



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

May 31, 1995

C T CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

The Articles of Incorporation for CELEBRATION RESIDENTIAL OWNERS ASSOCIATION, INC. were filed on May 31, 1995 and assigned document number N95000002558. Please refer to this number whenever corresponding with this office regarding the above corporation.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO INSURE THAT YOU RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT. TO OBTAIN A FEI NUMBER, CONTACT THE IRS AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Brenda Baker, Corporate Specialist
New Filings Section

Letter Number: 495A00027213

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION
OF
CELEBRATION RESIDENTIAL OWNERS ASSOCIATION, INC.
(A Florida Not For Profit Corporation)**

FILED
95 MAY 31 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article 1. Name. The name of the Corporation shall be Celebration Residential Owners Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association."

Article 2. Address. The address of the initial principal office of the Association and the initial mailing address of the Association is 200 Celebration Place, Celebration, Florida 34747.

Article 3. Definitions. All capitalized terms used herein which are not defined shall have the same meaning as set forth in the Declaration of Covenants, Conditions, and Restrictions for Celebration Residential Properties, recorded or to be recorded in the Official Records of Osceola County, Florida, as amended from time to time (the "Declaration").

Article 4. Purposes. The purposes for which the Association is organized are:

(a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws of the Association, and as provided by law;

(b) to provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration; and

(c) to exercise the rights and fulfill the responsibilities of a member of the Celebration Joint Committee, Inc., a Florida not for profit corporation (the "Committee"), as set forth in the Declaration, the Association's By-Laws, and the By-Laws of Celebration Joint Committee, Inc. (the "Committee By-Laws").

Article 5. Powers. The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the powers conferred upon a not for profit corporation under Florida statutory and common law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation, the power:

(i) to fix and to collect assessments and other charges to be levied against the Units, except to the extent that such responsibilities are assumed by the Committee pursuant to the Declaration and the Committee By-Laws;

(ii) to manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property for which the Association by rule, regulation, covenant, or contract has a right or duty to provide such services;

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all owners of real property subject to the Declaration;

(v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or By-Laws;

(vi) to borrow money for any purpose, subject to such limitations as may be contained in the By-Laws;

(vii) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(ix) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(x) to provide any and all supplemental municipal services to the real property subject to the Declaration as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

B. The Association shall make no distributions of income to its members, directors, or officers.

Article 6. Members.

A. The owner of each Unit, as those terms are defined in the Declaration, shall be a member of the Association and shall be entitled to vote in accordance with the terms of the Declaration, except there shall be no vote for any Unit owned by the Association. The manner of exercising voting rights shall be as set forth in the Declaration and in the By-Laws of the Association.

B. Change of membership in the Association shall be established by recording in the Official Records of Osceola County, Florida, a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the owner designated by such instrument shall become a member of the Association and the membership of the prior owner shall be terminated.

C. The share of a member in the funds, liabilities and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of its Unit.

Article 7. Term. The Association shall be of perpetual duration.

Article 8. Directors.

A. The affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of three directors. The number of directors may be increased in accordance with the By-Laws.

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

Donald E. Killoren
The Celebration Company
200 Celebration Place
Celebration, Florida 34747

T. Mark Paris
The Celebration Company
200 Celebration Place
Celebration, Florida 34747

Todd W. Mansfield
The Celebration Company
200 Celebration Place
Celebration, Florida 34747

C. The method of election, removal, and filling of vacancies on the Board of Directors and the term of office of directors shall be as set forth in the By-Laws.

D. The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

Article 9. By-Laws. The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws.

Article 10. Liability of Directors. To the fullest extent that the Florida Not For Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 11. Dissolution. The Association may be dissolved only as provided in the By-Laws and by the laws of the State of Florida. Any dissolution shall be subject to the terms of Article 13 hereof, if applicable.

Article 12. Amendments. Amendments to these Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes; provided, no amendment may be in conflict with the Declaration, and provided, further, no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration. Any proposed amendment must be approved by Voting Members representing 2/3 of the total Class "A" votes in the Association, and the consent of the Class "B" Member, if such exists.

Article 13. VA/HUD. So long as there is a Class "B" membership and so long as HUD and/or VA is holding, insuring or guaranteeing any loan secured by property subject to the Declaration, the following actions shall require the prior approval of HUD and/or VA, respectively: annexation of additional property other than that described on Exhibit "B" to the Declaration, any dedication or mortgage of the Properties, any merger or consolidation in which the Association is a participant, dissolution of the Association, or material amendment of these Articles.

In addition, so long as there is a Class "B" membership and so long as HUD and/or VA is holding, insuring or guaranteeing any loan secured by property subject to the Declaration, 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, or shall be granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

Article 14. Incorporator. The name of the incorporator of the Association is CT Corporation System and such incorporator's address is 660 East Jefferson Street, Tallahassee, Florida 32301.

Article 15. Registered Agent and Office. The initial registered office of the Association is 1200 South Pine Island Road, Plantation, Florida 33324, and the initial registered agent at such address is CT Corporation System.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31st day of May, 1995.



CT Corporation System, Incorporator

DOCS204

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED

95 MAY 31 AM 11:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Celebration Residential Owners Association, Inc.

2. The name and address of the registered agent and office is:

CT Corporation System
(Name)

1200 South Pine Island Road
(P.O. Box Not Acceptable)

Plantation, Florida 33324
(City/State/Zip)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

CT Corporation System

Signature Connie Bryan

(Print Name) CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Title _____

Date 5/31/95