

This instrument prepared by
Mildred S. Crowder, Esq.
WEISENFELD & ASSOCIATES, P.A.
Suite 300
501 Brickell Key Drive
Miami, Florida 33131-2608

Recorded copies should
be returned to:
LANDSTAR DEVELOPMENT
CORPORATION.
2533 Boggy Creek Road
Kissimmee, Florida 34744
Attention: Sarah Gilman

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1992 JUL - 8 PM 3:24

FILED

ARTICLES OF INCORPORATION OF ISLAND COVE VILLAS
AT MEADOW WOODS HOMEOWNERS' ASSOCIATION, INC.

In compliance with the laws of the State of Florida, the undersigned, all being sui juris and residents of Florida, do hereby voluntarily associate themselves for the purpose of forming a corporation not for profit, and do hereby certify:

ARTICLE I - NAME

The name of the corporation is ISLAND COVE VILLAS
AT MEADOW WOODS HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II - RESIDENT AGENT

The street address of the initial registered office and principal place of business of this corporation is 2533 Boggy Creek Road, Kissimmee, Florida 34744, and the name of the initial Registered Agent of this corporation at such address is MORRIS A. WILLIAMS JR. The Association may maintain offices and transact business in such other places as may from time to time be designated by the Board of Directors.

ARTICLE III - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV - INCORPORATORS

The names and addresses of the Incorporators to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Carl Palmisciano	2533 Boggy Creek Road Kissimmee, Florida 34744
Charles D. O'Hara	2533 Boggy Creek Road Kissimmee, Florida 34744
Morris A. Williams, Jr.	2533 Boggy Creek Road Kissimmee, Florida 34744

ARTICLE V - PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the residential Living Units and Common Area and to promote the health, safety and welfare of the residents of the Property more particularly described on Exhibit "A" and any additions thereto as may hereafter be brought within the jurisdiction of this Association. For such purposes, the Association shall have and exercise the following authority and powers:

A. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants and Restrictions, hereinafter called the "Declaration", applicable to the Property and recorded or to be recorded in the Public Records of Orange County, Florida, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by this reference as if the same were set forth herein at length.

B. To fix, levy, collect and enforce payment by any lawful means of 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 the Association, including all licenses, taxes or governmental charges levied or imposed against the Property or the Association.

C. To participate in mergers and consolidations with other corporations not for profit organized for the same purposes so long as any such merger or consolidation does not broaden the duties and obligations of the Association required by the terms of the Declaration and provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members.

D. To have and to exercise any and all of the common law and statutory powers, rights and privileges which a corporation organized under the Corporation Not for Profit Law of the State of Florida may now or hereafter have or exercise, which are not in conflict with the terms of these Articles, the Declaration and the Bylaws.

As used herein, the term "Corporation" shall be the equivalent of "Association" as defined in the Declaration. Words and phrases, when used in these Articles, shall have the same definitions as attributed to them in the Declaration.

ARTICLE VI - MEMBERSHIP

A. Every person or entity who is a record owner of a fee or undivided fee interest in any Living Unit, as defined in the Declaration, which is subject by covenants of record to assessment by the Association, shall automatically be a member of the Association upon the recordation in the Public Records of Orange County, Florida, of the deed or other instrument establishing the acquisition and designating the Living Unit affected thereby. Such person or entity shall be known as an Owner and shall hold a Class A voting membership. 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 Living Unit which is subject to assessment by the Association. Such membership shall automatically terminate when such person or entity is no longer the record Owner of a Living Unit.

B. The Developer, as defined in the Declaration, shall hold the Class B membership.

ARTICLE VII - VOTING RIGHTS

The membership of the Association shall have voting rights, in relation to the class of membership, as follows:

Class A. Class A members, being all Owners, with the exception of the Developer (provided that Class B membership continues to exist), shall be entitled to one (1) vote for each Living Unit owned. When more than one (1) person holds an interest in any Living Unit, all such persons shall be members. The vote

for such Living Unit shall be exercised as they determine, among themselves, but in no event shall more than one (1) vote be cast with respect to any Living Unit.

