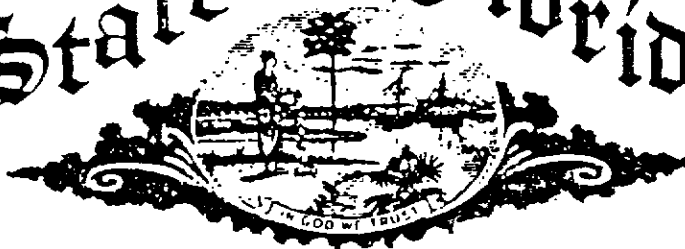


# State of Florida

REF. 731 PAGE 2012



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of VILLAGES OF VILANO HOMEOWNERS' ASSOCIATION, INC.

a corporation organized under the Laws of the State of Florida, filed on October 24, 1986

The document number of this corporation is N17492

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
24 day of October



A handwritten signature in cursive script, appearing to read "George Firestone".

George Firestone  
Secretary of State

ARTICLES OF INCORPORATION OF  
 VILLAGES OF VILANO  
 HOMEOWNERS' ASSOCIATION, INC.,  
A NON-PROFIT CORPORATION

FILED  
 955 OCT 24 11 10 33  
 TALLAHASSEE, FLORIDA

We, the undersigned natural persons competent to contract, associate ourselves for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, and certify as follows:

I

NAME

The name of the corporation shall be VILLAGES OF VILANO HOMEOWNERS' ASSOCIATION, INC., A NON-PROFIT CORPORATION.

II

PURPOSE

The purpose for which this corporation is organized is to provide for maintenance, preservation and architectural control of the lots, units and common area within that certain tract of property described as:

That certain real property described on Exhibit "A", attached to the Declaration of Covenants and Restrictions for Villages of Vilano, and any and all other lands that hereafter may be made subject to the provisions of said Declaration pursuant to the provisions thereof.

And to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for such purpose.

In furtherance of such purpose, the Association shall have power to:

(a) 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 for

VILLAGES OF VILANO, hereinafter called the "Declaration", applicable to the property, which shall be recorded in the Public Records of St. Johns County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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) 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) borrow money, and with the assent of two-thirds (2/3) 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;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or 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;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation, except for property annexed by the Developer pursuant to Section 12.9 of the Declaration, shall have the assent of two-thirds (2/3) of each class of members; and

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

III

MEMBERSHIP

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

IV

CLASSES OF MEMBERSHIP

Class A. Class A members shall be all Owners, with the exception of the Developer (as defined in the Declaration). Each Owner shall be entitled to one vote for each unit owned. When more than one person holds an interest in any unit, all such persons shall be members. The vote for such unit shall be exercised as they determine, but in no event shall more than the assigned votes be cast with respect to any lot.

Class B. The Class B member(s) shall be the Developer (as defined in the Declaration), and shall be entitled to three (3) votes for each lot or unit owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) Ten (10) years from the recording date of the Declaration.

†

V

EXISTENCE

The corporation shall have perpetual existence.

VI

SUBSCRIBERS NAMES AND RESIDENCES

The name and residence of the subscriber to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
James Kashou	4492 Southside Boulevard Jacksonville, Florida 32216

## VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, a President, Vice President, who shall at all times be members of the Board, and a Secretary/Treasurer. The Board shall consist of no fewer than three (3) nor more than five (5) members. After Class B membership ceases each member shall be the owner of a lot or unit as provided in Section 4.4 of the Declaration. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
James Kashou Director/President	4492 Southside Boulevard Jacksonville, Florida 32216
Tracy Kutz Director/Vice President	4492 Southside Boulevard Jacksonville, Florida 32216
Sharyn Kenon Director/Secretary/Treasurer	4492 Southside Boulevard Jacksonville, Florida 32216

## VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of member. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association 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.

## IX

AMENDMENT TO THE ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation may be proposed

by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting.

X

AMENDMENTS TO BYLAWS

The Bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

XI

INDEMNIFICATION

Every director and officer of the Association and every member of the Association serving the Association at its request shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, or by reason of his or her serving or having served the Association at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities are incurred; provided, that in the event of a settlement before entry of judgment, indemnification shall apply unless the Board of Directors in its reasonable judgment determines that the person concerned is guilty of gross negligence or willful misconduct in the performance of his or her duties by the court or jury in any proceeding. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation is 4492 Southside Boulevard, Jacksonville, Florida, 32216, and the registered agent at such address is JAMES KASHOU.

*James Kashou*  
-----  
JAMES KASHOU

FILED  
1986 OCT 24 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the State and County named above I do take acknowledgements, personally appeared JAMES KASHOU, to me well known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of October, 1986.

*Rebeka H. Hein*  
-----  
Notary Public, State of Florida

My Commission Expires: 3/31/90

AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF  
VILLAGES OF VILANO  
HOMEOWNERS' ASSOCIATION, INC.,  
A NON-PROFIT CORPORATION

The undersigned officers of VILLAGES OF VILANO HOMEOWNERS' ASSOCIATION, INC., desiring to amend the Articles of Incorporation of said Corporation, do hereby certify as follows:

I

The name of the Corporation is VILLAGES OF VILANO HOMEOWNERS' ASSOCIATION, INC.,

II

Article IV of said Corporation's Articles of Incorporation is hereby amended to read as follows:

ARTICLE IV

CLASSES OF MEMBERSHIP

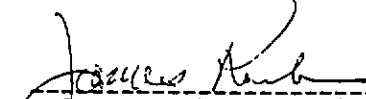
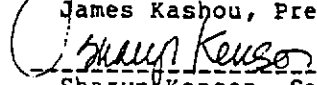
Class A. Class A member(s) shall be all Owners, with the exception of the Developer (as defined in the Declaration). Each Owner shall be entitled to one vote for each unit owned. When more than one person holds an interest in any unit, all such persons shall be members. The vote for such unit shall be exercised as they determine, but in no event shall more than the assigned votes be cast with respect to any lot.

Class B. The Class B member(s) shall be the Developer (as defined in the Declaration), and shall be entitled to three (3) votes for each lot or unit owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) Five (5) years following the conveyance of the first lot or unit.

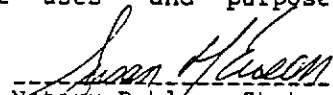
III

Said Amendment was adopted by unanimous vote of the Board of Directors of said Corporation, at a special meeting of said Board of Directors duly noticed and held on January 7, 1987, at 501 Atlantic Bank Building, St. Augustine, Florida, 32084.

  
 -----  
 James Kashou, President  
  
 -----  
 Sharyn Kenson, Secretary

STATE OF FLORIDA  
 COUNTY OF ST. JOHNS

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgements, personally appeared JAMES KASHOU and SHARYN KENSON, to me well known to be the persons described as President and Secretary, respectively, herein and who executed the foregoing Amendment to Articles of Incorporation of the Villages of Vilano Homeowners' Association, Inc. for the uses and purposes therein expressed.

  
 -----  
 Notary Public, State of Florida  
 My commission expires: 6/3/88