

OF

THE VINEYARD CONDOMINIUM ASSOCIATION, INCORPORATED

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 THE VINEYARD CONDOMINIUM ASSOCIATION, INCORPORATED, and its mailing address shall be 2 N. Thompson Road, Apopka, Florida, 32703. For convenience, the corporation shall be referred to in this instrument as the Association.

The name of the initial registered agent of this corporation is CHUCK TAYLOR, whose address is 8923 Tibet Bay Drive, Orlando, Florida, 32811, who, by execution hereof, accepts his appointment.

ARTICLE II. PURPOSE

2.1 The purpose for which the Association is organized is to provide an entity pursuant to Florida Statutes 718.111 for the operation of THE VINEYARD CONDOMINIUM ASSOCIATION, INCORPORATED, a condominium, to be located on certain lands in Orange County, Florida.

2.2 The Association shall make no distributions 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, and all those powers of an association provided in Florida Statutes 718.111.

3.2 The Association shall have 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) To make and collect assessments against members to defray the costs, expenses and losses of the condominium.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, repair, replace and operate the condominium property.
- (d) To purchase insurance upon the condominium property and insurance for the protection of the Association and its members.
- (e) To reconstruct improvements after casualty and the further improvement of the property.
- (f) To make and amend reasonable regulations respecting the use of the property in the condominium.
- (g) 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.
- (h) To contract for the management of the Condominium and to delegate to such contractor and manager all power and duties of the Association, except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.
- (i) To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.
- (j) To employ personnel to perform the services required for proper operation of the condominium.
- (k) To pay taxes and assessments which are lien against any part of the condominium other than the individual units and the appurtenances thereto, and to assess the same against the units subject to such liens.
- (l) To pay the cost of all power, water, sewer and other utility services rendered and not billed to owners of individual units.

3.3 The Association shall have the power to purchase

a unit (within the meaning of the Declaration of Condominium) and to hold, lease, mortgage and convey the same.

3.4 All funds and the titles to all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the By-Laws.

ARTICLE IV. MEMBERS

4.1 The members of the Association shall consist of all unit owners in all phases (within the meaning of the Declaration of Condominium), and after termination, if ever, of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 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 (within the meaning of the Declaration of Condominium). 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.

4.4 The owner of each designated unit as a member of the Association shall be entitled to one vote for each designated unit owned. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE V. DIRECTORS

5.1 The affairs of the Association will be managed by a Board consisting of the number of directors fixed by the By-Laws, but not less than three (3) directors. The Board shall be known as the Board of Directors

5.2 The Directors of the Association shall be elected at the annual meeting of the members in the manner specified by the

By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

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

CHARLES C. TAYLOR
8923 Tibet Bay Drive
Orlando, Florida 32811

DOROTHEA M. TAYLOR
8923 Tibet Bay Drive
Orlando, Florida 32811

MICHAEL A. CROAK
P. O. Drawer Q
Eustis, Florida 32726

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: CHARLES C. TAYLOR
8923 Tibet Bay Drive
Orlando, Florida 32811

Secretary-Treasurer: DOROTHEA M. TAYLOR
8923 Tibet Bay Drive
Orlando, Florida 32811

Vice President: MICHAEL A. CROAK
P. O. Drawer Q
Eustis, Florida 32726

ARTICLE VII. INDEMNIFICATION

Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been an officer or director of the Corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

ARTICLE VIII. 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, by the Board of Directors and members.

ARTICLE IX. AMENDMENTS

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

9.1 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.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by 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 at or prior to the meeting.
Except as hereinafter provided, approval of a proposed amendment must be either by:

(a) Not less than a majority of the entire membership of the Board of Directors and not less than three-fourths (3/4) of the votes of the entire membership of the Association,
or

(b) Not less than three-fourths (3/4) of the votes of the entire membership of the Association.

9.3 No amendment shall make any change in the qualifications for membership nor the voting rights of members, without approval in writing by all members and 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.

9.4 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 X. TERM

The term of the Association shall be perpetual.

ARTICLE XI. SUBSCRIBERS

The names and addresses of the subscribers to these

Articles of Incorporation are as follows:

CHARLES C. TAYLOR
8923 Tibet Bay Drive
Orlando, Florida 32811

DOROTHEA M. TAYLOR
8923 Tibet Bay Drive
Orlando, Florida 32811

MICHAEL A. CROAK
P. O. Drawer Q
Eustis, Florida 32726

ARTICLE XII. I. R. C. MATTERS

Anything in the Articles, By-Laws of the Association or Declaration of Condominium to the contrary notwithstanding, this Association shall not have the power to engage in any activity not permitted to be carried on by a condominium association within the meaning of the Internal Revenue Code, Section 528 (or any corresponding provisions of any further U.S. revenue law).

