

No4 000010082

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

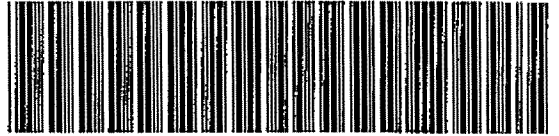
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000041838770

10/25/04--01028--021 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 OCT 25 AM 10:28

✓

OB 10/26

LAW OFFICES
BRIAN C. DEUSCHLE, CHARTERED

SUITE 400
800 SOUTHEAST THIRD AVENUE
FORT LAUDERDALE, FLORIDA 33316

TELEPHONE (954) 763-7200
TELECOPIER (954) 522-7728
E-MAIL: b.c.d.chartered@worldnet.att.net

October 22, 2004

Department of State
Division of Corporations
Corporation Filings
P.O. Box 6327
Tallahassee, FL 32314

**Re: Articles of Incorporation of the WorldQuest Resort Condominium
Association, Inc.
Our File No. 2344-04-2-01**

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation of the WorldQuest Resort Condominium Association, Inc., for filing with your office, together with our Firm's check (#3686) in the amount of \$78.75, representing the filing fee in connection with same. Kindly forward a certified copy of said Articles to the undersigned in the self-addressed, prepaid envelope provided for your convenience.

Should you have any questions with regard to the foregoing, please feel free to contact me.

Sincerely,


Brian C. Deuschle

BCD/st
Encls.

cc (w/copy of Articles only): Tom Bennett, via facsimile
Stuart Kinney, Esq., via facsimile

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 OCT 25 AM 10:29

**ARTICLES OF INCORPORATION OF THE
WORLDQUEST RESORT CONDOMINIUM ASSOCIATION, INC.**

The undersigned, TOM W. BENNETT, executes these Articles for the purpose of forming a corporation not for profit under the laws of the State of Florida pursuant to Chapter 617, F. S., and certify as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be:

WORLDQUEST RESORT CONDOMINIUM ASSOCIATION, INC.

**ARTICLE II
PURPOSE**

In accordance with the provisions of Chapter 718, F. S., commonly known as the Florida Condominium Act, the general purpose of this corporation shall be to be the "Association" (as defined in Chapter 718, F. S.) for the operation of a Condominium known as WorldQuest Resort, a Condominium (the "Condominium"), at 7307 Somerset Shores Court, Orlando, Orange County, Florida 32819, to be created pursuant to the provisions of the Florida Condominium Act and, as such Association, to operate and administer said Condominium and carry out the functions and duties of the Condominium as set forth in the Declaration of Condominium of Worldquest Resort Condominium (the "Declaration of Condominium") establishing the Condominium and all Exhibits annexed thereto, and further to exercise all powers granted to a Condominium Association and/or Owners Association under the Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in this Corporation's capacity as an Owners Association.

**ARTICLE III
MEMBERS**

All persons who are Owners of a Condominium Unit within said Condominium shall automatically be members of this corporation. Such membership shall automatically terminate when such person is no longer Owner of a Condominium Unit. Membership in the Corporation shall be limited to such Owners.

Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration of Condominium that shall be filed for said Condominium among the Public Records of Orange County, Florida.

ARTICLE IV
TERM

This Corporation shall have perpetual existence.

ARTICLE V
MANAGEMENT OF AFFAIRS OF CORPORATION DIRECTORS AND OFFICERS

Section 1. The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than the number specified in the Bylaws.

The following persons shall constitute the first Board of Directors and shall serve until the first election of the Board of Directors at the first regular meeting of the membership:

<u>NAME</u>	<u>ADDRESS</u>
TOM W. BENNETT	7307 Somerset Shores Court Orlando, Florida 32819
LARRY WILLIAMS	1100 Town Plaza Court Winter Springs, Florida 32708
TOM McLAUGHLIN	1100 Town Plaza Court Winter Springs, Florida 32708

The directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership in the manner and in accordance with the method provided for in the Bylaws of the Corporation, and provisions respecting the removal, disqualification and resignation of directors and for filling vacancies on the Board of Directors shall be established by the Bylaws.

