

ARTICLES OF INCORPORATION

OF

REUNION RESORT & CLUB OF ORLANDO MASTER ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, a resident of the State of Florida, of full age, and for the purpose of forming a corporation, not for profit, does hereby certify:

ARTICLE I

Name

The name of the corporation is Reunion Resort & Club of Orlando Master Association, Inc. (hereafter called the "Association").

ARTICLE II

Office

The street address of the initial principal office and mailing address of the Association is 5401 Kirkman Road, Suite 500, Orlando, Florida 32819.

ARTICLE III

Registered Agent

A.G.C. Co., whose address is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

Definitions

Capitalized terms shall have the meaning assigned to them in the Master Declaration, unless the context indicates otherwise. For ease of reference, and not by way of limitation, some of the capitalized terms used herein and in the Master Declaration are as follows:

Section 1. "Articles of Incorporation" shall mean and refer to these Articles of Incorporation of the Association, as they may be amended from time to time.

Section 2. "Association" shall mean and refer to Reunion Resort & Club of Orlando Master Association, Inc., its successors and assigns.

Section 3. "Board of Directors" or "Board" shall mean and refer to the board of directors for the Association.

Section 4. "Bylaws" shall refer to the Bylaws of the Association.

Section 5. "Common Property" shall have the meaning assigned to it in the Master Declaration.

Section 6. "Declarant" shall have the meaning assigned to it in the Master Declaration.

Section 7. "Declarant's Control Period" shall have the meaning assigned to it in the Master Declaration.

Section 8. "Master Declaration" shall mean and refer to the Master Declaration of Covenants, Conditions, Restrictions and Easements for Reunion Resort & Club of Orlando as may be amended from time to time, recorded in the Official Records of Osceola County, Florida and applicable to the Property.

Section 9. "Member" shall have the meaning assigned to it in the Master Declaration. During Declarant's Control Period, the Board shall be the sole Member of the Association. After termination of Declarant's Control Period, every Owner shall be a Member of the Association.

Section 10. "Owner" shall have the meaning assigned to it in the Master Declaration.

Section 11. "Officers" shall collectively mean and refer to the President, Vice-President, Treasurer and Secretary of the Association.

Section 12. "Property" shall have the meaning assigned to it in the Master Declaration.

Section 13. "Unit" shall have the meaning assigned to it in the Master Declaration.

ARTICLE V

Purpose and Powers of the Association

Section 1. This Association does not contemplate pecuniary gain or profit to the Members thereof. The specific purposes for which the Association is formed are to provide for maintenance and preservation of such portions of the Property, and any additions thereto, as may hereafter be brought within the jurisdiction of this Association pursuant to the Master Declaration; to own, hold, and manage such portions of the Property as may be conveyed to the Association pursuant to the Master Declaration; and to exercise such powers and perform such other duties and discharge such other responsibilities as may be imposed upon, or granted, assigned, or delegated to, or otherwise permitted to be exercised by, the Association pursuant to the Master Declaration.

(a) The Association shall have all of the powers reasonably necessary to implement the purpose of the Association, including, without limitation, the following:

1. to own, convey and mortgage property;
2. to operate, manage, repair, replace and maintain Common Property, including all lakes, retention areas, culverts and related appurtenances comprising the surface water management system, permitted in the South Florida Water Management District Permit issued with respect to the development of the Property, as may be required, permitted, or contemplated by the Master Declaration;
3. to establish rules and regulations as may be required, permitted or contemplated by the Master Declaration;
4. to assess Owners and enforce any and all assessments as may be required, permitted, or contemplated by the Master Declaration, including without limitation, Basic Assessments, Special Assessments, Specific Assessments and Service Area Assessments.
5. to use the proceeds of the assessments in the exercise of its powers and duties;
6. to sue and be sued;
7. to enforce by legal means the provisions of the Master Declaration, Bylaws and these Articles of Incorporation;
8. to contract for services and to delegate to such contractor any and all powers of the Association except those powers that are prohibited to be delegated pursuant to the Master Declaration, Bylaws or these Articles of Incorporation.

(b) The Association shall have and exercise all of the powers and privileges and shall perform all of the duties and obligations of the Association as set forth in the Master Declaration.

(c) The Association shall have and exercise any and all common law and statutory powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Florida may now or hereafter have or exercise, including, without limitation, those powers specifically set forth in Section 617.0302, Florida Statutes (2001).

ARTICLE VI

Membership

During Declarant's Control Period, the Board, as appointed from time to time by Declarant, shall be the sole Member of the Association. After termination of Declarant's Control Period, every Owner shall be a Member of the Association. If a Unit is owned by more than one person, all co-Owners shall share the privileges of such membership, subject to reasonable Board regulation and the restrictions set forth in the Bylaws and in the Master Declaration, and all such co-Owners shall be jointly and severally obligated to perform the responsibilities of Owners.