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures on this 25th day of November, 1981.

[Handwritten signature]

[Handwritten signature]

[Handwritten signature]

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, the undersigned authority, on this day personally appeared Charles C. Taylor, Douglas M. Taylor, Michael A. Crook who, being duly sworn, severally acknowledged the execution of the foregoing Articles of Incorporation of THE VINEYARD, INCORPORATED for the purposes expressed in such Articles.

WITNESS my signature and official seal at in the State and County last aforesaid, this 25th day of November, 1981.

[Handwritten signature]
Notary Public

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires July 30, 1985

BY-LAWS

OF

THE VINEYARD CONDOMINIUM ASSOCIATION INCORPORATED

1. Identity. These are the By-Laws of THE VINEYARD CONDOMINIUM ASSOCIATION, INCORPORATED, hereinafter referred to as the Association, a corporation not for profit under the laws of the State of Florida, the Articles of Incorporation thereof having been filed in the Office of Secretary of State, State of Florida, on 1981. The Association has been organized for the purpose of administering a condominium pursuant to Chapter 718, Florida Statutes (1976), hereinafter referred to as the Condominium Act.

1.1 The initial office of the Association shall be at 2 N. Thompson Road, Apopka, Florida, 32703.

1.2 The fiscal year of the Association shall be the calendar year.

2. Members' Meetings.

2.1 The annual meeting of the members shall be held at the office of the Association at 3:00 o'clock P.M., Eastern Standard Time, on the fourth Tuesday in January of each year for the purpose of electing directors and the transaction of any other business authorized to be transacted by the members, provided, however, that if said date is a legal holiday, the meeting shall be held at the same hour on the next day that is not a holiday.

2.2 Special meetings of the members shall be held whenever called by the President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from 10% of the entire membership.

2.3 Notice of all meetings of the members stating the time and place and the objects for which the meeting is called shall be given by the President or Secretary unless waived in writing. Such notice shall be by certified mail to each member at his address as it appears on the books of the

Association and shall be mailed not less than fourteen (14) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by retaining the post office certificate of mailing. Notice of meeting may be waived before or after the meeting. Additionally, it shall be required that notice of annual meetings be posted in a conspicuous place on the condominium property at least 14 days prior to such meeting.

2.4 A quorum at the meetings of the members shall consist of 50% plus 1 of the entire membership of the Association. The acts approved by a majority of the votes cast at a meeting at which a quorum is present shall constitute the acts of the members, except when approval by a greater number of members is required by the Declaration of Condominium, the Articles of Incorporation, or these By-Laws.

2.5 Voting.

(a) At any meeting of members, the owner of each designated unit shall be entitled to cast one vote for each designated unit as set forth in the Declaration of Condominium and the Articles of Incorporation.

(b) If a unit is owned by one person, his right to vote shall be established by the record title to his unit.

~~If a unit is owned by more than one person the person entitled~~
to cast the votes for said unit shall be designated by a certificate signed by all of the record owners of the unit and filed with the Secretary of the Association. If a unit is owned by a corporation, the person entitled to cast the votes for said unit shall be designated by a certificate signed by the President or Vice-President and attested by the Secretary or Assistant Secretary of the corporation and filed with the Secretary of the Association. Such certificate shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the unit concerned. A certificate designating the person entitled to cast the vote for a unit may be revoked by any owner of the

unit. If such certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum nor for any other purpose.

2.6 Proxies. Vote may be cast in person or by proxy. A proxy may be made by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy and must be filed with the Secretary of the Association before any adjournment of the meeting.

2.7 Adjourned Meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

2.8 The order of business at the annual meetings of the members and as far as practical at the other meetings of the members shall be as follows:

- (a) Election of the chairman of the meeting;
- (b) Calling of the roll and certifying proxies;
- (c) Proof of notice of meeting or waiver of notice;
- (d) Reading and disposal of any unapproved minutes;
- (e) Reports of officers;
- (f) Report of committees;
- (g) Election of directors;
- (h) Unfinished business;
- (i) New business;
- (j) Adjournment.

3. Directors.

3.1 The affairs of the Association shall be managed by a Board composed of three (3) directors, the exact number of directors to be varied only by amendment to these By-Laws. The Board shall be known as the Board of Directors.

3.2 Election of directors shall be conducted in the following manner:

(a) Election of directors shall be held at the annual meeting of the members, or at a special meeting called for that purpose.

(b) Nominations for directors shall be made from the floor.