Section 2. The principal officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, who shall be elected by the Board of Directors according to the Bylaws. The directors may, if they desire, combine the office of Secretary and Treasurer one with the other, or either of them with the office of Vice President, and create such other officers as may be provided for in the Bylaws.

The names of the officers who are to serve until the first election of officers, pursuant to the terms of the Declaration of Condominium and Bylaws are as follows:

President:	TOM W. BENNETT
Vice President:	LARRY WILLIAMS
Treasurer:	TOM McLAUGHLIN
Secretary:	TOM McLAUGHLIN

Section 3. None of the above officers or directors specifically named in these initial Articles of Incorporation shall be required to be a member of this Corporation to hold office. It being understood said officers and directors are appointees of the Developer-controlled Association.

ARTICLE VI BYLAWS

The Bylaws of the Corporation shall initially be made and adopted by its first Board of Directors.

Prior to the time the property described in Article II hereof has been submitted to condominium ownership and a Resort Condominium Plan by the filing of the Declaration of Condominium, the first Board of Directors shall have full power to amend, alter or rescind said Bylaws by a majority vote.

After the property described in Article II hereof has been submitted to condominium ownership and a Resort Condominium Plan by filing of the Declaration of Condominium, the Bylaws may be amended, altered, supplemented or modified by the membership at the annual meeting, or at a duly convened special meeting of the membership, by vote, as follows:

- A. If the proposed change has been approved by the unanimous approval of the Board of Directors, then it shall require only a one-third (1/3) vote of the total membership to be adopted.
- B. If the proposed change has not been approved by the unanimous vote of the Board of Directors, then the proposed change must be approved by three-fourths (3/4) of the total vote of the membership.

ARTICLE VII
REMOVAL OF OFFICERS AND DIRECTORS

Officers and directors may be removed prior to the expiration of their terms in accordance with the provisions of Florida law, the Bylaws of this Corporation and this Declaration of Condominium, and Exhibits thereto, which provisions shall control.

ARTICLE VIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including counsel fees, reasonably incurred or imposed in connection with any proceeding to which they may be a party, or in which they may become involved by reason of being or having been a director or officer of this Corporation, whether or not a director or officer at the time such expenses are incurred, except in cases when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of duties; provided that in the event of any claim or reimbursement or indemnification hereunder based on a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the interests of the Corporation. 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 IX
POWERS

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

1. The Corporation shall have all of the common-law and statutory powers of a corporation not-for-profit that are not in conflict with the terms of these Articles and, in addition, all the powers conferred by the Condominium Act on a Condominium Association and, in addition, all of the powers set forth in the Declaration of Condominium of the Condominium, which are not in conflict with law.

2. The Corporation shall have all of the powers reasonably necessary to implement the powers of the Corporation including, but not limited to, the following:

(a) To operate and manage the Condominium and condominium property in accordance with the sense, meaning, direction, purpose and

intent contained in the Declaration of Condominium of the Condominium when the same has been recorded among the Public Records as above noted.

(b) To make and collect assessments against members to defray the cost of the Condominium and to refund common surplus to members or apply the same to future expenses.

(c) To use the proceeds of assessments in the exercise of its powers and duties.

(d) To maintain, repair, replace and operate the Condominium property pursuant to the resort Condominium plan.

(e) To reconstruct improvements upon the property after casualty and to further improve the property.

(f) To make and amend regulations respecting the use of the property in the Condominium.

(g) To approve or disapprove the proposed purchasers, lessees and mortgagees of apartments if required by the Declaration of Condominium.

(h) To enforce by legal means the provisions of the Condominium documents, these Articles, the Bylaws of the Corporation and the regulations for the use of the property in the Condominium.

(i) To contract for the management of the Condominium and to authorize its contractor to perform functions and duties for or on behalf of the Association except when such authorization is prohibited by applicable law or the Bylaws of the Association.

3. All funds and title to all properties acquired by the Corporation and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Condominium documents.

4. The powers of the Corporation shall be subject to and be exercised in accordance with the provisions of the Declaration of Condominium, which governs the use of the Condominium property.

