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State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of PARK LAKE WOODS CONDOMINIUM ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on August 29, 1979, as shown by the records of this office.

The charter number for this corporation is 748693.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
30th day of August, 1979.



CER 101 Rev. 5-79

EXHIBIT "B"

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

George Firestone
Secretary of State

ARTICLES OF INCORPORATION

OF

PARK LAKE WOODS CONDOMINIUM ASSOCIATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not for profit, and hereby adopt the following Articles of Incorporation:

FILED
JAN 20 2 00 PM '79
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION

The name of this corporation, hereinafter called the "Association," shall be PARK LAKE WOODS CONDOMINIUM ASSOCIATION, INC. Its principal office and place of business shall be at 1600 East Amelia Street, Orlando, Florida 32803. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

ARTICLE II - PURPOSE AND POWERS

Section 1. The purpose for which this Association is organized is to act as a governing "Association" within the meaning of the Condominium Act (Chapter 718, Florida Statutes) for PARK LAKE WOODS, A CONDOMINIUM, located in Maitland, Orange County, Florida.

Section 2. The Association shall have all of the rights, powers, duties and functions of a governing association as set forth in the Condominium Act, now or hereafter in effect, except

as otherwise limited, if at all, by these Articles, and all powers and duties reasonably necessary to administer, govern and maintain the condominium pursuant to the Declaration of Condominium as it may be amended from time to time, including, but not limited to, the following:

(a) To make and collect assessments against members of the Association for the purpose of defraying the charges and expenses of the condominium and of all other properties the Association shall hold, by whatever means, and operation of the Association. Assessments paid by unit owners shall be held in trust by the Association and used solely to pay:

(1) The cost of operation, maintenance, preservation, enhancement or repair of the condominium property and other costs related thereto, and

(2) The cost of administration of the affairs of the Association, including payment of applicable taxes and the preservation of the Association's existence, to the extent properly allocable to the performance of the Association's duties under the Declaration of Condominium (all thereof, in the event that the Association undertakes no other activities). To the extent not expended in the year in which paid, assessments shall continue to be held in trust by the Association for the benefit of the unit owners to be expended solely for the aforesaid purposes or, upon any termination of the condominium, the unexpended portion shall be added to the common surplus for disbursement to the unit owners.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace and operate all condominium property.

(d) To purchase insurance upon condominium property and all properties the Association shall hold and insurance for the protection of the Association and its members.

(e) To improve condominium property further and, after casualty, to reconstruct improvements.

(f) To approve or disapprove the transfer, by sale, rental, gift, devise, bequest, succession, or otherwise, and the ownership and encumbrance of family units as may be provided by the Declaration of Condominium and by the By-Laws of the Association.

(g) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association, and the regulations for the use of the property of the condominium.

(h) To contract for the management of the condominium, including maintenance, repair, replacement and operation of any and all of the condominium properties, and to designate to a management contractor or contractors all powers and duties of this Association.

(i) To purchase, lease, receive by gift, or otherwise acquire possessory or use interests in real and personal property, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association.

(j) To contract for the management, operation and upkeep of any and all property held or controlled by the Association.

(k) To encumber, lease or grant other possessory or use interests in any and all property which the Association may acquire or control, including but not limited to any recreational facilities.

(l) To enter into contracts or agreements for the maintenance of accounting and bookkeeping records and for the use of data processing facilities or services, so as to carry out the Association's responsibilities and to comply with the requirements of the law of the State of Florida with regard to maintenance of records.

(m) To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and functions of the Association.

(n) To employ all personnel reasonably necessary to perform the services required for proper exercise of the rights, powers, duties and functions of the Association.

(o) To exercise any and all common law and statutory powers, although not specifically recited above, of a corporation not for profit, and of an association within the meaning of the Condominium Act, reasonably necessary or convenient to carry out and perform the purpose for which the Association is organized and its enumerated powers.

(p) To enact rules and regulations concerning the use and enjoyment of the units, the common elements and of the property owned by the Association.