(c) The election shall be by ballot (unless dispensed with by unanimous consent) and by a plurality of votes cast,

each person voting to be entitled to cast his votes for as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

(d) Except as to vacancies created by removal of directors by the members, vacancies in the Board of Directors occurring between annual meetings of the members shall be filled by the remaining directors.

(e) Any director may be recalled and removed by a majority of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy in the Board of Directors so created shall be filled by the members of the Association at the same meeting.

3.3 The term of each director's service shall extend until the next annual meeting of the members and subsequently until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided.

3.4 The organization meeting of a newly elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be fixed by the directors at the meeting at which they were elected, and no further notice of the organization meeting shall be necessary.

3.5 Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings shall be given to each director, personally or by mail, telephone or telegraph at least three (3) days prior to the date stated for such meeting.

3.6 Special meetings of the directors may be called by the President and must be called by the Secretary at the written request of one-third of the directors. Not less than three (3) days' notice of the meeting shall be given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting.

3.7 Waiver of Notice. Any director may waive notice of a meeting before or after the meeting; such waiver shall

be deemed equivalent to the giving of notice. However, F. S. 718.112(2)(c) shall apply.

3.8 A quorum at meetings of the directors shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when approval by a greater number of directors is required by the Declaration of Condominium, the Articles of Incorporation, or these By-Laws.

3.9 Adjourned Meetings. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

3.10 Joinder in Meeting by Approval of Minutes. The joinder of a director in the action taken at a meeting by signing and concurring in the minutes of that meeting shall constitute said Directors' approval of action taken but shall not constitute said Directors' presence for determining a quorum.

3.11 The presiding officer at meetings of the directors shall be the President. In the absence of the President, the ~~directors present shall designate one of their number to pre-~~side.

3.12 The order of business at meetings of the directors shall be as follows:

- (a) Calling of the roll;
- (b) Proof of the notice or waiver of notice of meeting;
- (c) Reading and disposal of any unapproved minutes;
- (d) Election of officer;
- (e) Unfinished business;
- (f) New business;
- (g) Adjournment.

3.13 Fees of directors, if any, shall be determined by the members.

4. Powers and Duties of the Board of Directors. All of the powers and duties of the Association existing under

the Condominium Act, Declaration of Condominium, Articles of Incorporation, and these By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by the members when such is specifically required.

5. Officers.

5.1 The executive officers of the Association shall be a President, Vice-President and Secretary-Treasurer, all of whom shall be elected annually by the Board of Directors, and who may be pre-emptorily removed by vote of the directors at any meeting. Any person may hold two offices. The Board of Directors from time to time, shall elect such other officers and designate their powers and duties as the Board shall find to be required in the management of the affairs of the Association.

5.2 The President shall be the chief executive officer of the Association. He shall have all of the power and duties usually vested in the office of president of an association, including, but not limited to, the power to appoint committees from among the members from time to time, as he in his discretion may determine appropriate, to assist in the conduct of the affairs of the Association.

5.3 The Vice-President, in the absence or disability of the President, shall exercise the powers and perform the duties of the President. He also shall assist the President generally and exercise such other powers and perform such other duties as shall be prescribed by the directors.

5.4 The Secretary-Treasurer shall keep the minutes of all proceedings of the directors and the members. He shall attend to the giving and serving of all notices to the members and directors and other notices required by law. He shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. He shall keep the records of the Association. He shall have custody of all property of the Association, including funds, securities and

evidence of indebtedness. He shall keep the books of the Association in accordance with good accounting practices, and he shall perform all other duties incident to the office of Secretary-Treasurer as prescribed by the Board of Directors.

5.5 The compensation of all officers and employees of the Association shall be fixed by the directors. The provision that fees of directors shall be determined by the members shall not preclude the Board of Directors from employing a director for the management of the condominium.

6. Fiscal Management. The provisions for fiscal management of the Association set forth in the Declaration of Condominium and Articles of Incorporation shall be supplemented by the following provisions:

6.1 Accounts. The receipts and expenditures of the Association shall be credited and charged to accounts under the following classifications as shall be appropriate, all of which expenditures shall be common expenses:

(a) Current expenses, which shall include all receipts and expenditures within the year for which the budget is made, including a reasonable allowance for contingencies and working funds, except expenditures chargeable to reserves, or to additional improvements. The Balance of this fund at the end of each year shall be applied to reduce the assessments for current expenses for the succeeding year.

(b) Reserve for deferred maintenance, which shall include funds for maintenance items that occur less frequently than annually.

(c) Reserve for replacement, which shall include funds for repair or replacement required because of damage, depreciation or obsolescence.

(d) Betterments, which shall include the funds to be used for capital expenditures for additional improvements or additional personal property that will be part of the common elements.

