

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of

MARBISA VILLAS HOMEOWNERS ASSOCIATION, INC.

filed on June 9th, 1982.

The Charter Number for this corporation is 762237.



CORP 104 Rev. 1-79

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
9th day of June 1982

George Firestone
Secretary of State

Exhibit "A"

ARTICLES OF INCORPORATION
MARBRISA VILLAS HOMEOWNERS ASSOCIATION, INC.

JUN 1 1980

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 MARBRISA VILLAS HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II - RESIDENT AGENT

The street address of the initial registered office of this corporation is Suite 1850, One Biscayne Tower, 2 South Biscayne Boulevard, Miami, Florida 33131, and the name of the initial Resident Agent of this corporation at such address is JOSEPH J. WEISENFELD. 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 - SUBSCRIBERS

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

<u>NAME</u>	<u>ADDRESS</u>
Bernard Eckstein	1996, One Biscayne Tower Two South Biscayne Boulevard Miami, Florida 33131
Tom Franklin	2533 Boggy Creek Road Kissimmee, Florida 32741
Joseph J. Weisenfeld	1850, One Biscayne Tower Two South Biscayne Boulevard Miami, Florida 33131

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 within the property described in Exhibit "A", attached hereto and made a part hereof, 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 Osceola County, Florida, and 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 of the Association.

C. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

D. To borrow money, and with the assent of two-thirds (2/3) of the 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.

E. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members.

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

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 to covenants of record to assessment by the Association, including contract sellers, shall automatically be a member of the Association upon the recordation in the Public Records of Osceola 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 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 By-Laws 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, 1984.

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of the Association shall be managed and governed by a Board of three (3) 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:

<u>NAME</u>	<u>ADDRESS</u>
Bernard Eckstein	1996, One Biscayne Tower Two South Biscayne Boulevard Miami, Florida 33131
Tom Franklin	2533 Boggy Creek Road Kissimmee, Florida 32741
Joseph J. Weisenfeld	1850, One Biscayne Tower Two South Biscayne Boulevard Miami, Florida 33131

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 three (3) 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 with the assent given in writing and signed by not less than two-thirds (2/3) 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 direction of the Board of Directors, the affairs of the Association shall be administered by its officers, as designated in the By-Laws, 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>
BERNARD ECKSTEIN, President	1996, One Biscayne Tower Two South Biscayne Boulevard Miami, Florida 33131

JOSEPH J. WEISENFELD,
Secretary

1850, One Biscayne Tower
Two South Biscayne Boulevard
Miami, Florida 33131

TOM FRANKLIN,
Treasurer

2533 Boggy Creek Road
Kissimmee, Florida 32741

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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 - TRANSACTIONS 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, or 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.

-A-

LAW OFFICES JOSEPH J. WEISENFELD

SUITE 1850, ONE BISCAYNE TOWER, TWO SOUTH BISCAYNE BOULEVARD, MIAMI, FLORIDA 33131 • TELEPHONE (305) 374-5800

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STATE OF FLORIDA)
) SS.
COUNTY OF OSCEOLA)

BEFORE ME, the undersigned authority, personally appeared TOM FRANKLIN, who, upon being first duly sworn, acknowledged that he subscribed and executed the foregoing Articles of Incorporation freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of June, 1982.

Shirley L. Landa
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

Notary Public, State of Florida
My Commission Expires Dec. 28, 1985
Resides The Key Inn - Orlando, Fla.

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JOSEPH J. WEISENFELD, who, upon being first duly sworn, acknowledged that he subscribed and executed the foregoing Articles of Incorporation freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of June, 1982.

Reguelina Marie Chisfale
NOTARY PUBLIC
State of Florida at Large

My Commission Expires: 4/2/85

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

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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST—THAT MARBRISA VILLAS 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 MIAMI, STATE OF FLORIDA, HAS NAMED JOSEPH J.
WEISENFELD, LOCATED AT 1850, ONE BISCAYNE TOWER, TWO SOUTH BISCAYNE BOULEVARD,
CITY OF MIAMI, STATE OF FLORIDA, 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:


JOSEPH J. WEISENFELD
(REGISTERED AGENT)

DATE

June 7, 1982