Section 3. Any officer or director individually or any firm or corporation of which any officer or director shall be a member,

stockholder, officer, director, employee, or agent, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Association, provided that he or such firm or corporation so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, prior to the making thereof. No contract or other transaction between this Association and any other such person, firm, or corporation, and no act of this Association shall be in any way be affected or invalidated thereby. Any director of this Association who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Association, which shall authorize any such contract or transaction with like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE III - QUALIFICATION OF MEMBERS
AND THE MANNER OF THEIR ADMISSION

Section 1. The subscribers constitute the sole members of this Association until the recording of a Declaration of Condominium naming this Association as the association thereunder. Upon the recording of the Declaration, shall own all memberships in the Association. At such time as the purchase price is paid and the deed to a unit is issued, the owner thereof shall become a member.

Section 2. Ownership of a condominium unit shall be a prerequisite to exercising any rights as a member. A condominium

unit may be owned by more than one person or by a corporation, association, partnership or trust. D.R. 3068, PC 438

Section 3. Membership shall not be transferable, except as provided herein or in any Declaration of Condominium naming this Association as the association thereunder. The membership of any unit owner shall terminate upon the termination of his condominium, or upon transfer of his ownership in the unit, provided the transfer is accomplished in accordance with the provisions of the Declaration of Condominium. The transferor's membership shall automatically transfer and be vested in the new owner succeeding to the ownership interest in the unit, subject to a lien thereon for all undischarged assessments, charges and expenses. The Association may rely on a recorded deed as evidence of transfer of a unit and thereupon terminate the transferor's membership and recognize the membership of the transferee.

ARTICLE IV - TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE V - NAME AND RESIDENCES OF THE SUBSCRIBERS

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

<u>NAME</u>	<u>RESIDENCE ADDRESS</u>
John L. Mica	1016 Tuscany Place Winter Park, FL 32789
Robert A. Koch	1340 Lakeview Drive Winter Park, FL 32789
Lyle Fugleberg	Rt. 1, Box 35 Maitland, FL 32751

Section 1. The officers of the Association shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and any assistants to such officers as the Board of Directors may deem appropriate from time to time.

Section 2. The names of the officers who are to serve until the first election are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
John L. Mica	President	1016 Tuscany Place Winter Park, FL 32789
Robert A. Koch	Secretary	1340 Lakeview Dr. Winter Park, FL 32789
Lyle Fugleberg	Treasurer	Rt. 1, Box 35 Maitland, FL 32751

Section 3. Officers of the Association shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of the majority of the members of the Board either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The affairs and business of this Association shall be managed and conducted by a Board of Directors consisting of not less than three (3) nor more than nine (9) persons.

Section 2. The names of the initial Board of Directors and their terms of office are as follows:

<u>NAME</u>	<u>TERM</u>
John L. Mica	1 year
Robert A. Koch	1 year
Lyle Fugleberg	1 year

Section 3. At the expiration of the term of such initial Director, his successor shall be elected by the members of the Association to serve for a term of one (1) year. A director shall hold office until his successor has been elected and qualified.

Section 4. Directors may be removed with or without cause, by a two-thirds (2/3rds) vote of the membership at any annual meeting or any special meeting duly called therefor.

Section 5. In the event of a vacancy on the Board by reason of death, resignation or otherwise, a majority of the Board of Directors is authorized to fill the vacancy until the next annual meeting. If, after a written request of any member of the Association that the vacancy be filled, the Board fails or refuses to fill the vacancy for a period a ninety (90) days from the receipt of such notice, then the vacancy shall be filled by the members of the Association at a duly called meeting.

Section 6. Annual meetings of the Board shall be held immediately following the annual meeting of the members and at the same place. Special meetings of the Board may be called by the President, Secretary, or a majority of the Board upon notice by telegram or by United States mail to each Director sent at least three (3) days prior to the date of the meeting. A majority of the Directors, by waiving notice of a special meeting or consenting to or taking any action, may cause such action to be taken without a formal meeting.

ARTICLE VIII - BY-LAWS

The By-Laws of the Association are to be made or approved by the Board of Directors initially and thereafter may be amended, altered, modified or rescinded by the action or approval of the members of the Association, except that any such change of the By-Laws shall not affect the rights or interests of the Developer of the condominium or the mortgagees of any condominium property or family unit without the written consent of the Developer or the mortgagee, respectively, to the extent such written consent may be required by the Developer or mortgagee. The manner of altering, modifying, amending or rescinding the By-Laws shall be provided for in the By-Laws.

