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# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of ROSETTA VILLAS HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on January 11, 1996, as shown by the records of this office.

The document number of this corporation is N96000000206.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Eleventh day of January, 1996



CR2EO22 (1-95)

Sandra B. Northum  
Secretary of State

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**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ROSETTA VILLAS HOMEOWNERS ASSOCIATION, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby declares that these Articles of Incorporation are being executed, for the purpose of forming a corporation not for profit under and by virtue of the laws of the State of Florida, and specifically under and by virtue of the provisions of Chapter 617, Florida Statutes.

ARTICLE I

The name of the corporation shall be **ROSETTA VILLAS HOMEOWNERS ASSOCIATION, INC.**, whose principal place of business shall be located at 506 Wymore Road, Winter Park, Florida, 32789.

ARTICLE II

A. This corporation shall have all of the powers conferred upon general corporations not for profit pursuant to the laws of the State of Florida; and

B. Without limiting the generality of the foregoing, this corporation is formed to provide for the maintenance, preservation and architectural control of the residential lots and common areas within that certain tract to be known as **ROSETTA VILLAS** and to promote the health, safety and welfare of the residents within the aforesaid property and any additions thereto as may hereafter be brought within the jurisdiction of this corporation and for the foregoing purposes shall have the power to:

- (1) Exercise all of the powers and privileges, and perform all of the duties and obligations delegated in any Declaration of Covenants, Conditions and Restrictions (hereinafter sometimes referred to as the "Declaration"), that may be hereafter reported in the Public Records of Orange County, Florida, wherein this corporation may be designated as the Association, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as fully, and to the same extent, as if its terms and provisions were contained herein;
- (2) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and pay all expenses in connection therewith, including office and other expenses incident to the conduct of the business of this

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corporation, including all licenses, taxes or governmental charges levied or imposed against property of the corporation;

- (3) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation;
- (4) Borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge or hypothecate any or all of the real property of the corporation as security for money borrowed or debts incurred;
- (5) Participate in mergers and consolidations with other corporations not for profit organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members.

### ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee interest in any lot or parcel which is subject to the Declaration shall be a member of this corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of any lot or parcel which is subject to the Declaration.

### ARTICLE IV

This corporation shall have perpetual existence.

### ARTICLE V

The name and street address of the initial registered agent and registered office of this corporation shall be BERNARD J. MARTIN, 506 Wymore Road, Winter Park, Florida, 32789.

### ARTICLE VI

The business of this corporation shall be managed, and its corporate powers exercised, by a Board consisting of three (3) or more Directors, the precise number to be fixed from time to time as provided in the By-Laws of the corporation. The members of the Board of Directors shall be elected in the manner set forth in said By-Laws.

### ARTICLE VII

The name and street address of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation, and Chapter

ART. INC. ROSETTA. /2

*Summit 27*

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617, Florida Statutes, shall hold office during the first year of the corporation's existence, or until their successors are elected and have been qualified, shall be:

Bernard J. Martin

506 Wymore Road  
Winter Park, Florida 32789

Mary Martin

506 Wymore Road  
Winter Park, Florida 32789

Huong Nguyen

506 Wymore Road  
Winter Park, Florida 32789

#### ARTICLE VIII

The name and street address of the Subscriber to these Articles of Incorporation is BERNARD J. MARTIN, 506 Wymore Road, Winter Park, Florida, 32789.

#### ARTICLE IX

The corporation shall have two (2) classes of voting membership:

Class A - Class A members shall be all Owners (with the exception of Islington, Inc., a Florida corporation, its successors or assigns) with each such member being entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B - The Class B member shall be Islington, Inc., a Florida corporation, its successors or assigns, which shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.
- (b) January 1, 2005.

#### ARTICLE X

This corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any corporation not for profit, association, trust or other organization to be devoted to such similar purposes.

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**ARTICLE XI**

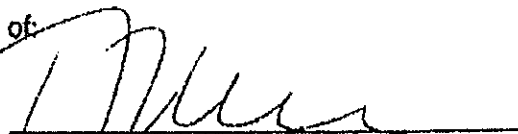
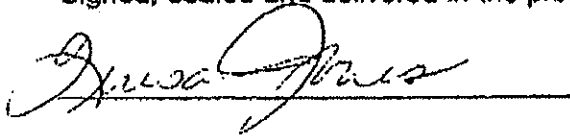
The amendment of these Articles shall require the affirmative vote of seventy-five percent (75%) of all classes of members.

**ARTICLE XII**

So long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veteran's Administration, to wit: annexation of additional properties, mergers and consolidations, mortgaging of common areas, the dissolution of this corporation, and amendment of these Articles.

IN WITNESS WHEREOF, the undersigned Subscriber to these Articles of Incorporation have hereunto set his hand and seal on this the 10 day of JANUARY, 1996.

Signed, sealed and delivered in the presence of:

  
BERNARD J. MARTIN, PRESIDENT