

State of Florida



Department of State

I certify from the records of this office that SAND DOLLAR BAY HOMEOWNERS' ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on December 17, 2004.

The document number of this corporation is N04000011774.

I further certify that said corporation has paid all fees due this office through December 31, 2004, and its status is active.

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

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Seventeenth day of December, 2004



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
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 SAND DOLLAR BAY HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, filed on December 17, 2004, as shown by the records of this office.

The document number of this corporation is N04000011774.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Seventeenth day of December, 2004



CR2EO22 (2-03)

Glenda E. Hood
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Secretary of State

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

04 DEC 17 PM 2:05

SAND DOLLAR BAY HOMEOWNERS' ASSOCIATION, INC.

The undersigned, hereby makes, subscribes, acknowledges and files the following Articles for the purpose of forming a non-profit corporation under the laws of the State of Florida.

ARTICLE I - NAME and PRINCIPAL ADDRESS

The name of this corporation is SAND DOLLAR BAY HOMEOWNERS' ASSOCIATION, INC. and principal address and mailing address is 2418 Pine Chase Cir., St. Cloud, FL. 34769.

ARTICLE II - PURPOSES

The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:

To promote the health, safety and welfare of the property owners in SAND DOLLAR BAY HOMEOWNERS' ASSOCIATION, INC. More particularly described as:

Tract D, Buenaventura Lakes, Unit L, according to the plat thereof as recorded in Plat Book 2, Pages 110-113 of the Public Records of Osceola County, Florida.

provided in Article XII herein, hereinafter referred to as "The Properties", and for this purpose to:

- (a) own, acquire, build, operate and maintain certain areas for the benefit of property owners, including but not limited to: commons, green belts, open spaces, buildings, structures and personal properties incident thereto, hereinafter collectively referred to as "the common properties and facilities" all as indicated on the plan of Sand Dollar Bay Development in Osceola County, Florida;

- (b) to operate and maintain common property, including the surface water management systems permitted in South Florida Water Management Docket Permit # 49-00132-S;
- (c) to fix and collect assessments (or charges) to be levied against The Properties;
- (d) enforce any and all covenants, restrictions and agreements applicable to The Properties;
- (e) pay taxes and insurance, if any, on the common properties and facilities;
- (f) maintain grounds of the common area including mowing, fertilizing, insecticides and maintain the parking area within the Sand Dollar Bay Development;
- (g) erect and maintain such facilities for the common enjoyment of the members of the Association as the Board of Directors may deem fit;
- (h) pay the utilities costs for common areas including water, sewer and electricity;
- (i) pay for other miscellaneous services which may be required such as exterminating services, security system maintenance and fire extinguisher services;
- (j) maintain a reserve for future maintenance and repairs;
- (k) enforce and maintain all restrictions and regulations as shown on the Declaration of Restrictions for the subdivision; and
- (l) has all the powers necessary, granted under Florida Statute Chapter 617.0302, Florida Statutes, for the purpose for which the Association is organized and to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of The Properties.

ARTICLE III - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any unit which is subject by covenants of record to assessment by SAND DOLLAR BAY HOMEOWNERS' ASSOCIATION,

INC. shall be a member of SAND DOLLAR BAY HOMEOWNERS' ASSOCIATION, INC. from the date such member acquires title to his unit, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

ARTICLE IV - TERM

This corporation shall have perpetual existence. If the Association is dissolved, the surface water management system, property containing the surface water management system and water management portions of common areas shall be conveyed to an agency of local government determined to be acceptable by the South Florida Water Management District. If the local government declines to accept the conveyance, then the surface water management system, property containing the surface water management system and water management portions of common areas shall be dedicated to a similar non-profit corporation.

ARTICLE V - THE SUBSCRIBERS

The name and post office address of the subscriber of the Articles of Incorporation is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Jorge Ramos	2418 Pine Chase Cir. St. Cloud, FL. 34769
Carol Ramos	2418 Pine Chase Cir. St. Cloud, FL. 34769
Stephen Baisden	4563 Swilcan Bridge Ln. N Jacksonville, Fl. 32224

ARTICLE VI - OFFICERS

The officers shall be a President, a Vice-President, and a Secretary/Treasurer. The President shall be a member of the Board of Directors. The Officers shall be chosen by majority vote of the directors. All officers shall hold office at the pleasure of the Board of Directors.