ARTICLE IX - AMENDMENTS TO THESE ARTICLES

Section 1. Amendments to these Articles of Incorporation shall be proposed by a resolution adopted by a two-thirds (2/3rds) vote of the Board of Directors. The resolution shall then be presented to the membership of the Association. A two-thirds (2/3rds) vote of the membership cast at a duly called meeting shall be necessary to amend the Articles of Incorporation.

Section 2. No amendment shall make any change in the qualifications for membership without approval in writing of all members and the joinder of all record holders of mortgages upon any condominium property or upon property held by the Association. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium of the condominium governed by this Association.

ARTICLE X - VOTING

Section 1. Each member in good standing shall be entitled to one vote. Any unit owned by more than one person or by a corporation, partnership, or trust shall be entitled to only one vote, to be cast by a designee of the holder or holders. If the designation is not filed with the Secretary prior to the commencement of the meeting in which the vote may be exercised, the unit shall not be voted. The designation may be drawn to apply to a specific meeting or to any and all meetings until revoked by the owner or owners of the unit.

Section 2. Votes may be cast either in person, by proxy or by a voting trustee or trustees, each of whom may, but need not, be an officer or director of the Association, or affiliated with the developer. All proxies and voting trust agreements must be in writing and filed with the Secretary at least two (2) days before the time appointed for each meeting. If a proxy or voting trust agreement is applicable to more than one meeting, refileing shall not be required prior to each meeting.

Section 3. All members of the Association shall be entitled to vote upon matters affecting the Association, its property, and other possessory interests or uses and election of Directors.

Section 4. A membership shall be deemed to be in "good standing" and "eligible to vote" at any meeting if, and only if, the member shall have fully paid at least two (2) days prior to the date fixed for the meeting, all assessments made or levied against the unit by the Directors or the Declaration, together with all interest, costs, attorney's fees and other expenses and

penalties, if any, properly chargeable against the family unit.

ARTICLE XI - ADDITIONAL PROVISIONS

Section 1. No officer, Director or member shall be personally liable for any debt or other obligation of the Association, except as provided in the Declaration of Condominium naming this Association as the association thereunder.

Section 2. The Association shall not be operated for profit. No dividend shall be paid, and no part of the income of the Association shall be distributed to its members, Directors or officers. The Association may pay compensation in a reasonable amount to its members, Directors or officers for services rendered, may confer benefits upon its members in conformity with its purpose, and upon dissolution or final liquidation may make distributions to its members as permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

Section 3. Where the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Section 4. Every member of the Board of Directors and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be

a party, or in which he may become involved, by reason of his being, or having been, a member of the Board of Directors of officer of the Association, whether or not he is a member of the Board of Directors or officer at the time such expenses are incurred.

ARTICLE XII - SEVERABILITY

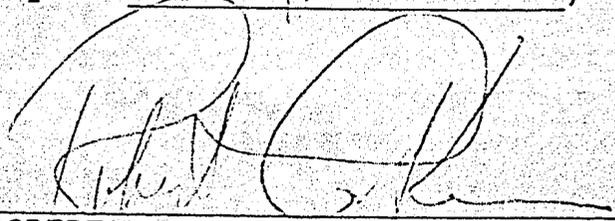
Should any paragraph, sentence, phrase, or portion thereof, of any provision of these Articles or of the By-Laws or rules and regulations be held invalid, it shall not affect the validity of the remaining parts thereof or of the remaining instruments.

ARTICLE XIII - APPOINTMENT OF AGENT
FOR SERVICE OF PROCESS

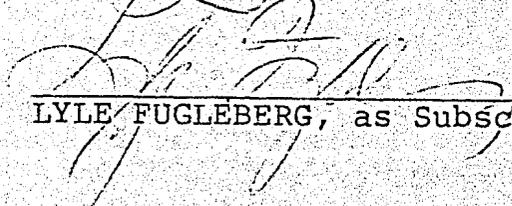
This corporation designates as its registered agent, ROBERT A. KOCH, at 1600 East Amelia Street, Orlando, Florida 32803, who accepts this designation as registered agent by his signature below.

IN WITNESS WHEREOF, the undersigned, ROBERT A. KOCH, JOHN L. MICA and LYLE FUGLEBERG, being the Subscribers to these Articles of Incorporation of PARK LAKE WOODS CONDOMINIUM ASSOCIATION, INC., as herein set forth, and ROBERT A. KOCH, as the registered agent for the corporation, do hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, we have hereunto set

our hands and seals this 26th day of August,
A. D. 1979.