Class B. The Class B member(s), being the Developer, shall be entitled to three (3) votes for each Living Unit or Lot owned, with each vote being considered a "member" for purposes of construing the minimum member's votes needed under various provisions hereof, or in the Declaration, or Bylaws of the Association. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever shall first occur:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) On December 31, 1995.

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of the Association shall be managed and governed by a Board of not less than three (3) nor more than seven (7) Directors, who shall be members of the Association, except that Directors elected or appointed by the Developer need not be members of the Association.

The names and addresses of the persons who constitute the initial Board of Directors, until the selection and qualification of their successors, are:

Carl Palmisciano	2533 Boggy Creek Road Kissimmee, Florida 34744
Charles D. O'Hara	2533 Boggy Creek Road Kissimmee, Florida 34744
Morris A. Williams, Jr.	2533 Boggy Creek Road Kissimmee, Florida 34744

The initial Board of Directors herein designated shall serve until the first election of the Board of Directors at the first annual membership meeting after Class B membership has ceased and been converted to Class A membership, at which time the members shall elect Directors who shall each serve for a term of one (1) year. Any vacancy on the Board of Directors shall, upon a majority vote by the remaining Directors, be filled for the unexpired term of the vacated office.

The Developer is entitled to elect at least one (1) Director as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Living Units.

ARTICLE IX - DISSOLUTION

The Association may be dissolved no sooner than thirty (30) years from the date of incorporation with the assent given in writing and signed by not less than three-fourths (3/4) of the votes of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust, public agency or other organization provided that it is to be used for purposes similar to those for which this Association was created, and the Association shall be dissolved in accordance with law.

ARTICLE X - OFFICERS

Subject to the discretion of the Board of Directors, the affairs of the Association shall be administered by its officers, as designated in the Bylaws, who shall serve at the pleasure of the Board of Directors. Said officers shall be members of the Association, except that officers elected or appointed by the Developer need not be members of the Association. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are:

<u>NAME AND TITLE</u>	<u>ADDRESS</u>
Carl Palmisciano President	2533 Boggy Creek Road Kissimmee, Florida 34744
Charles D. O'Hara Vice President	2533 Boggy Creek Road Kissimmee, Florida 34744
Morris A. Williams, Jr. Treasurer/Secretary	2533 Boggy Creek Road Kissimmee, Florida 34744

ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of the Association, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust, or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit, or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a director or officer seeks indemnification were properly incurred, and whether such director or officer acted in good faith and a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding. In the event that all the directors were parties to such action, suit or

proceeding, such determination shall be made by the members of the Association by a majority vote of a quorum.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XII - TRANSACTION IN WHICH DIRECTORS
OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Association and one (1) or more of its directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void, voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because said officer's or director's votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that said director or officer may be interested in any such contract or transaction.

B. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XIII - BYLAWS

The Bylaws of this Corporation shall initially be made and adopted by the first Board of Directors. The Bylaws may be altered, amended or rescinded at any duly called meetings of the members of the Association in the manner provided for in the Bylaws and Declaration. No amendment shall change the rights and privileges of the Developer without its written approval.

ARTICLE XIV - AMENDMENTS

A. Amendments to these Articles of Incorporation shall require the approval of seventy-five percent (75%) of the entire membership entitled to vote. Said amendment(s) shall be effective when a copy thereof, sealed with the corporate seal, executed and acknowledged by the President or Vice President, and attested by the Secretary or an Assistant Secretary, has been filed with the Secretary of State, and all filing fees paid. Notwithstanding any provisions of this Article to the contrary, these Articles of Incorporation shall not be amended in any manner which shall abridge, amend or alter the rights of the Developer, as set forth in the Declaration, without the prior written consent to such amendment by the Developer. Further, these Articles of Incorporation shall not be amended in any manner which shall amend, modify or affect any provisions, terms, conditions, rights and obligations set forth in the Declaration, as the same may be amended from time to time in accordance with the respective provisions thereof.

