

State of Florida



Department of State

*I certify that the attached is a true and correct copy of the Articles
of Incorporation of ALAQUA PROPERTY OWNERS ASSOCIATION, INC.*

*a corporation organized under the Laws of the State of Florida,
filed on November 4, 1985.*

The charter number for this corporation is N11892.

**Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
4th day of November, 1985.**



**George Firestone
Secretary of State**

ARTICLES OF INCORPORATION
OF
ALAQUA
PROPERTY OWNERS ASSOCIATION, INC.

(A Florida Not For Profit Corporation)

The undersigned incorporator of these articles of incorporation hereby forms a corporation not for profit under the laws of the State of Florida as follows:

ARTICLE I

Definitions

All of the terms defined in that certain Declaration of Restrictive Covenants for Alaqua made on the 24th day of October, 1985 by Alaqua, a Florida Joint Venture and which will be recorded in the Public Records of Seminole County, Florida (the "Declaration"), wherever such terms are used in these articles of incorporation, shall have the same meaning as that assigned to such terms in the Declaration.

ARTICLE II

Name

The name of the corporation is Alaqua Property Owners Association, Inc.

ARTICLE III

Term of Existence

The date and time of the commencement of corporate existence shall be the date and time of filing of these articles of incorporation by the office of the Secretary of State of the State of Florida and the corporation shall have

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TALLAHASSEE, FLORIDA

perpetual existence thereafter; provided, however, if the corporation is dissolved, the Surface Water Management System shall, at the time of dissolution of the corporation, be conveyed by the corporation to an appropriate agency of local government; and provided, further, if no appropriate agency of local government accepts the Surface Water Management System, then, at the time of dissolution of the corporation, the Surface Water Management System shall be dedicated by the corporation to a corporation not for profit under the laws of the State of Florida similar to the corporation.

ARTICLE IV

Purpose

The purpose for which the corporation is organized is to act as a governing association for the Properties and the Surface Water Management System.

ARTICLE V

Powers

The corporation shall have all of the rights, powers, duties and functions of a corporation not for profit under the laws of the State of Florida and described in Chapter 617, Florida Statutes (the "Florida Not For Profit corporation Act"), as it now exists or may hereafter be in effect, and all rights, powers, duties and functions necessary to administer, govern and maintain the Properties and the Surface Water Management System pursuant to the Declaration and to carry out the purpose for which the

corporation is organized, including, without limitation, the following:

a. to own and convey real property and interests in real property;

b. to operate and maintain the Common Areas including, specifically, the Surface Water Management System;

c. to enact rules and regulations for the governance of the corporation;

d. to assess members of the corporation and to enforce assessments against such members as provided in the Declaration;

e. to use the proceeds of assessments for purposes set forth in the Declaration;

f. to sue and be sued;

g. to contract for services to be provided by the corporation for operation and maintenance of the Properties and the Surface Water Management System; and

h. to exercise any and all common law and statutory powers, although not specifically recited herein, of a corporation not for profit reasonably necessary or convenient to carry out and perform the purpose for which the corporation is organized.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 390 Wilma Street, Longwood, Florida 32750,

and the name of its initial registered agent at such address is Sidney J. Roche, Jr.

ARTICLE VII

Qualification for Members and the Manner of Their Admission

The corporation shall be a nonstock corporation. Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot shall be a member of the corporation; provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member of the corporation. Alaqua, a Florida Joint Venture, shall be a member of the corporation as long as it is the Owner of any portion or portions of the Properties. If a Lot is owned by more than one Owner, each such Owner shall be a member of the corporation. A person having a leasehold or security interest in a Lot shall not be a member of the corporation. Any contractor who purchases a Lot in the normal course of business to construct a dwelling unit thereof for resale to customers shall also not be a member of the corporation. If a contractor permits a dwelling unit to be occupied, the contractor shall become a member of the corporation and shall pay the assessments by the Declaration. All members of the corporation shall be subject to and bound by the Declaration, these articles of incorporation, the bylaws of the corporation, and the rules and regulations of the corporation.

ARTICLE VIII

Voting Rights

The corporation shall have two classes of voting membership, as follows:

a. Class A. Class A members shall be all those Owners as defined in Article VII with the exception of the Developer. Class A members shall be entitled to one vote for each Lot in which they hold the interests required for membership by Article VII. When more than one person holds such interest or interests in any Lot, all such persons shall be members, and 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 such Lot.

b. Class B. The Class B member shall be the Developer. The Class B member shall be entitled to one vote, plus two votes for each vote the Class A members are entitled to cast. The Class B membership shall cease and terminate when the Developer has sold all property subject to the Declaration, as amended from time to time, or at any time prior to such date at the Developer's election.

Any person may conclusively rely on a certificate of the Secretary of the corporation as to the vote of members of the corporation that may be required by the Declaration, by law, or the articles of incorporation or bylaws of the corporation. Any member of the corporation who is delinquent in the payment of any assessment or assessments duly levied by the corporation against a Lot owned by such member shall not be entitled to vote until all such assessments, interest

thereon at the then highest allowable rate permitted to be charged under Florida law, all court costs and all reasonable attorneys' fees incurred as to such assessments by the corporation, whether incurred out of court, in a trial court, on appeal or in bankruptcy proceedings, have been paid. If a member of the corporation violates any rule or regulation of the corporation, the board of directors may suspend the right of such member to vote, but only after a hearing which shall be held not less than ten (10) days nor more than forty (40) days after delivery of written notice to the member of the corporation specifying the date, time and place of the hearing and setting forth the nature of alleged violation.

ARTICLE IX

Directors

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased at any time and from time to time by bylaws of the corporation, provided that the corporation shall always have at least three (3) directors. Directors need not be members of the corporation. The names and addresses of the initial directors of the corporation, who shall serve until their successors are duly elected and qualify, are:

<u>Name</u>	<u>Address</u>
Sidney J. Roche, Jr.	125 Eastern Fork Longwood, Florida 32750
Donald L. Holt	2626 Edgewater Orlando, Florida 32804

Michael B. Roche

3412 Gleaves Court
Apopka, Florida 32703

ARTICLE X

Incorporator

The name and address of the incorporator signing these articles of incorporation is:

Sidney J. Roche, Jr.

125 Eastern Fork
Longwood, Florida 32750

ARTICLE XI

Bylaws

The power to adopt bylaws shall be vested in the board of directors. No adoption, alteration, amendment or repeal of the bylaws of the corporation, shall be made that is in conflict with these articles of incorporation of the Declaration.

ARTICLE XII

Indemnification

The corporation shall indemnify each director and officer to the fullest extent permitted by law.

ARTICLE XIII

Amendment

These articles of incorporation may be amended in the manner provided by law. No amendment of these articles of incorporation shall be made that is in conflict with the Declaration.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles this 17th day of October, 1985.

Sidney J. Roche, Jr.
SIDNEY J. ROCHE, JR.

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this
17th day of October, 1985, by SIDNEY J. ROCHE, JR.

My Commission Expires:

E. Y. Williams, Jr.
Notary Public, State of Florida

10/14/86