

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of
FOUR SEASONS CONDOMINIUM ASSOCIATION OF WINTER PARK, INC.

filed on April 20, 1981.

The Charter Number for this corporation is 757628.



CORP 104 Rev. 6-78

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
20th day of April, 1981.

George Firestone
Secretary of State

EXHIBIT C

C.S. 3188 PC 1236

ARTICLES OF INCORPORATION

FILED

OF

FOUR SEASONS CONDOMINIUM ASSOCIATION OF WINTER PARK, INC.

APR 20 9 42 AM '01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be FOUR SEASONS CONDOMINIUM ASSOCIATION OF WINTER PARK, INC. For convenience, the corporation shall be referred to in this instrument as the Association.

ARTICLE II

PURPOSE

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the provisions of Condominium Act, Chapter 718, Florida Statutes, for the operation of FOUR SEASONS, a Condominium, to be located upon the following lands in Orange County, Florida:

From the Northwest corner of the Southwest Quarter of Southeast Quarter of Section 4, Township 22 South, Range 30 East, run South 89 degrees 58 minutes 13 seconds East along the North line of said Southwest Quarter of Southeast Quarter 877.15 feet to intersect with a Southerly Extension of the Easterly right-of-way line of Balfour Drive; thence South 14 degrees 48 minutes East along said Southerly Extension of the Easterly right-of-way line of Balfour Drive 702.41 feet to Point of Beginning; thence continue South 14 degrees 48 minutes East 696.12 feet to the Northerly right-of-way line of the Seaboard Coast Line Railroad; thence South 66 degrees 35 minutes West along said railroad right-of-way line 1024.46 feet to intersect with the centerline of a drainage canal; thence North 22 degrees 30 minutes 28 seconds West along the centerline of said drainage canal 720.11 feet to an angle point in said canal; thence North 21 degrees 36 minutes West along said centerline of drainage canal 314.95 feet; thence North 75 degrees

EXHIBIT C

12 minutes East 297.55 feet; thence South 23 degrees 25 minutes East 248.47 feet; thence North 66 degrees 35 minutes East 293.29 feet; thence North 14 degrees 48 minutes West 25 feet; thence North 75 degrees 12 minutes East 522.0 feet to the Point of Beginning. All of said lands lying and being in Orange County, Florida.

2.2 The Association shall make no distribution of income to its members, directors or officers.

ARTICLE III

POWERS

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as presently drafted and as it may be amended from time to time, including but not limited to the following:

a. Assess. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.

b. Disburse. To use the proceeds of assessments in the exercise of its powers and duties.

c. Maintain. To maintain, repair, replace and operate the condominium property.

d. Insure. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners, as well as liability insurance for the protection of Directors of the Association.

e. Reconstruct. To reconstruct improvements after casualty and further improve the condominium property, pursuant to the terms of the Declaration of Condominium.

f. Regulate. To make and amend reasonable regulations respecting the use of the property in the condominium.

g. Approve. To approve or disapprove the leasing, transfer, mortgage and ownership of units as provided by the Declaration of Condominium.

h. Enforce. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of the property in the condominium.

i. Management Contract. To contract for the management and maintenance of the Condominium and to authorize the management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted them by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association.

j. Employment. To employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association.

k. Payment of Liens. To pay taxes and assessments which are liens against any part of the condominium other than individual apartment units and the appurtenances thereto, and to assess the same against the apartment units subject to such liens.

l. Utilities. To pay the cost of all power, water, sewer and other utility services rendered to the condominium and not billed to owners of individual apartment units.

3.3 The Association shall have the power to purchase a unit in the condominium and to hold, lease, mortgage and convey the same.

ARTICLE IV

MEMBERS

4.1 The members of the Association shall consist of all of the record owners of units in the condominium, and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 After receiving approval of the Association as required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Orange County, Florida, a deed or other instrument establishing a record title to a unit in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a

member of the Association and the membership of the prior owner is terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

ARTICLE V

DIRECTORS

5.1 The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) Directors, nor more than five (5) Directors. Each Director shall be a person entitled to cast a vote in the Association, except as provided in Section 5.3 hereof and by the By-Laws.

5.2 Members of the Board of Directors shall be elected at the annual meeting of the Association members in the manner specified in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

5.3 The initial Board of Directors of FOUR SEASONS CONDOMINIUM ASSOCIATION OF WINTER PARK, INC., shall consist of three (3) members who need not be members entitled to vote in the Association and shall be elected by the Developer. The initial Board of Directors named in the Articles shall serve until apartment owners are entitled to elect apartment owners to replace a member or members of the initial Board of Directors as contained in the schedule set out in Paragraphs 5.4 and 5.5 hereof. Any vacancies in the Developer appointed Directors may be filled by the Developer appointing a replacement. All other vacancies between annual meetings of members shall be filled by the remaining Directors.