B. For so long as there is a Class "B" membership, the following actions will require the prior approval of either the Federal Housing Administration ("FHA") or the Veterans Administration ("VA"):

- i. annexation of additional properties;
- ii. mergers and consolidations;
- iii. mortgaging or dedication of Common Areas;

- iv. dissolution of the corporation;
- v. amendment of these Articles of Incorporation other than to clarify an ambiguity or conflict. FHA and VA approval shall only be required if any mortgage encumbering a lot is guaranteed or insured by either of such agencies.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the Laws of the State of Florida, we, the undersigned, constituting the subscribers and incorporators of this Association, have executed these Articles of Incorporation on the dates hereinafter set forth.

Signed, sealed and delivered in the presence of:

Charles D. O'Hara
 CHARLES D. O'HARA
 Print or Type Name

Carl Palmisciano (SEAL)
 CARL PALMISCIANO *Ev.*

Ramona Thompson
 RAMONA THOMPSON
 Print or Type Name

Dated: 6/29/92

Ramona Thompson
 RAMONA THOMPSON
 Print or Type Name

Charles D. O'Hara (SEAL)
 CHARLES D. O'HARA

Tina M. Allen
 Tina M. Allen
 Print or Type Name

Dated: 6/29/92

Ramona Thompson
 RAMONA THOMPSON
 Print or Type Name

Morris A. Williams, Jr. (SEAL)
 MORRIS A. WILLIAMS, JR.

Tina M. Allen
 Tina M. Allen
 Print or Type Name

Dated: 6/29/92

STATE OF FLORIDA)
 COUNTY OF OSCEOLA)

The foregoing instrument was acknowledged before me this 29th day of June, 1992, by Carl Palmisciano. He is personally known to me and did not take an oath.

Sarah Ann Gilman
 NOTARY PUBLIC, State of Florida
 at Large

SARAH ANN GILMAN
 Type or Stamp Name of Notary

[NOTARIAL SEAL]

Commission Number of Notary

My Commission Expires:



STATE OF FLORIDA)
COUNTY OF OSCEOLA)

The foregoing instrument was acknowledged before me this 29th day of June, 1992, by Charles D. O'Hara. He is personally known to me and did not take an oath.

Sarah Ann Gilman
NOTARY PUBLIC, State of Florida
at Large

SARAH ANN GILMAN
Type or Stamp Name of Notary

[NOTARIAL SEAL]

Commission Number of Notary

My Commission Expires:

STATE OF FLORIDA)
COUNTY OF OSCEOLA)



SARAH ANN GILMAN
MY COMMISSION EXPIRES
July 30, 1994
BONDED THRU NOTARY PUBLIC UNDERWRITERS

The foregoing instrument was acknowledged before me this 29th day of June, 1992, by Morris A. Williams, Jr. He is personally known to me and did not take an oath.

Sarah Ann Gilman
NOTARY PUBLIC, State of Florida
at Large

SARAH ANN GILMAN
Type or Stamp Name of Notary

[NOTARIAL SEAL]

Commission Number of Notary

My Commission Expires:



SARAH ANN GILMAN
MY COMMISSION EXPIRES
July 30, 1994
BONDED THRU NOTARY PUBLIC UNDERWRITERS

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH FLORIDA LAW, THE FOLLOWING IS SUBMITTED:

VILLAS

FIRST--THAT ISLAND COVE / AT MEADOW WOODS HOMEOWNERS'
ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS
OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
CITY OF KISSIMMEE, STATE OF FLORIDA, HAS NAMED MORRIS A. WILLIAMS,
JR. AT 2533 BOGGY CREEK ROAD, KISSIMMEE, FLORIDA, 34744, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

By: Morris A. Williams, Jr.
MORRIS A. WILLIAMS, JR.
(REGISTERED AGENT)

Date: June 29, 1992

\\hoa-docs\inlo-covo.art

FILED
1992 JUL -8 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

LEGAL DESCRIPTION

PARCEL 49--A

A PART OF SECTION 36, TOWNSHIP 24 SOUTH, RANGE 29 EAST, ORANGE COUNTY, FLORIDA, DESCRIBED AS FOLLOWS:

