

# State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of THE VILLAS AT SHADOW BAY CONDOMINIUM ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on November 12, 1985, as shown by the records of this office.

The document number of this corporation is N12024.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
14th day of November, 1985.



CER-101

George Firestone  
Secretary of State

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ARTICLES OF INCORPORATION

OF

THE VILLAS AT SHADOW BAY CONDOMINIUM ASSOCIATION, INC.

A Florida corporation not for profit

In compliance with the requirements of Chapter 617, Florida Statutes (1983), the undersigned, being a resident of the State of Florida and being of full age, has this day voluntarily formed a corporation not for profit and does hereby certify:

ARTICLE I

NAME

The name of the corporation is THE VILLAS AT SHADOW BAY CONDOMINIUM ASSOCIATION, INC., a corporation not for profit, and is hereinafter called the "Association."

ARTICLE II

PURPOSE AND POWERS OF THE ASSOCIATION

A. The Association is organized as a corporation not for profit under the provisions of Chapter 617, Florida Statutes, and is a Condominium Association, as referred to and authorized by Section 718.111, Florida Statutes. The purpose for which the Association is organized is to provide an entity responsible for the operation of a condominium in Osceola County, Florida, known as The Villas at Shadow Bay Condominium, and to transact any or all lawful business. Said condominium is herein called "Condominium" and the Declaration of Condominium whereby same has or will be created is herein called "Declaration". A description of the lands of the Condominium is set forth in the Declaration. This Association may also operate other condominiums which may be created on the lands described in Exhibit "A" to these Articles of Incorporation, and, if so, the word "Condominium" as used herein shall mean all such condominiums.

B. The Association shall have all of the following powers:

1. All the powers set forth and described in Chapter 617, Florida Statutes, as amended.

2. All the powers of an association as set forth in Chapter 718, Florida Statutes (1983).

3. Make and collect assessment against members as unit owners to defray the costs, expenses and losses of the Condominium and other matters declared by the Declaration to be a common expense of the Condominium.

4. Use the proceeds of assessments in the exercise of its powers and duties.

5. Maintain, repair, replace and operate the Condominium Property including the operation and maintenance of the surface water management system and the cypress preservation area as permitted by the South Florida Water Management District including all lakes, retention areas, culverts and related appurtenances.

6. Purchase insurance upon the Condominium Property and insurance for the protection of the Association and its members as Unit Owners, as well as liability insurance for the protection of Officers and Directors of the Association.

7. Reconstruct improvements after casualty and/or further improve the Condominium Property.

8. Make, modify, amend and rescind reasonable rules and regulations respecting the use of the Condominium Property, herein called the "Rules and Regulations".

9. Enforce by legal, equitable and administrative means the provisions of the Declaration, these Articles, the By-Laws and the Rules and Regulations.

10. Contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of Rules and Regulations and the maintenance, repair and replacement of the common elements with funds as shall be made available by the Association for such purposes. The Association, its Directors and its officers shall, however, retain at all times the powers and duties granted by the Declaration and Chapter 718, Florida Statutes, including, but not limited to, the making of assessments, promulgation of Rules and Regulations and the execution of contracts on behalf of the Association.

11. Employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association.

12. Pay taxes and assessments which are liens against any part of the condominium other than individual Units and the appurtenances thereto, and to assess the same against the Units and the appurtenances thereto, and to assess the same against the Units as a common expense of the Condominium.

13. Pay the cost of all utility services rendered to the Condominium and not billed individually to Owners of individual Units.

14. Purchase one (1) or more Units in the Condominium and to hold, lease, mortgage and convey such Units.

15. All Powers necessary for the purposes for which the Association is organized.

### ARTICLE III

#### MEMBERSHIP AND VOTING RIGHTS

The general members of the Association shall constitute all the record Owners of the Condominium Units of the Condominium. Declarant (Developer) shall be considered owner of all those units which remain unsold. The voting members of the Association shall consist of: (1) Owner of each Unit of the Condominium, who shall be designated as provided in the By-Laws of the Association. After receiving the approval of the Corporation, as required under the Declaration, change of membership in this Association shall be established by recording in the public records of Osceola County, Florida, a deed or other instrument establishing record title to a Condominium Unit by delivering to the Association a certified copy of such instrument. Immediately upon such recordation and delivery, the Owner designated by such instrument shall thereby become a general member of the Association and all membership of the prior Owner of such Condominium shall be thereby terminated.



When the Developer has conveyed Fifteen Percent (15%) or more of the units in the Condominium or at such earlier time as the Developer in its discretion may determine, the unit owners other than the Developer shall be entitled to elect One-third (1/3) of the members of the Board of Directors and the Board of Directors shall call a special members' meeting for the election.

Unit owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors:

(a) Three (3) years after the Developer has conveyed Fifty Percent (50%) of the units that will ultimately be operated by the Association to individual purchasers; or

(b) Three (3) months after the Developer has conveyed Ninety Percent (90%) of the units that will ultimately be operated by the Association to individual purchasers; or

(c) When all of the units in the Condominium have been completed and some of the units have been sold, and none of the remaining units are being offered for sale by the Developer in the ordinary course of business; whichever shall first occur, or at such earlier time as the Developer in its direction may determine. The Board of Directors shall call a special members' meeting for the election.

(d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business, whichever occurs first. The developer is entitled to elect at least one member of the board of administration of an association as long as the developer holds for sale in the ordinary course of business at least 5 percent of the units in a condominium operated by the association.

The Developer is entitled to elect at least one (1) member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least Five Percent (5%) of the units in THE VILLAS AT SHADOW BAY, a condominium.

#### ARTICLE VIII

##### BY-LAWS

The initial By-Laws of the Association shall be adopted by the original Board of Directors and thereafter the By-Laws of the Association shall be made, altered or rescinded by the members of the Association in the manner set forth in the By-Laws.

#### ARTICLE IX

##### INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association to the fullest extent authorized or permitted under Florida law against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on such Director or officer in connection with any proceeding or settlement of any proceeding to which they may be a party or in which they may become involved by reason of their being or having been a Director or officer at the time such expenses are incurred.

#### ARTICLE X

##### ACTION WITHOUT A MEETING

Any action which may be taken at a meeting of the members of the Association may be taken without a meeting if a consent in writing is signed by the members that would be required to vote at a meeting to adopt such action and is filed in the minutes of the Association. Notice requirements applicable to meetings shall not apply to action taken without a meeting.