

ARTICLES OF INCORPORATION OF  
FORMOSA GARDENS RESIDENTIAL COMMUNITY ASSOCIATION, INC.

(A Corporation Not For Profit)

The undersigned incorporator hereby files the Articles of Incorporation of FORMOSA GARDENS RESIDENTIAL, COMMUNITY ASSOCIATION, INC (the "Corporation") pursuant to Florida Statutes Chapter 617 as amended.

ARTICLE I

The name of the Corporation shall be FORMOSA GARDENS RESIDENTIAL COMMUNITY ASSOCIATION, INC. The Corporation shall be effective on August 11, 1993, provided that these Articles of Incorporation are filed with the Florida Department of State within five (5) business days, after such date. If not so filed within said 5 days, these Articles of Incorporation shall be effective upon filing with the Florida Department of State.

ARTICLE II

The Corporation has authority over properties and responsibility for functions that are outlined in the Declaration (defined below). The Corporation is organized (1) to own, establish, maintain and operate the common areas and recreational facilities within the properties owned by or under the authority of the Corporation, not for profit but solely for the mutual benefit of the members, (2) to present a unified effort to the members in protecting the value of the property of the members, (3) to carry out the duties and fulfill the purposes set forth in the Declaration, and (4) to engage in all other activities and to exercise all other powers, rights, and privileges that are permitted under Chapter 617 of the Florida Statutes, as amended. Without limiting the foregoing general statement of the Corporation's purpose and authority, Corporation is also expressly empowered to do the following:

1. To acquire, own, and convey real and personal property;

2. To operate and maintain common areas belonging to or under authority of the Corporation;
3. To operate and maintain the surface water management system permitted by the South Florida Water Management District within the properties falling under the Corporation's authority, including without limitation all lakes, retention areas, culverts and related appurtenances;
4. To establish rules and regulations governing activities within the properties under the Corporation's authority;
5. To levy dues and assessments against owners, members, and properties of the Corporation or under the Corporation's authority, and to enforce the payment of those dues and assessments;
6. To sue and be sued;
7. To contract for services, including without limitation services required for operation and maintenance of the surface water management system referred to above and for the fulfillment of other duties of the Corporation;
8. All other powers necessary for the purposes for which the Corporation is organized.

The Corporation is a community association participating in a larger development called Formosa Gardens. As a community association, the Corporation is subject and subordinate to the master association identified in the Declaration. The Corporation will fulfill all duties of a community association under the Declaration, the master declaration identified in the Declaration, and the By-laws, as any of such may be amended. The Corporation will be subject to the restrictions on a community association as those restrictions are from time to time outlined in the Declaration, the master declaration identified in the Declaration, and the By-laws.

### ARTICLE III

The members of the Corporation shall be limited to record owners of lots (as defined in the Declaration) in Formosa Gardens, Unit 1 according to the Plat thereof as recorded

in Plat Book 7, at Pages 19 through 24, inclusive, in the Public Records of Osceola County, Florida, and the owners of any lots which may be annexed to that certain Community Declaration of Easements, Covenants, Conditions and Restrictions recorded in O.R. Book 1037, at Page 1909 et seq., Public records of Osceola County, Florida, as amended from time to time (the "Declaration"), said Declaration being incorporated herein by reference. 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 Corporation, including contract sellers, shall be a member of the Corporation. 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 Corporation.

If additional properties are by annexation made subject to the Declaration, unless the annexation instrument prescribes otherwise, those additional properties shall be subject to the Corporation's jurisdiction and the owners of those properties will be Members of the Corporation.

The members of the Corporation shall have the following voting rights:

Each lot shall be allocated and entitled to one vote in any Corporation matter requiring a vote of the members. When a lot is owned by more than one person or entity, all such persons or entities shall be members, but in no event shall more than one vote be cast with respect to any one lot. When a lot is owned by more than one person or entity, those persons or entities shall designate one of them for the purpose of casting the vote that is appurtenant to their lot. When a lot is owned by an entity, the entity shall designate in

writing a partner, officer, or employee of the entity for the purpose of casting the vote that is appurtenant to the entity's lot. All such designations shall be in accordance with the terms and provisions of the By-laws. Notwithstanding the foregoing, until the declarant of the Declaration (the "Declarant") shall have conveyed fee title for ninety percent (90%) of the lots to persons or entities other than Declarant, Declarant shall be entitled to six (6) votes for each lot owned by Declarant. After Declarant's conveyance of title for ninety percent (90%) of the lots, Declarant shall be entitled to one vote for each lot then owned by Declarant.

#### ARTICLE IV

This Corporation shall have perpetual existence. However, if the Corporation is ever dissolved, the surface water management system and other common areas owned by the Corporation will be conveyed to an appropriate agency of local government for proper operation and maintenance. If an agency of local government will not accept the surface water management system or other common areas on dissolution of the Corporation, the surface water management system and other common areas must be dedicated to a nonprofit corporation similar to the Corporation that will have responsibility for maintaining and operating the surface water management system and other common areas.