5.4 When the Developer has conveyed fifteen percent (15%) or more of the units in the condominium or at such earlier time as the Developer in its discretion may determine, the unit owners other than the Developer shall be entitled to elect one-third (1/3) of the members of the Board of Directors and the Board of Directors shall call a special members' meeting for the election.

Unit owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors:

a. Three (3) years after the Developer has conveyed fifty percent (50%) of the units that will ultimately be operated by the Association to individual purchasers; or

b. Three (3) months after the Developer has conveyed ninety percent (90%) of the units that will ultimately be operated by the Association to individual purchasers; or

c. When all of the units in the condominium have been completed and some of the units have been sold, and none of the remaining units are being offered for sale by the Developer in the ordinary course of business;

whichever shall first occur; or at such earlier time as the Developer in its discretion may determine. The Board of Directors shall call a special members' meeting for the election.

5.5 The Developer is entitled to elect at least one member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the units in FOUR SEASONS, a condominium.

5.6 The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
John M. DiGiorgio	5151 Adanson Street, Suite 100 Orlando, Florida 32804
John O. Outlaw	5151 Adanson Street, Suite 100 Orlando, Florida 32804
Patricia A. Lane	5151 Adanson Street, Suite 100 Orlando, Florida 32804

ARTICLE VI

OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

- President - John M. DiGiorgio
- Vice President - John O. Outlaw
- Secretary/Treasurer - Patricia A. Lane

ARTICLE VII

OFFICE AND REGISTERED AGENT

The street address of the initial office of the corporation shall be:

5151 Adanson Street, Suite 100
Orlando, Florida 32804

The name and address of the corporation's initial registered agent shall be:

John M. DiGiorgio
5151 Adanson Street, Suite 100
Orlando, Florida 32804

ARTICLE VIII

INDEMNIFICATION

8.1 Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such 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 Association, or having served at the Association's request as a Director or officer of any other corporation, whether or not he is a Director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such Director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

8.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested Directors upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

8.3 The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Association, or is or was serving at the request of the Association as a Director or officer of another association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles of Incorporation.

ARTICLE IX

BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

10.1 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.

10.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by two-thirds (2/3) of the members of the Association. Directors and members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. A resolution adopting a proposed amendment must bear the approval of not less than a majority of the Board of Directors and not less than two-thirds (2/3) of the members of the Association.

10.3 In the alternative, an amendment may be made by an agreement signed and acknowledged by all the record owners of apartment units in the manner required for the execution of a deed.

10.4 No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 5.3 of Article V hereof, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that

is in conflict with the Condominium Act or the Declaration of Condominium.

10.5 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Orange County, Florida.

ARTICLE XI

TERM

The term of the Association shall be perpetual.

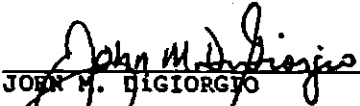
ARTICLE XII

SUBSCRIBERS


The names and addresses of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
John M. DiGiorgio	5151 Adanson Street, Suite 100 Orlando, Florida 32804
John O. Outlaw	5151 Adanson Street, Suite 100 Orlando, Florida 32804
Patricia A. Lane	5151 Adanson Street, Suite 100 Orlando, Florida 32804

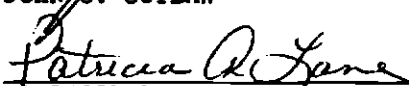
IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures on the 16th day of Apr., 1981.



 JOHN M. DIGIORGIO



 JOHN O. OUTLAW



 PATRICIA A. LANE

STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared JOHN M. DiGIORGIO, to me known to be the person described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of April, 1981.

James E. Long
Notary Public - State of Florida
My Commission Expires: 9/17

(NOTARIAL SEAL)

My Commission Expires Oct. 20, 1984
Boarded This Year Feb. 2, 1984

STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared JOHN O. OUTLAW, to me known to be the person described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of April, 1981.

James E. Long
Notary Public - State of Florida
My Commission Expires:

(NOTARIAL SEAL)

Notary Public, State of Florida
My Commission Expires Oct. 20, 1984
Boarded This Year Feb. 2, 1984

STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

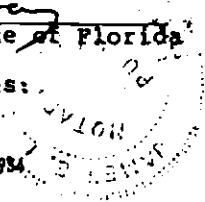
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared PATRICIA A. LANE, to me known to be

the person described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of April, 1981.

(NOTARIAL SEAL)

James E. Long
 Notary Public - State of Florida
 My Commission Expires:



Notary Public, State of Florida
 My Commission Expires Oct. 20, 1984
Approved State Seal Form - Jacksonville, Fla.

O.I: 3188 pt 1246

CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE SERVICE
OF PROCESS WITHIN THIS STATE

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said Act.

Four Seasons Condominium Association of Winter Park, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 5151 Adanson Street, Suite 100, Orlando, Florida 32804, has named John M. DiGiorgio, located at the above-registered office, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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

By: _____

John M. DiGiorgio
Registered Agent

Dated: _____

11-6-81