COMMENCE AT THE INTERSECTION OF THE CENTERLINE OF BROOK HOLLOW DRIVE, AS SHOWN ON THE PLAT OF "WILLOWBROOK - PHASE 1", RECORDED IN PLAT BOOK 29, PAGES 63 AND 64, PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA WITH THE CENTERLINE OF LANDSTAR BOULEVARD, AS SHOWN ON THE PLAT OF "LANDSTAR BOULEVARD RIGHT OF WAY EXTENSION IV" RECORDED IN PLAT BOOK 26, PAGES 88, 89, AND 90, PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA; THENCE N. 75° 45' 00" W., 60.00 FEET TO A POINT ON THE WESTERLY RIGHT OF WAY LINE OF SAID LANDSTAR BOULEVARD AND THE POINT OF BEGINNING; THENCE RUN SOUTHERLY ALONG THE WESTERLY RIGHT OF WAY LINE OF LANDSTAR BOULEVARD THE FOLLOWING TWO (2) COURSES AND DISTANCES; S. 14° 15' 00" W., 30.00 FEET TO POINT OF CURVATURE OF A CURVE, CONCAVE EASTERLY, HAVING A RADIUS OF 1260.00 FEET; THENCE RUN 39.23 FEET ALONG THE ARC OF SAID CURVE THRU A CENTRAL ANGLE OF 01° 47' 02" TO A POINT ON SAID CURVE; SAID POINT BEING A POINT OF CURVATURE OF A CURVE, CONCAVE SOUTHWESTERLY, HAVING A RADIUS OF 25.00 FEET; THENCE FROM A TANGENT BEARING OF N. 12° 27' 58" E., RUN 38.49 FEET ALONG THE ARC OF SAID CURVE THRU A CENTRAL ANGLE OF 88° 12' 58" TO THE POINT OF TANGENCY THEREOF; THENCE N. 75° 45' 00" W., 43.06 FEET TO A POINT OF CURVATURE OF A CURVE, CONCAVE SOUTHERLY, HAVING A RADIUS OF 288.85 FEET AND A CENTRAL ANGLE OF 47° 42' 15"; THENCE RUN 240.49 FEET ALONG THE ARC OF SAID CURVE TO THE POINT OF TANGENCY THEREOF; THENCE S. 56° 32' 45" W., 57.73 FEET; THENCE N. 33° 27' 15" W., 50.00 FEET; THENCE N. 89° 53' 56" W., 363.35 FEET; THENCE N. 00° 06' 04" E., 600.00 FEET; THENCE S. 89° 54' 19" E., 760.91 FEET TO A POINT OF CURVATURE OF A CURVE, CONCAVE SOUTHERLY, HAVING A RADIUS OF 50.00 AND CENTRAL ANGLE OF 85° 43' 42"; THENCE RUN 74.81 FEET ALONG THE ARC OF SAID CURVE TO A POINT OF COMPOUND CURVATURE OF A CURVE, HAVING A RADIUS OF 1140.00 FEET; SAID POINT LYING ON THE WESTERLY RIGHT OF WAY LINE OF SAID LANDSTAR BOULEVARD; THENCE FROM A TANGENT BEARING OF S. 04° 10' 18" E., RUN 366.64 FEET ALONG THE WESTERLY RIGHT OF WAY LINE OF LANDSTAR BOULEVARD THRU A CENTRAL ANGLE OF 18° 25' 37" TO THE POINT OF TANGENCY THEREOF; THENCE S. 14° 15' 00" W., 137.52 FEET TO THE POINT OF BEGINNING.

CONTAINING 10.73 ACRES MORE OR LESS.

11/15/11

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of ISLAND COVE VILLAS AT MEADOW WOODS HOMEOWNERS' ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on July 8, 1992, as shown by the records of this office.

The document number of this corporation is N49833.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
13th day of July, 1992.



CR2EO22 (2-91)

Jim Smith

Jim Smith
Secretary of State

1992