

**ARTICLES OF INCORPORATION  
OF  
WEST HAVEN HOMEOWNER'S ASSOCIATION, INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes, I, the undersigned natural person competent to contract, acting as incorporator of a corporation not for profit, hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this corporation shall be WEST HAVEN HOMEOWNER'S ASSOCIATION, INC., a Florida corporation not-for-profit hereinafter referred to as the "Association".

**ARTICLE II  
REGISTERED AND PRINCIPAL OFFICE**

The initial Principal office of the Association is located at 101 Thousand Oaks Boulevard, Davenport, Florida 33837.

**ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the initial registered office of the Association is 215 N. Eola Drive, Orlando, Florida 32802 and Joseph G. Kern, Esquire of the law firm of Lowndes, Drosdick, Doster, Kantor & Reed, P.A. is hereby appointed initial registered agent of the Association at that address.

**ARTICLE IV  
PURPOSE, POWERS AND DUTIES OF THE ASSOCIATION**

These Articles are for the purpose of forming a community association pursuant to Florida Statute 617.301 through 617.312. This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to exercise all of the powers and privileges and to perform all of the duties and obligations of the Master Association as defined and set forth in that certain Declaration of Covenants, Conditions and Restrictions for West Haven (the "Declaration") to be recorded in the Public Records of Polk County, Florida, including the maintenance and repair of the Common Property, and the architectural review of the residence Lots and Parcels within that certain tract of property commonly referred to as West Haven, and to promote the health, safety and welfare of the residents within West Haven and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and, in furtherance of these purposes, to:

(a) fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association; levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system; assessments shall be used for lawful purposes of the association and for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements;

(b) 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 Association;

(c) borrow money, and with the assent of 75% of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) participate in mergers and consolidation with other non-profit corporations 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 75% of each class of members;

(e) have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have and exercise;

(f) appoint members of the Architectural Review Board; and

(g) operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the Southwest Florida Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the those elements of the Declaration which relate to the surface water or stormwater management system; and

(h) file suits and/or pursue such legal rights and remedies as are available to the Association, and enforce the elements of the Declaration.

#### ARTICLE V MEMBERSHIP

Each Lot and Parcel which is subject by covenants of record to assessment by the Association shall have appurtenant thereto a membership in the Association, which membership shall be held by the person or entity, or in common by the persons or entities, owning such unit, except that no person or entity holding an interest or title to a unit as security for performance of an obligation shall acquire the membership appurtenant to such Lot by virtue of such interest or title. In no event may any membership be severed from the Lot to which it is appurtenant.

**ARTICLE VI**  
**VOTING RIGHTS**

The Association shall have four classes of voting membership:

Class A: Class A members shall be all Owners with the exception of the Declarant, so long as Declarant retains Class "B" voting rights. Each Class "A" Member shall be entitled to one vote for each Lot owned. When more than one (1) 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: Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to nine (9) votes for each Lot owned by the Declarant. The Class B membership shall terminate and be converted to Class A membership on the happening of one of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equals or exceeds the total votes outstanding in the Class B, Class C or Class D membership; or
- (b) At such earlier time as Declarant, in its discretion, may so elect; or
- (c) As otherwise required by Florida law.

Class C: The Class C Member shall be the Owner of the Hotel Parcel. For purposes of voting, the Class C Member shall be entitled to nine (9) votes for each hotel room within the hotel facility as contemplated from time to time on the Master Plan (as defined in the Declaration) provided; however, once the hotel is constructed, the actual number of rooms constructed shall control.

Class D: The Class D Member shall be the Owner of the Rental Car Parcel. For purposes of voting and assessment only, the Class D Member shall be treated as if it owned nine (9) Lots

In the event the Master Plan is changed so that the Hotel Parcel is developed as a residential or another commercial use, the Board of Directors of the Association shall allocate votes to said Parcel reasonably consistent with Class B or otherwise so as to provide voting rights to said Parcel commensurate with its use.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

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 five (5) persons. The first Board of Directors shall have three (3) members, and in the future the number will be determined from time to time in accordance with the provisions of the By-laws of the Corporation. The number of Directors on the Board of Directors shall always be an odd number.

