas W. Puvogel	Vice President	555 Winderley Place, #420 Maitland, FL 32751
Judith Duncan	Secretary/ Treasurer	555 Winderley Place, #420 Maitland, FL 32751

ARTICLE IX - SUBSCRIBER

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

<u>NAME</u>	<u>ADDRESS</u>
Julius J. Zschau	2701 North Rocky Point Drive Suite 930 Tampa, Florida 33607

ARTICLE X - DISSOLUTION

The Association will exist in perpetuity. However, this Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each class of members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association, including but not limited to any SWMS, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE XI - BYLAWS

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered or rescinded in the manner provided by the Bylaws.

ARTICLE XII - AMENDMENT OF ARTICLES

- A. These Articles of Incorporation may be amended, from time to time, as follows:

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(1) So long as there is a Class B Member, the Board of Directors may amend these Articles by a majority vote of the Directors.

Thereafter, these Articles may be amended as follows:

(2) If the Board of Directors wish to amend the Articles, the Directors must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at an annual meeting or special meeting of members entitled to vote on the proposed amendment.

(3) Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member entitled to vote.

(4) The proposed amendment must be adopted by a majority of the members entitled to vote present at a meeting either in person or by proxy, at which a quorum is present.

or

(5) Members entitled to vote on proposed amendments to the Articles may amend the Articles without action by the Directors at a meeting for which notice of the changes to be made is given and the assent of 75 percent (75%) of the entire membership.

B. Any number of amendments may be submitted and voted upon at any one meeting.

C. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

D. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Osceola County, Florida.

ARTICLE XIII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a 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. 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 XIV - INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the

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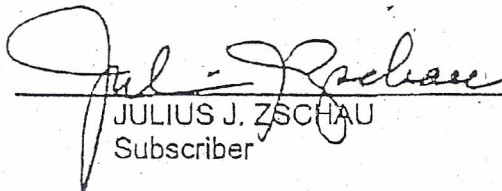
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undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

ARTICLE XV - FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 16th day of December, 2002.



JULIUS J. ZSCHAU
Subscriber

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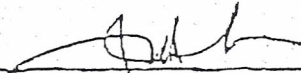
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TOWNHOMES AT WINDSOR PALMS HOMEOWNERS ASSOCIATION, INC., at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such open office.

Dated this 16th day of December, 2002.

By: 
JAMES W. HART, JR.
Registered Agent

Registered Office:

2180 W. S.R. 434, Suite 5000
Longwood, Florida 32779.

Principal Corporation Office:

555 Winderley Place, Suite 420
Maitland, FL 32751

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