The membership rights and privileges of an Owner who is a natural person may be exercised by the Owner or the Owner's spouse. The membership rights of an Owner (including, without limitation, the right, after the Declarant's Control Period ends, to serve as a director of the Association) which is a corporation, partnership or other legal entity may be exercised by any officer, director, partner, or trustee, or by any other individual designated from time to time by the Owner in a written instrument provided to the secretary of the Association.

ARTICLE VII

Voting Rights

Until Declarant's Control Period ends, the Board shall have the sole voting power within the Association and Declarant shall have the sole and exclusive right to appoint members of the Board. During Declarant's Control Period, only the Board shall be entitled to vote on matters of the Association. When Declarant's Control Period ends, all Owners shall become Members, and in such capacity, shall be entitled to vote in the manner set forth in the Master Declaration and the Bylaws.

ARTICLE VIII

Board of Directors

Section 1. The affairs of this Association shall be managed by a Board of not less than three (3) directors, who, during Declarant's Control Period, shall be officers, directors, employees or representatives of Declarant who are appointed by Declarant, in its sole, absolute and unfettered discretion, and shall serve such terms as may be established by the Declarant at the time of their appointment. After termination of Declarant's Control Period, directors shall be Members of the Association. The number of directors may be changed by amendment of the Bylaws. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME

ADDRESS

Edward R. Ginn, III 5401 Kirkman Road, Suite 500
Orlando, Florida 32819

Jim Cooper 5401 Kirkman Road, Suite 500
Orlando, Florida 32819

Tim O’Leary 5401 Kirkman Road, Suite 500
Orlando, Florida 32819

Section 2. After termination of Declarant’s Control Period, the Board shall be elected by the Members as set forth in the Master Declaration and the Bylaws.

ARTICLE IX

Officers

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary, and a Treasurer. Such Officers shall be elected by the Board of Directors at its first meeting following each annual meeting of the Members of the Association. Officers shall serve without compensation at the pleasure of the Board. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the offices of President and Vice-President shall not be held by the same person, nor shall the offices of President and Secretary be held by the same person. The names and addresses of the Officers who shall serve until their successors are designated by the Board are as follows:

<u>NAME</u>	<u>TITLE(S)</u>	<u>ADDRESS</u>
Edward R. Ginn, III	President	5401 Kirkman Road, Suite 500 Orlando, Florida 32819
Jim Cooper	Vice-President Treasurer	5401 Kirkman Road, Suite 500 Orlando, Florida 32819
Tim O’Leary	Secretary	5401 Kirkman Road, Suite 500 Orlando, Florida 32819

ARTICLE X

Dissolution

During Declarant's Control Period, the Association may be dissolved by the unanimous vote of the Board. After termination of Declarant's Control Period, the Association may be dissolved by the unanimous vote of the Members in favor of dissolution as evidenced by the signature of each Member. Upon dissolution of the Association, other than incident to a merger or consolidation, the property of the Association containing the surface water management system and water management portions of common areas shall, with the approval of the South Florida Water Management District, be dedicated to an agency of Osceola County, or a nonprofit corporation, association, trust or other organization similar to this Association and devoted to purposes similar to those of this Association.

ARTICLE XI

Duration

The Association shall exist perpetually.

ARTICLE XII

Indemnification

Every director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon such person in connection with any proceeding to which such person may be a party, or in which such person may become involved by reason of such person being or having been a director or Officer at the time such expenses are incurred, except in such cases wherein the director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the director's or Officer's duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or Officer may be entitled.

ARTICLE XIII

Incorporator

The name and address of the incorporator is as follows:

A.G.C. Co.

200 South Orange Avenue
Suite 2300
Orlando, Florida 32801

ARTICLE XIV

Amendments

These Articles may not be amended unless the affirmative vote of a majority of the Board adopts such amendment.

Any proposed Amendment to these Articles which would affect the surface water management system, conservation areas, or water management portions of common areas shall be submitted to the South Florida Water Management District for review prior to adoption of the amendment. The South Florida Water Management District shall determine if the proposed amendment will require a modification of the environmental resource or surface water management permit. If a permit modification is necessary, the modification must be approved by the South Florida Water Management District prior to adoption of the proposed amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this ____ day of _____ 2002.

A.G.C. CO.

By: _____
Printed name: _____
As its: Vice President

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said statute:

That Reunion Resort & Club of Orlando Master Association, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with §617.0503, Florida Statutes.

A.G.C. CO.

Print Name: _____
Its Vice President

DATED: _____, 2002