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Guy Novik	101 Thousand Oaks Boulevard Davenport, Florida 33837
John Gillen	101 Thousand Oaks Boulevard Davenport, Florida 33837
Lynn Williamott	101 Thousand Oaks Boulevard Davenport, Florida 33837

At the first annual meeting after the Class B membership is converted to Class A membership, the members shall elect five (5) directors to serve for a term of one (1) year each. At each annual meeting thereafter, the members shall elect the appropriate number of directors for a term of one (1) year.

#### ARTICLE VIII OFFICERS

The Officers of this Association shall be a President and a Vice-President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, and such other Officers as the Board may from time to time by resolution create. The election of Officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of members. The names of the Officers who are to serve until the first election of appointments are:

PRESIDENT/VICE PRESIDENT	Guy Novik
SECRETARY/TREASURER	John Gillen

#### ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director, Officer of the Association, or in his capacity as Director, Officer, employee or agent of any other corporation, partnership, joint venture, or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the

reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in the good faith in the reasonable belief that such action was in the best interests of the Association, or that he had reasonable grounds for belief that such action was unlawful.

B. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association, unless and only to the extent that, the court, administrative agency, or investigative board before which such action, suit or proceeding is held shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

C. The Board of Directors shall determine whether amounts for which Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

#### ARTICLE X

#### TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of its Directors or Officers are Directors or Officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

**ARTICLE XI**  
**BY-LAWS**

By-Laws shall be initially adopted by the Board of Directors after which these By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

**ARTICLE XII**  
**AMENDMENTS**

Proposals for the alteration, amendment or revision of these Articles of Incorporation may be made by a majority of the Board of Directors or twenty-five percent (25%) of the voting members. Amendment of these Articles of Incorporation shall require the assent of not less than seventy-five percent (75%) of the total number of votes in each class of membership, except that the Board of Directors may amend these Articles of Incorporation without the assent of the membership to correct any ambiguities, scrivener's errors or conflicts appearing within these Articles of Incorporation.

The Association may be dissolved with the assent given in writing and signed by the holders of not less than seventy-five percent (75 %) of the total number of votes in each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event 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 such similar purposes. Any action under this Article is subject to the procedures and requirements of Florida Statute 617.1402. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F. A. C., and be approved by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

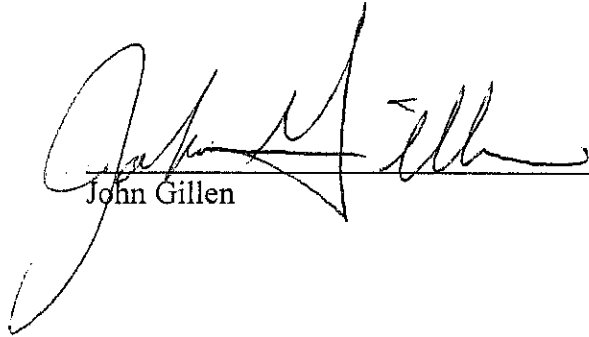
**ARTICLE XIII**  
**EXISTENCE AND DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

**ARTICLE XIV  
DECLARATION AND BY LAWS**

In the event of any conflict between the terms and provisions of the Declaration and the terms and provisions of these Articles, the terms and provisions of the Declaration shall control. In the event of any conflict between the terms and provisions of these Articles and the Bylaws, the terms and provisions of these Articles shall control. Terms not defined in these Articles shall have the same meanings as set forth in the Declaration.


IN WITNESS WHEREOF, for the purposes of performing this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 30th day of November, 2000.

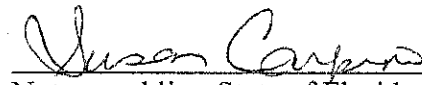
  
\_\_\_\_\_  
John Gillen

STATE OF FLORIDA  
COUNTY OF Polk

The foregoing instrument was acknowledged before me this 30th day of November, 2000, by John Gillen, who is personally known to me (or who has produced \_\_\_\_\_ as identification).

WITNESS my hand and official seal this 30th day of November, 2000.

 Susan Carpino  
My Commission CC697791  
Expires November 20, 2001

  
\_\_\_\_\_  
Notary public - State of Florida  
My Commission Expires: 11/20/01  
My Commission Number: CC697791

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA AND  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted: West Haven Homeowner's Association, Inc., (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Joseph G. Kern, Esquire as its Registered Agent to accept service of process within the State of Florida with its registered office located at 215 North Eola Drive, Orlando, Florida 32802.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent for the Corporation at the place designated in this certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Date this 30th day of November, 2000.

  
Joseph G. Kern, Esquire