

ARTICLES OF INCORPORATION
OF
TEKA VILLAGE HOMEOWNERS ASSOCIATION, INC.
A CORPORATION NOT-FOR-PROFIT

The undersigned, being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, hereby subscribes to these Articles for the purpose of forming a corporation and with the powers herein specified.

ARTICLE I. NAME

The name of this corporation shall be:

Teka Village Homeowners Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II. OFFICE

The principal office of the Association shall be Kissimmee Park Rd., St. Cloud, FL 32769 or such other place as the Board of Directors may designate.

ARTICLE III. REGISTERED AGENT AND OFFICE

Roberta L. Bartfai is hereby appointed the initial registered agent of this Association.

ARTICLE IV. PURPOSE AND POWERS
OF THE ASSOCIATION

A. The purposes and object of the Association shall be to administer the operation and management of Teka Village (hereinafter "Community") to be established upon that certain real property in Osceola County, Florida, more fully described in Exhibit A ("Property") of the Teka Village Declaration of Covenants, Conditions and Restrictions to be recorded in the public records of Osceola County, Florida ("Declaration"), and any additions thereto which may be brought into the jurisdiction of this Association by annexation under the terms and conditions as set forth in the Declaration by Teka Village, its successors and assigns (the "Declarant").

B. The Association does not contemplate pecuniary gain or profit to the Members thereof and shall undertake and perform all acts and duties incident to the operation, management, preservation and architectural control of the Property in accordance with the terms, provisions, and conditions of these Articles of Incorporation, the Bylaws of the Association and the Declaration. The Association shall further promote the health, safety and welfare of the Members of the Association in the Community.

C. The Association shall have the following powers:

1. All of the powers and privileges granted to corpora-

3. The right to fix, levy, collect and enforce payment 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;

4. The right to 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 and to annex such property owned by it to the covenants and restrictions:

5. The right to borrow money, and with the assent of two-thirds (2/3) 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;

6. The right to dedicate, sell or transfer all or any part of the Common Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been assigned by two-thirds (2/3) of Members, agreeing to such dedication, sale or transfer; provided, however, the Association shall have the right to grant permits, easements or licenses to a public agency or utility company for utilities, roads and other purposes reasonably necessary or useful for the proper maintenance or operation of the property, which grants shall not be deemed a dedication, sale or transfer requiring the consent of Members.

7. The right to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Property, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of Members.

ARTICLE V. QUALIFICATION OF MEMBERS

The qualifications of Members, manner of their admission to and termination of membership shall be as follows:

A. Every person or entity who is a fee simple record owner of a fee interest in any Lot which is subject to the Declaration, including contract sellers, shall be a Member of the Association. 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 which is subject to the Declaration.

B. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Lot; provided that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Lots at any time while such person or entity shall retain fee title to or a fee ownership interest in any Lot.

held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and the Bylaws hereof.

ARTICLE VI. VOTING RIGHTS

There shall be two classes of voting membership:

Class A. The Class A members shall be Owners of Single Family Residential Lots ("SFRL") as such is defined in the Declaration, with the exception of Developer.

Class B. The Class B Member shall be the Developer, and the Developer shall be entitled to ten (10) votes for each Lot owned and ten (10) votes for each acre of land in the additional property. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following, whichever first occurs:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) ten (10) years from the recording of the Declaration; or
- (c) at such earlier time as the Developer in its sole discretion determines to transfer control.

Until the recordation of the Declaration in the public records of Osceola County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast one vote on all matters upon which the membership would be entitled to vote.

When more than one person holds an interest in any SFRL, all such persons shall be members. The vote for such SFRL shall be exercised by one person as they determine, and such person shall be designated as the holder of the vote. If a corporation, partnership, joint venture or other entity is a fee simple title holder to a lot, such entity shall designate one person as the holder of the vote. In no event shall more than one vote be cast with respect to any SFRL.

ARTICLE VII. BOARD OF DIRECTORS

A. The business affairs of this Association shall be managed by the Board of Directors who need not be Members of the Association. The number of members of the first Board of Directors shall be seven and the initial Board of Directors shall be appointed by the Developer.

B. The names and addresses of the persons who are to serve as the initial Board of Directors until their successors are appointed or chosen are as follows:

<u>Director</u>	<u>Address</u>
Roberta L. Bartfai	5484 Marty Rd., Orlando, FL 32822
Robert Wellman	5355 Jean Dr., Orlando, FL 32822
Mildred Walker	7936 Hatteras Rd., Orlando, FL 32822
Anna Marie Wilson	7445 Molokai St., Orlando, FL 32822

ARTICLE VIII. OFFICERS

A. The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

B. Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Community and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a Member, Director or officer of the Association.

C. The persons who are to serve as officers of the Association until their successors are chosen are:

<u>Office</u>	<u>Name</u>
President	Robert L. Bartfai
Vice President	Robert Wellman
Secretary	Mildred Walker
Treasurer	Anna Marie Wilson

D. The officers shall be elected by the Board of Directors at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

E. The President shall be elected from the membership of the Board, but no other officer need be a Director. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except Secretary and Treasurer.

ARTICLE IX. BYLAWS

A. The Board of Directors shall adopt by a majority vote the original Bylaws of the Association.

B. The Bylaws shall be amended by the procedure more fully set forth in the Bylaws and shall be approved by at least a majority of the membership.

ARTICLE X. AMENDMENT OF ARTICLES

Amendment of these Articles shall require the assent of a majority of votes of each class of Members. When the Class B membership ceases and is converted to Class A membership, amendment of these Articles shall require the assent of a majority of the votes of membership.

ARTICLE XI. INDEMNITY

reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests 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.

ARTICLE XII. NON-PROFIT STATUS

No part of the income of this corporation shall be distributed to the Members except upon dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

ARTICLE XIII. MERGER AND DISSOLUTION

The Association shall have the right to participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided such merger or consolidation shall have the assent of two-thirds of each Class of members.

This Association may be dissolved by the approval of two-thirds of the votes of the members given in person, by proxy or by written consent. 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 purposes similar to those for which this Association was created. 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 such similar purposes. This procedure shall be subject to court approval on dissolution pursuant to Florida Statute 617.05.

ARTICLE XIV. DURATION

This Association shall exist perpetually.

ARTICLE XV. SUBSCRIBER

The name and address of the subscriber to these Articles is Roberta L. Bartfai, 5484 Marty Rd., Orlando, FL 32822.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal this 1st day of SEPT., 1989, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Roberta L. Bartfai

STATE OF FLORIDA

COUNTY OF Osceola

The foregoing ARTICLES OF INCORPORATION was acknowledged before me this 1st day of Sept., 1989, by

Roberta L. Bartfai
Notary Public, State of Florida