ROBERT A. KOCH, as Subscriber and
as Registered Agent


JOHN L. MICA, as Subscriber

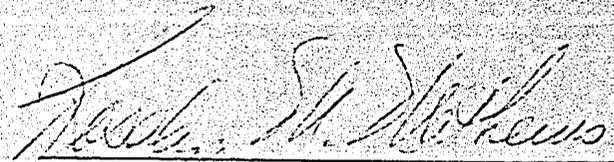

LYLE FUGLEBERG, as Subscriber

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, an officer duly
authorized to administer oaths and take acknowledgments, on this
day personally appeared ROBERT A. KOCH, JOHN L. MICA and LYLE
FUGLEBERG, to me well known to be the persons described in and
who executed the foregoing Articles of Incorporation, and, after
being first duly sworn, they acknowledged before me that they
executed the same, freely and voluntarily, and for the uses and
purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 26th day of August, A. D. 1979.

(NOTARIAL SEAL)


Notary Public
My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
BY COMMISSION EXPIRES AUG. 7 1983
BOOK TEN GENERAL U.S. UNDERWRITERS

State of Florida



Department of State

I certify that the attached is a true and correct copy of Certificate of Amendment to the Articles of Incorporation of PARK LAKE WOODS CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, filed on October 18, 1979, as shown by the records of this office.

The charter number of this corporation is 748693.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 19th day of October, 1979.



CER 101 Rev. 5-79

George Firestone
Secretary of State

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CERTIFICATE OF AMENDMENT

C.R. 3068 PG 447

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF
ARTICLES OF INCORPORATION

OF

PARK LAKE WOODS CONDOMINIUM ASSOCIATION, INC.

The undersigned Secretary of PARK LAKE WOODS CONDOMINIUM ASSOCIATION, INC. hereby certified that, at a joint special meeting of the Board of Directors and Members of PARK LAKE WOODS CONDOMINIUM ASSOCIATION, INC., the following resolutions were adopted:

"RESOLVED that Article II, Section 2(h) of the Articles of Incorporation of the corporation shall be deleted and a new Article II, Section 2(h) shall be placed in its stead to read as follows:

To 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 maintenance, repairs and replacement of the common elements with funds as shall be made available by the association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association."

"FURTHER RESOLVED that Article XI, Section 4 of the Articles of Incorporation of the corporation shall be deleted and a new Article XI, Section 4 shall be placed in its stead to read as follows:

Every member of the Board of Directors and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved, by reason of his being, or having been, a member of the Board of Directors or officer of the Association, whether or not he is a member of the Board of Directors or officer at the time such expenses are incurred, except that there shall be no indemnification if a director or officer is adjudged guilty of wilful misfeasance or malfeasance. "

The undersigned Secretary further certified that the said

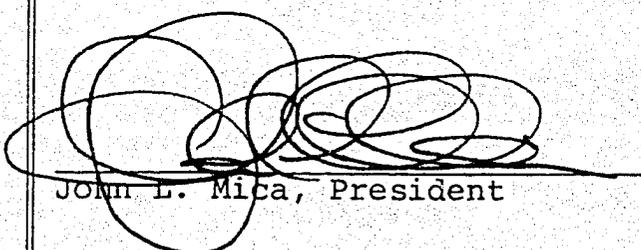
joint meeting of Directors and Members was held on October 9, 1979, and that the vote was taken at such meeting is still in full force and effect.

Dated this 12th day of October, A. D. 1979.

(CORPORATE SEAL)



Robert A. Koch, Secretary



John L. Mica, President

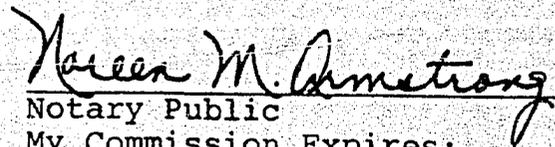
STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ROBERT A. KOCH and JOHN L. MICA, well known to me to be the Secretary and President, respectively, of PARK LAKE WOODS CONDOMINIUM ASSOCIATION, INC. and they acknowledged before me that they executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of October, A. D. 1979.

(NOTARIAL SEAL)



Notary Public
My Commission Expires:
Notary Public, State of Florida at Large
My Commission Expires Sept. 25, 1981
Bonded By American Fire & Casualty Company