

CL 2006233848

OR 3284/1968

**EXHIBIT "B"**

The initial copy of the Articles of Incorporation of the Association.

# State of Florida



## Department of State

I certify from the records of this office that THE VILLAS AT REUNION SQUARE CONDOMINIUM ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on July 19, 2006.

The document number of this corporation is N06000007665.

I further certify that said corporation has paid all fees due this office through December 31, 2006, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code, 806A00046423-072006-N06000007665-1/1, noted below.

Authentication Code: 806A00046423-072006-N06000007665-1/1

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Twentieth day of July, 2006



*Sue M. Cobb*  
Sue M. Cobb  
Secretary of State

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of THE VILLAS AT REUNION SQUARE CONDOMINIUM ASSOCIATION, INC., a Florida corporation, filed on July 19, 2006, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H06000183783. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N06000007665.

Authentication Code: 806A00046423-072006-N06000007665-1/1

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the Twentieth day of July, 2006



*Sue M. Cobb*  
Sue M. Cobb  
Secretary of State



July 20, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

THE VILLAS AT REUNION SQUARE CONDOMINIUM ASSOCIATION, I  
215 CELEBRATION PLACE, SUITE 200  
CELEBRATION, FL 34747

The Articles of Incorporation for THE VILLAS AT REUNION SQUARE CONDOMINIUM ASSOCIATION, INC. were filed on July 19, 2006, and assigned document number N0600007665. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H06000183783.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file/effective date year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4 or by going to their website at [www.irs.ustreas.gov](http://www.irs.ustreas.gov).

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact this office at the address given below.

Valerie Herring  
Document Specialist  
New Filings Section  
Division of Corporations

Letter Number: 806A00046423

P.O BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION****OF****THE VILLAS AT REUNION SQUARE CONDOMINIUM  
ASSOCIATION, INC.****(a corporation not-for-profit)**

All terms used in these Articles of Incorporation of The Villas at Reunion Square Condominium Association, Inc. (the "Articles") will have the same meaning as the identical terms used in the Declaration of Condominium of The Villas at Reunion Square Condominium (the "Declaration"), unless the context otherwise requires.

**ARTICLE I**Name

The name of the corporation will be The Villas at Reunion Square Condominium Association, Inc. For convenience this corporation will be referred to as the "Association."

**ARTICLE II**Purposes

1. The purpose for which the Association is organized is to manage, operate and maintain a condominium to be known as The Villas at Reunion Square Condominium (the "Condominium") in accordance with the Declaration, and for any other lawful purpose.
2. The Association will have no capital stock and will make no distribution of income or profit to its members, directors or officers.

**ARTICLE III**Powers

1. The Association will have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, together with such additional specific powers as are contained in the Bylaws or Declaration, and all other powers reasonably necessary to implement the purpose of the Association.
2. All funds and the titles to all property acquired by the Association and the proceeds thereof must be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.
3. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration.

**ARTICLE IV**Members

The qualifications of members, the manner of their admission to the Association, and voting by members will be as follows:

1. All Owners are members of this Association, and no other persons or entities are entitled to membership. Each Owner will be entitled to vote in accordance with the Bylaws.
2. Changes in membership in the Association will be established by the recording in the Public Records of Osceola County, Florida, of a deed or other instrument establishing a change of record title to a Unit and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument will thereby become a member of the Association. The membership of the prior Owner will be thereby terminated.
3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's Unit.

**ARTICLE V**Directors

1. The affairs of the Association will be managed by a board of directors consisting of five (5) members.
2. Directors of the Association must be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

**ARTICLE VI**Indemnification

Every director and every officer of the Association must be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director may become involved by reason of his or her 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 his or her duties; provided, that in the event of a settlement, the indemnification herein will apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

**ARTICLE VII**Bylaws

The Bylaws will be adopted by the Board and may be altered, amended or rescinded as provided in the Bylaws.

**ARTICLE VIII**Amendments

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.
2. Until the first election of a majority of directors by members other than the Developer, proposal of an amendment and approval thereof will require the affirmative action of three-fifths (3/5) of the entire membership of the Board, and no meeting of the members nor any approval thereof is required, unless such meeting or approval is required by the Declaration or Chapter 718.
3. After the first election of a majority of directors by members other than the Developer, a resolution approving a proposed amendment may be proposed by either the Board or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than three-fifths (3/5) of the entire membership of the Board and by not less than a majority vote of the Owners. Directors and the members not present at the meeting considering the amendment may express their approval in writing ten (10) days after such meeting.
4. Once adopted, an amendment will be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Osceola County, Florida.
5. Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity; as may be necessary to conform these Articles to any governmental statutes; as may be in the best interests of the Association; or as the Developer may deem appropriate, in its sole discretion, to carry out the purposes of the project and to expand or enhance the Condominium.

**ARTICLE IX**Term

The term of the Association is the life of the Condominium. The Association will be terminated by the termination of the Condominium in accordance with the Declaration.

**ARTICLE X**Incorporator

The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	200 South Orange Avenue Suite 2300 Orlando, Florida 32801

**ARTICLE XII**

Registered Agent

The Association hereby appoints A.G.C. Co. as its Registered Agent to accept service of process within this state, with the Registered Office located at 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.

**ARTICLE XII**

Principal Office

The address of the principal office and the mailing address of the Association shall be 215 Celebration Place, Suite 200, Celebration, Florida 34747 or at such other place as may be subsequently designated by the Board. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Chapter 718.

IN WITNESS WHEREOF the incorporator has hereto affixed to these Articles of Incorporation the incorporator's signature this 19<sup>th</sup> day of July, 2006.

A.G.C. Co.

By: *[Signature]*

Print Name: JEFFREY E. DECKER

As its: Vice President

STATE OF FLORIDA            )  
  ) SS.  
COUNTY OF ORANGE        )

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of July, 2006, by Jeffrey E. Decker, as Vice President of A.G.C. Co., on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

*[Signature]*  
(Notary Signature)

(NOTARY SEAL)



Laurie I. Bergstresser  
My Commission DD165029  
Expires December 14, 2006

\_\_\_\_\_  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_

REGISTERED AGENT CERTIFICATE

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

That The Villas at Reunion Square Condominium 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 Celebration, County of Osceola, State of Florida, has named A.G.C. Co., located at 200 S. Orange Avenue, Suite 2300, Orlando, Florida 32801, 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, by and through its duly elected officer, 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 that it is familiar with §617.0501, *Florida Statutes*.

A.G.C. Co.

By: Print Name: Jeffrey E. DeckerAs its: Vice PresidentDate: 7/19/06

Florida Department of State  
Division of Corporations  
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S 8223-1

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Account Number : I19990000077  
Phone : (407) 649-4043  
Fax Number : (407) 841-0168

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**The Villas at Reunion Square Condominium Association**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

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FLORIDA PROFIT/NON PROFIT CORPORATION

The Villas at Reunion Square Condominium Association

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CL 2006233848

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**EXHIBIT "C"**

The initial copy of the Bylaws of the Association.