ARTICLE VII - INITIAL OFFICERS

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
Jorge Ramos	President	2418 Pine Chase Cir. St. Cloud, FL. 34769
Stephen Baisden	Vice-President	4563 Swilcan Bridge Ln. N Jacksonville, Fl. 32224
Carol Ramos	Secretary/ Treasurer	2418 Pine Chase Cir. St. Cloud, FL. 34769

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of not less than three (3) nor more than six (6) directors who need not be members of the Association. The initial Board of Directors shall consist of three (3) directors who shall hold office until the termination of the Class "B" membership and until the election of their successors at the annual meeting of members, or until their prior resignation. Upon the termination of the Class "B" membership, as hereinafter provided in Article XI hereof, the Board of Directors shall be increased to not less than five (5) members, three (3) of whom shall be selected for a term of three (3) years, and two (2) of whom shall be elected for a term of two (2) years.

Thereafter, the number of directors and terms of office shall be as set by the membership.

The names and addresses of those persons who are to act as directors until their resignation or the election of their successors are:

Jorge Ramos	2418 Pine Chase Cir. St. Cloud, FL. 34769
Carol Ramos	2418 Pine Chase Cir. St. Cloud, FL. 34769
Stephen Baisden	4563 Swilcan Bridge Ln. N Jacksonville, Fl. 32224

ARTICLE IX - BY-LAWS

The By-Laws of the corporation may be made, amended, altered or rescinded at a regular or special meeting of the members, by a vote of two-thirds of each class of members present in person or by proxy; provided that those provisions of the By-Laws which are governed by these Articles of Incorporation may not be amended except as provided in the Articles of Incorporation or applicable law.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles may be amended, altered or rescinded in accordance with law, by the members, provided that the voting and quorum requirements specified for any action under the provisions of Article IX shall apply also to any amendment of such provision, and provided further that no amendment shall be effective to impair

or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to The Properties (as, for example, membership and voting rights) which are part of the property interests created thereby; nor shall any amendment hereto be effective to change or alter in any way any of the rights or privileges of Osceola County created by the Restrictive Covenants or any other source, without the written approval of said County.

ARTICLE XI - VOTING RIGHTS

SAND DOLLAR BAY HOMEOWNERS' ASSOCIATION, INC. shall have two (2) classes of voting membership:

CLASS A: Class A members shall be all those owners as defined in Article III with the exception of the developer. Class A members shall be entitled to one (1) vote for each unit in which they hold the interests required for membership by Article III. When more than one (1) person holds such interest or interests in any unit, all such persons shall be members and the vote for such unit shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such unit.

CLASS B: Class B members shall be the developer. The Class B member shall be entitled to six (6) votes for each unit in which it holds the interest required for membership by Article III; provided that the Class B membership shall cease and become converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B

membership.

From and after the happening of this event, the Class B member shall be deemed to be a Class A member entitled to one (1) vote for each unit in which it holds the interests required for membership under Article III.

Likewise, upon the happening of this event, or at such earlier date as the developer may determine, a special meeting of members shall be called for the purpose of electing officers and directors, the then officers and directors shall submit their written resignation, the Class A members shall elect their own officers and directors and assume control of the corporation. Provided, however, that so long as the developer is the owner of one (1) unit in the said subdivision, it shall be entitled to elect one (1) member of the Board of Directors.

ARTICLE XII - ADDITIONS TO PROPERTIES

Additions to the properties described in Article II may be made only on recommendation of the Board of Directors. Such additions shall extend the jurisdiction, functions, duties, and membership of this corporation to such properties and must have the assent of two-thirds of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE XIII - MERGERS AND CONSOLIDATIONS

Subject to the provisions of the recorded covenants and restrictions applicable to the properties described in Article II, and to the extent permitted by law, the corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidations shall have the assent of two-thirds of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE XIV - MORTGAGES; OTHER INDEBTEDNESS

The corporation shall have the power to mortgage its properties to the extent authorized by the Board of Directors and other applicable restrictions, if any. The total debts of the corporation, including the principal amount of such mortgages outstanding at any time, shall not exceed the total of two (2) years' assessments current at that time, provided that authority to exceed said maximum in any particular case may be given by an affirmative vote of two-thirds of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of meeting.

ARTICLE XV - QUORUM

The quorum required for any action governed by these Articles

of Incorporation shall be fifty percent (50%) of the total voting interest.

ARTICLE XVI - VOTES NECESSARY

For any action governed by Articles XII, XIII and XIV of these Articles of Incorporation shall require a two-thirds vote of the voting interest present, in person or by proxy, at a meeting in which a quorum has been obtained. Any other action governed by these Articles of Incorporation must be made by at least a majority of the voting interest present, in person or by proxy, at a meeting in which a quorum has been obtained.