#### ARTICLE V

The name and street address of the initial registered office and the initial registered agent are as follows: George Chen 3007 Formosa Gardens Blvd., Kissimmee, Florida 34746.

## ARTICLE VI

The affairs of the Corporation shall be managed by a Board of Directors of not less than three (3) nor more than thirteen (13) persons which shall have all the powers and duties permitted by Chapter 617 of the Florida Statutes, as amended. Commencing with the first annual meeting and at each subsequent annual meeting of the members of the Corporation, the Board of Directors shall be elected by the members of the Corporation and, unless otherwise provided for in the By-laws, shall be elected for one-year terms. Vacancies in the Board of Directors shall be filled by the remaining directors at a special meeting called for that purpose and a director so elected shall serve until the next annual meeting of the Corporation. The Board of Directors shall elect or appoint a President, Vice President, Secretary, and Treasurer at the first meeting of the Board of Directors following each annual meeting of the members. The duties of the officers shall be prescribed by the By-Laws of the Corporation. Notwithstanding any contrary language in these Articles, the Declarant may appoint all members of the Board until the earlier of the following events:

1. Six (6) months after fee title for one hundred percent (100%) of the "Lots" has been conveyed by Declarant to an Owner other than Declarant; or
2. Such earlier date as Declarant may determine in Declarant's discretion.

## ARTICLE VII

The By-Laws of the Corporation shall be adopted by the Board of Directors. Thereafter, the By-Laws may be amended or repealed, at a regular or special meeting of the members or by the Board of Directors, by a vote of a majority of a quorum of members present in person or by proxy, or by the vote of a majority of a quorum of the Board of Directors.

## ARTICLE VIII

The Corporation shall be responsible for ensuring full compliance with the conditions and requirements of all surface water drainage permits, development orders, and all other permits approvals, orders, and the like applicable to the properties lying within the

Corporation's authority.

The Corporation shall be responsible for maintaining all such drainage facilities in good repair, free from debris and obstructions and in compliance with the requirements of the drainage permit issued by the South Florida Water Management District for construction, operation, and maintenance, of the drainage facilities for the development. The Corporation shall also operate the drainage facilities in the manner in which they were designed and in accordance with the requirement of the drainage permit referred to above.

The plat, the Declaration, or other documents affecting the properties under authority of the Corporation will identify wetlands, buffer zones, and similar conservation areas (the "Conservation Areas") within those properties. These Conservation Areas will be dedicated to the Corporation as common areas. The Corporation shall be responsible for maintaining the Conservation Areas in their natural state and for ensuring that all drainage permits, development orders, and other applicable orders, approvals, permits, and the like are fully complied with. The Conservation Areas may not be altered from their natural state. Activities prohibited within the Conservation Areas include but are not limited to the following:

1. Construction or placing of building or other improvements under, on, or above the Conservation Areas;
2. Dumping or placing soil or other substances such as trash or debris, under, on or above the Conservation Areas;
3. Removal or destruction of tree, shrubs, or other vegetation growing within the Conservation Areas (with the exception of exotic vegetation removal);
4. Excavation, dredging, or removal of soil material from the Conservation Areas;
5. Any other activity detrimental to drainage, flood control, water conservation, erosion control, or fish and wildlife habitat conservation and preservation within the Conservation Areas.

#### ARTICLE IX

The names of the persons constituting the first Board of directors. OMITTED

ARTICLE X

The name and street address of the incorporator of these Articles of Incorporation is George Chen, 3007 Formosa Gardens Blvd, Kissimmee, Florida 34746.

ARTICLE XI

Amendments to these Articles of incorporation may be proposed by any member of the Board of Directors and adopted by the majority vote thereof and in addition, may be amended as provided and permitted by the By-laws and by the Florida Statutes.

ARTICLE XII

The Corporation may be dissolved as provided by Florida law. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be distributed as elected by the members in accordance with applicable law, and if the members fail to make such election, then as elected by the Board of Directors in accordance with applicable law. Notwithstanding the foregoing, on dissolution of the Corporation will be conveyed to the entities prescribed in Article IV above.

ARTICLE XIII

The mailing and street address of the Corporation is; 3007 Formosa Gardens Blvd., Kissimmee, Florida 34746.

ARTICLE XIV

The officers, members, directors, committee members and agents of the Corporation shall be indemnified to the fullest extent provided by law and Declaration.

IN EXECUTION HEREOF, the undersigned has signed his name as incorporator to these Articles of Incorporation of FORMOSA GARDENS RESIDENTIAL COMMUNITY ASSOCIATION, INC, a corporation not for profit organized pursuant to Chapter 617 of the Florida Statutes, as amended on this 11<sup>th</sup> day of August 1993.

GEORGE CHEN, Incorporator.