6.2 Budget. The Board of Directors shall adopt a budget for each calendar year that shall include the estimated

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funds required to defray the common expenses and to provide and maintain funds for the foregoing accounts and reserves according to good accounting practices as follows:

(a) Current expense, the amount for which shall not exceed one hundred fifteen percent (115%) of the budget amount for the prior year.

(b) Reserve for deferred maintenance, the amount for which shall be computed by means of a formula which is based upon estimated life and estimated replacement cost of each reserved term.

(c) Reserve for replacement, the amount for which shall be computed by means of a formula which is based upon estimated life and estimated replacement cost of each reserved term.

(d) Betterments, which shall include the funds to be used for capital expenditures for additional improvements or additional personal property that will be part of the common elements, the amount for which shall not exceed Twenty-Five Hundred (\$2,500.00) Dollars; provided, however, that in the expenditure of this fund no sum in excess of One Thousand (\$1,000.00) Dollars shall be expended for a single item or purpose without approval of the members of the Association.

(e) Provided, however, that the amount of each budgeted item may be increased over the foregoing limitations when approved by not less than fifty-one percent (51%) of the entire membership of the Association.

(f) Copies of the budget and proposed assessments shall be transmitted to each member on or before December 1, preceding the year for which the budget is made and in compliance with F.S. 718.112(2)(f). If the budget is amended subsequently, a copy of the amended budget shall be furnished to each member in accordance with F.S. 718.112(2)(f).

6.3 Assessments. Assessments against the unit owners for their share of the items of the budget shall be made for the calendar year annually in advance on or before the 20th day of December, preceding the year for which the assessments are made. Such assessments shall be due and payable in twelve

(12) equal installments on the first day of each and every month during the year for which the assessments are made. If an annual assessment is not made as required, an assessment shall be presumed to have been made in the amount of the last prior annual assessment, and monthly installments on such assessment shall be due each installment date until changed by an amended assessment. In the event the annual assessment proves to be insufficient, the budget and assessments may be amended at any time by the Board of Directors, if the accounts of the amended budget do not exceed the limitations set forth above for that year. Any account that does exceed such limitation shall be subject to the approval of the membership of the Association as previously required in these By-Laws. The unpaid assessment for the remaining portion of the calendar year for which an amended assessment is made shall be due and payable in equal monthly installments on the first day of each and every month during the remaining portion of said calendar year. The first assessment shall be determined by the Board of Directors.

6.4 Acceleration of Assessment Installments Upon Default.

If a unit owner shall be in default in the payment of an installment upon an assessment, the Board of Directors may accelerate the remaining installments of the assessment upon notice to the unit owner, and then the unpaid balance of the assessment shall come due upon the date stated in the notice.

6.5 Assessments for Emergencies. Assessments for common

expenses in emergencies which cannot be paid from the annual assessments for common expenses shall be made only after notice of the need for such is given to the owners of units concerned. After such notice and upon approval in writing by the persons entitled to cast more than one-half (1/2) of the votes of the unit owners concerned, the assessment shall become effective, and it shall be due after 30 days' notice in such manner as the Board may require in the notice of assessment.

6.6 The depository of the Association shall be such bank or banks as shall be designated from time to time by the Board, and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Directors.

6.7 An audit of the accounts of the Association shall be made annually by an accountant, and a copy of the audit report shall be furnished to each member not later than April 1 of the following year for which the audit is made.

6.8 The Association may obtain adequate fidelity bonds for all officers and employees of the Association handling or responsible for assessments, insurance proceeds or any other funds relating to the condominium. The premiums on such bonds shall constitute a common expense.

7. Regulations. The Board of Directors may from time to time make, adopt, amend and endorse reasonable regulations respecting the use of the respective condominium properties and any property in which the Association owns an interest.

8. Amendments. These By-Laws may be amended in the following manner:

8.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which proposed amendment is considered.

8.2 A resolution adopting a proposed amendment may be proposed by either the Board of Directors of the Association or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be either by:

(a) Not less than fifty-one percent (51%) of the entire membership of the Board of Directors, and by not less than seventy-five percent (75%) of the votes of the entire

membership of the Association, or,

(b) By not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

The foregoing was adopted as the By-Laws of THE VINEYARD, INCORPORATED, a corporation not for profit under the laws of the State of Florida, at the first meeting of the Board of Directors on the 25th day of November, A.D., 1981.

APPROVED:

BY: Donald M. Taylor
Secretary-Treasurer
Charles E. Day
President

RECORDED & RECORD VERIFIED

Thomas H. Locher
County Comptroller, Orange Co., Fla.