ARTICLE XVII - DISSOLUTION

The corporation may be dissolved only with the assent given in writing and signed by the members entitled to cast 100% of each class of its membership and only with written consent of Osceola County. Written notice of a proposal to dissolve, setting forth the reasons thereof and the disposition to be made of the assets (which shall be consonant with Article XIX hereof) shall be mailed to every member at least ninety (90) days in advance of any action taken. If the Association is dissolved, the surface water management system, property containing the surface water management system and water management portions of common areas shall be conveyed to an agency of local government determined to be acceptable by the South Florida Water Management District. If the local government declines to accept the conveyance, then the surface water management system, property containing the surface

water management system and water management portions of common areas shall be dedicated to a similar non-profit corporation

ARTICLE XVIII - DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the corporation, the assets, both real and personal of the corporation, shall be dedicated to an appropriate public agency or utility to purposes as nearly practicable the same as those to which they were required to be devoted by the corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes as nearly practicable the same as those to which they were required to be devoted by the corporation.

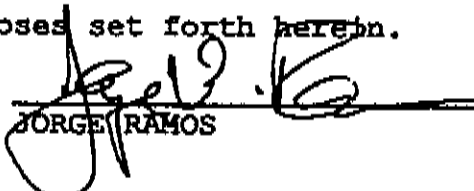
No such disposition of corporation properties shall be effective to divest or diminish any right or title to any member vested in him under the recorded covenants and deeds applicable to The Properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE XIX - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the corporation will be indemnified by the corporation against all expenses and liabilities, including legal fees reasonably incurred by and 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

director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provided that in the event of a settlement, indemnification will apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

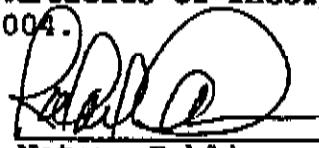
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Kissimmee, Osceola County, Florida for the uses and purposes set forth herein.



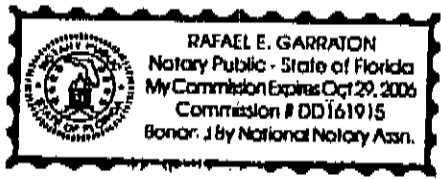
JORGE RAMOS

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public, personally appeared JORGE RAMOS, President of SAND DOLLAR BAY HOMEOWNERS' ASSOCIATION, INC., who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 28 day of AUGUST, 2004.



Notary Public
My Commission Expires: OCT 29, 2004
Print: Rafael Garraton
Commission # DD161915



Personally Known _____ or Produced FL DL R520-439-59-334-U
as Identification

CERTIFICATE DESIGNATING PLACE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In pursuance of Section 617.023, Florida Statutes, the following is submitted in compliance with said Act: That SAND DOLLAR BAY HOMEOWNERS' ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, with its principal office at City of Kissimmee, County of Osceola, State of Florida, has designated and established 2418 Pine Chase Cir., St. Cloud, FL. 34769, County of Osceola, State of Florida, as its office for the service of process within this State and named JORGE RAMOS as its agent to accept service of process.

SAND DOLLAR BAY
HOMEOWNERS' ASSOCIATION, INC.

By: [Signature]
Jorge Ramos, President

By: [Signature]
Carol Ramos, Secretary/Treasurer

By: [Signature]
Stephen Baisden, Vice-President

ACCEPTANCE

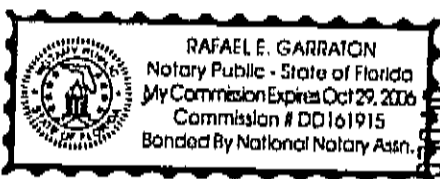
I, JORGE RAMOS, hereby accept the designation as Registered Agent for Service of Process upon SAND DOLLAR BAY HOMEOWNERS' ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, with its registered office at 2418 Pine Chase Cir., St. Cloud, FL. 34769, and agree to act as Registered Agent for said Corporation and to comply with the provisions of Florida Law pertaining to keeping open said office and upon whom process may be served.

[Signature]
Jorge Ramos

Sworn to before me this
28 day of August, 2004.

[Signature]
Notary Public
Rafael Garraton
Print

My commission No. DD161915
My commission expires: OCT 29 2006



FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OCT 17 2004
PH 2:05