

ARTICLES OF INCORPORATION  
OF  
VILLAS OF LAKE MAMIE HOMEOWNERS ASSOCIATION, INC.  
A Non Profit Florida Corporation

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, in accordance with the provisions of the Statutes of said State, providing for the formation, liabilities, rights, privileges, and immunities of corporations not for profit.

ARTICLE I

The name of this corporation shall be VILLAS OF LAKE MAMIE HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

A general nature of the business to be transacted is as follows:

a. To enforce the terms, covenants, conditions and restrictions appertaining to The Trails West subdivision in Volusia County as recorded in the Public Records of Volusia County, Florida.

b. To accomplish the foregoing purposes, the corporation shall have all the corporate powers permitted under Florida law, including the power to mortgage and borrow monies.

ARTICLE III

QUALIFICATION OF MEMBERS AND MANNER OF THEIR ADMISSION

Any person, firm, corporation, or other business entity coming within the following categories shall automatically become members of this association.

a. The record title holder of a present vested fee simple interest in any lot or dwelling of the Trails West subdivision in Volusia County, Florida; including lots added at a later date.

b. If the record title holder described in paragraph a, designates in writing to the secretary of the association, the tenant shall be a member of this association. However, the owner's membership privileges during the period of such tenancy shall abate and shall be exercisable only by the tenant. When the tenancy ceases to exist, the owner of such dwelling unit shall so certify to the secretary of this association and the owner shall be entitled to resumption of all membership privileges unless a new tenant is in possession of the dwelling unit.

c. The membership of any tenant or record owner shall automatically terminate when such person is no longer entitled to immediate possession and enjoyment of a dwelling unit in the Trails West subdivision, filed in the Public Records of Volusia County, Florida.

d. When a corporation or partnership is an owner or tenant of a dwelling unit or lot, only the president of the corporation or its designate or the senior partner shall be entitled to exercise membership privileges.

#### ARTICLE IV

This corporation shall have perpetual existence.

#### ARTICLE V

The names and addresses of subscribers of this corporation are as follows:

W.A. Cross - 1138 George Anderson St., Ormond Beach, FL

Gary L. Faeth - 2 Fawn Pass Way, Ormond Beach, FL

Dennis L. Goffar - 106 Spyglass Circle, Daytona Beach, FL

#### ARTICLE VI

The management of this corporation and time for election shall be as follows:

a. The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) members.

b. Directors shall be elected by the voting membership at the regular annual meeting of the membership of the corporation to be held on the 2nd Monday in July, 1987, and each year thereafter at such place as may be designated by the Board of Directors.

c. All officers shall be elected by the Board of Directors in accordance with the By-Laws at the regular annual meeting of the Board of Directors to be held immediately following the annual meeting of the membership. The Board of Directors shall elect from among the members of the corporation, a president, a vice-president, a secretary, a treasurer, an assistant secretary and an assistant treasurer and such officers as it may deem desirable.

d. All officers may hold more than one office as set forth above, except the president shall not also be the secretary, assistant secretary or vice-president.

ARTICLE VII

The names of the officers who shall serve until the first election are as follows:

President	W.A. Cross
Vice-President Secretary/Treasurer	Gary L. Faeth
Vice-President	Dennis L. Goffar

ARTICLE VIII

The preceeding three (3) persons shall constitute the first Board of Directors. Said First Board of Directors may appoint three (3) successors to serve as an interim Board of Directors until the first election of the Board of Directors at the first regular annual meeting of members.

ARTICLE IX

That the Villas of Lake Mamie Homeowners Association, Inc.'s desiring to organize under the laws of the State of Florida with its principal offices, as indicated in Articles of Incorporation at Ormond Beach, Volusia County, Florida has named GARY L. FAETH as its agent to accept service of process within this State. Gary L. Faeth accepts the designation of Registered Agent for the Villas of Lake Mamie Homeowners Association by so acknowledging on the attached Acknowledgment to these Articles of Incorporation.

ARTICLE X

The By-Laws of this corporation may be amended, altered, or rescinded by such modification adopted in the following manner:

Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

A resolution adopting a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, such approval must be either by:

a. Not less than sixty-five (65%) percent of the entire membership of the Board of Directors and by not less than sixty-five (65%) percent of the votes of the entire membership of the Association or

b. By not less than seventy-five (75%) of the votes of the entire membership of the Association.

Proviso. Provided, however, that no amendment shall discriminate against any owner nor against any class or group of owners unless the owner so affected shall consent. No amendment shall be made that is in conflict with the Articles of Incorporation or restrictions.

