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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COUNTRYSIDE WEST PUD HOMEOWNERS ASSOCIATION INC.

(A corporation not for profit)

In compliance with the requirements of Chapter 617 (Part I) of the Florida Statutes, the undersigned, all of whom are residents of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and so hereby certify:

ARTICLE I

The name of the corporation is COUNTRYSIDE WEST PUD HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The principal office of the Association is located at 1150 Pelican Bay Drive, Daytona Beach, Florida 32119.

ARTICLE III

Morteza Hosseini-Kargar, whose address is 1150 Pelican Bay Drive, Daytona Beach, Fl. 32119, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSES AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots and Common Area, and to promote the health, safety and welfare of the residents within the COUNTRYSIDE WEST PUD SUBDIVISION and any additions thereto as may hereafter be brought within the jurisdiction of this Association. In furtherance of their purposes, the Association shall have the power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants and Restrictions, (hereinafter called the "Declaration"), applicable to the COUNTRYSIDE WEST PUD SUBDIVISION and which are recorded in Official Public Records of Volusia County, Florida, and as the same may be amended from time to time as herein provided, said Declaration being incorporated herein as if set forth at length;

(b) 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.

The assessments shall also be used for the maintenance and repair of the surface water or stormwater management systems including, but not limited to, work within retention areas, drainage structures and drainage easements.

(c) 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;

(d) borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members.

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

(h) The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit number 40-127-0231A requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained hereon.

(i) The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants

of record to assessment by the Association shall automatically 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 assessment by the Association.

ARTICLE VI VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A member(s) shall consist of all of the Owners with the exception of the Declarant. The Class A member shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

Class B. Class B shall be the Declarant (as defined in the Declaration), and shall be entitled to seven (7) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or

(b) the date the Declarant (or its successors or assigns) voluntarily relinquishes control of the Association to the Class A members, or

(c) on September 1, 2001.

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors composed of three (3) directors. Directors need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Douglas R. Ross, Jr., President (3 years)	1150 Pelican Bay Drive Daytona Beach, FL 32119
Ted Garn, Vice President (2 years)	1150 Pelican Bay Drive Daytona Beach, FL 32119
Charlene Irland, Secretary/Treasurer (1 year)	1150 Pelican Bay Drive Daytona Beach, FL 32119

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

At the first annual meeting, the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect a new director for a term of one (1) year.

ARTICLE VIII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the members. 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 such similar purposes.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

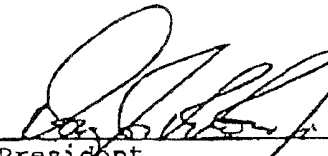
ARTICLE IX DURATION

The corporation shall exist perpetually.

ARTICLE X
AMENDMENTS

Amendment of these Articles may be made provided such amendment does not conflict with the Declaration and shall require the assent of two-thirds (2/3) of the membership entitled to vote.

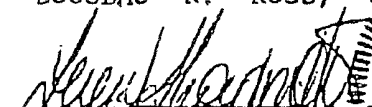
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 10th day of November, 1994.



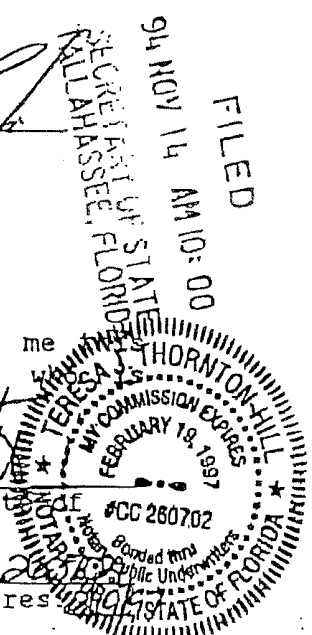
President

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me 10th day of November, 1994, by DOUGLAS R. ROSS, personally known to me.

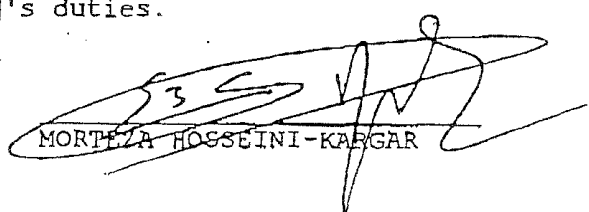


NOTARY PUBLIC, State of
Florida
Commission No.: CG 260702
My Commission Expires



DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for the above stated Association, the undersigned hereby agrees to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the undersigned's duties.



MORTEZA HOSSEINI-KARGAR

Dated: November 9, 1994