ARTICLE X
CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between this Corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniarily or otherwise interested in, or is a director, member or officer of any such other firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing such contract or transaction with like force and effect as if not so interested, or not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XI
**PROHIBITION AGAINST ISSUANCE OF STOCK
AND DISTRIBUTION OF INCOME**

This Corporation shall never have nor issue any share of stock of any kind or nature whatsoever. Membership in the Corporation and the thereof, as well as the number of members, shall be on such terms and conditions as provided for in the Declaration of Condominium and Bylaws. The voting rights of the Owners shall be as set forth in the Declaration of Condominium and/or Bylaws.

There shall be no dividends paid to any of the members, nor shall any part of the income of the Corporation be distributed to its Board of Directors or officers. If there are any excess receipts over disbursements as a result of performing services, such excess shall be applied against future expenses. The Corporation may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits on its members in conformity with its purposes and on dissolution or final liquidation, may make distribution to its members as is permitted by the court having jurisdiction thereof, and no such payment benefit or distribution shall be deemed to be a dividend or distribution of income.

ARTICLE XII
AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any member or director and shall be adopted in the same manner as is provided in the Bylaws and as set forth in Article VI above. Said amendment shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the corporate seal, signed by the Secretary, and executed and acknowledged by the President or Vice President, has been filed with the Secretary of State, and all filing fees paid.

ARTICLE XIII
REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this Corporation shall be BRIAN C. DEUSCHLE and the Registered Office shall be located at 800 SE Third Avenue, Suite 400, Fort Lauderdale, FL 33316, or such other person or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

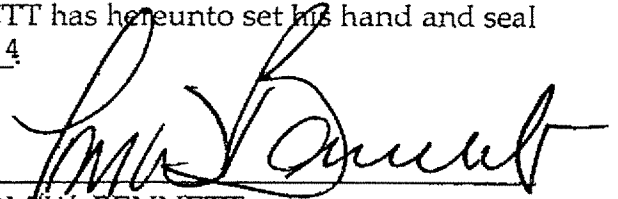
ARTICLE XIV
TERMINATION

This Corporation may be terminated voluntarily by seventy-five percent (75%) of the voting membership.

ARTICLE XV
SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows: Tom W. Bennett, 7307 Somerset Shores Court, Orlando, Florida 32819.

IN WITNESS WHEREOF, TOM W. BENNETT has hereunto set his hand and seal this 22nd day of October, 2004

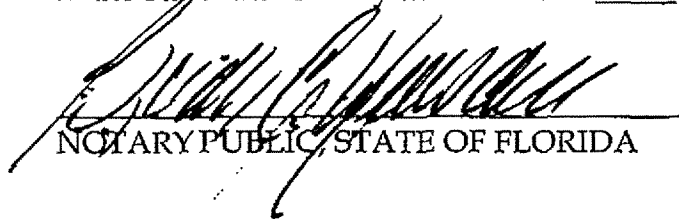


TOM W. BENNETT

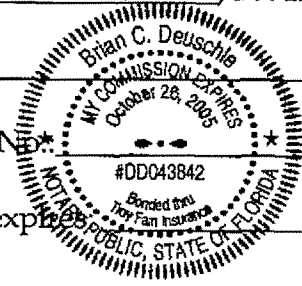
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared TOM W. BENNETT, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 22nd day of October, 2004.

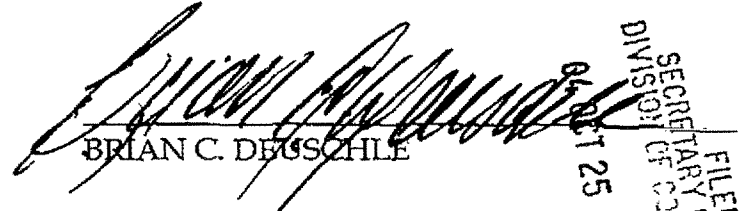

NOTARY PUBLIC, STATE OF FLORIDA

Print Name: _____
Commission No: _____
Commission expires: _____



CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of WorldQuest Resort Condominium Association, Inc., a Florida not-for-profit corporation, and agree to serve as its Agent to accept service of process within this state as its Registered Office:


BRIAN C. DEUSCHLE
Its: Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 21 25 AM 10:29