ARTICLE XI

An affirmative vote of sixty-five (65%) percent of the membership and Board of Directors or by not less than seventy-five (75%) of the votes of the entire membership of the association shall be necessary to amend these Articles of Incorporation.

ARTICLE XII

No dividend shall be paid and no part of the income shall be distributed to its members, directors or officers. The corporation may, however, pay a reasonable amount to its members, directors, or officers for services rendered and may confer benefits upon its members in conformity with the purposes set forth in Article II, and upon dissolution or final liquidation, may make distribution to its members, as permitted by the Court having jurisdiction thereof and no such payment, benefit or distribution shall be determined to be a dividend or a disbursement of income.

WITNESS THE HANDS AND SEALS of the incorporators and subscribers in Volusia County, State of Florida, this 22nd day of May, 1987.

Signed, sealed and delivered in the presence of:

Mary Shuler

Mary Shuler

Mary Shuler

W. A. Cross (SEAL)  
W. A. Cross, President

Gary L. Faeth (SEAL)  
Gary L. Faeth, V.P., Secretary/Treas.

Dennis L. Goffar (SEAL)  
Dennis L. Goffar, Vice-President

STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared

W. A. Cross , Gary L. Faeth and

Dennis L. Goffar , to me well known to be the

incorporators and subscribers to the foregoing Articles of  
Incorporation of the Villas of Lake Mamie Homeowners Association,  
Inc., who being by me first duly sworn, acknowledged that they  
signed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County  
aforesaid this 22nd day of May , 1987.

Darlene M. Rogers-Hazen  
Notary Public, State of Florida  
at Large Darlene M. Rogers-Hazen

My Commission Expires: July 31, 1987

NOTARY PUBLIC, State of Florida at Large  
My Commission Expires July 31, 1987  
Bonded thru AMERICAN PIONEER CASUALTY INS. CO.

FILED  
JUL 30 10-13  
TALLAHASSEE


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

First: That the Villas of Lake Mamie Homeowners Association, Inc.'s desiring to organize under the laws of the State of Florida with its principal office, as indicated in Articles of Incorporation at Ormond Beach, Volusia County, Florida, has named

Gary L. Faeth  
2 Fawn Pass Way, Ormond Beach, Fla  
as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act to keeping said office open.

  
\_\_\_\_\_  
Gary L. Faeth  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Board of Directors and must be called by such officers upon receipt of a written request of one-third of the members.

3.3 Written notice of all members' meetings, including annual meetings, stating a time and place and the object for which the meeting is called shall be given by the president, vice-president or secretary unless waived in writing. Such notice shall be delivered or mailed by first class mail to each member at his address as it appears on the books of the Association, not less than ten (10) days nor more than thirty (30) days prior to the date of the meeting. Notice of meetings may be waived before or after meetings.

#### 3.4 Voting

a. In case a lot is owned by more than one person or by a corporation or other entity, its vote may be cast by any person designated in writing by all owners of the lot, or by the president in the case of a corporation, and filed with the secretary. Such designation shall be valid until revoked in writing.

3.5 Adjourned Meetings. In the absence of a quorum at any meeting, the members present may adjourn the meeting from time to time until a quorum is present.

3.6 The Order of Business. At Annual Members' Meeting and as far as practical at other members' meeting, the order of business shall be:

- a. Calling of the roll and certifying proxies.
- b. Establishing a quorum to conduct business.
- c. Proof of notice of meeting.
- d. Reading and approval of minutes.
- e. Reports of officers and committees.
- f. Election of inspectors of election.
- g. Election of Directors.
- h. Unfinished business.
- i. New business.

3.7 Written minutes of all meetings of lot owners shall be kept and be available for inspection by owners and board members at all reasonable times.

#### 4. BOARD OF DIRECTORS

4.1 The Board of Directors of the Association shall consist of not less than three nor more than nine directors, the exact number to be determined at the time of the election.

4.2 Election of directors shall be conducted in the following manner:

a. Election of directors shall be conducted at the Annual Members' Meeting.

b. A Nominating Committee of five (5) members shall be appointed by the Board of Directors not less than thirty (30) days prior to the Annual Members' Meeting. The Committee shall nominate one person for each director to be elected. Nominations for additional directorships created at the meeting shall be made from the floor, and other nominations may be made from the floor.

c. The elections shall be by ballot (unless dispensed by unanimous consent) and by a plurality of the votes.

4.3 Except for those Directors having a one year term per Article VI (b) of the Articles of Incorporation, the term of each Director's service shall extend until the second annual meeting of the members following the election of said Director and shall