

ARTICLES OF INCORPORATION

Recorded and Verified	Brevard County, Fl
# Pgs. <u>4</u>	# Names <u>2</u>
Trust Fund <u>2.50</u>	Rec Fee <u>17.00</u>
Stamp-Deed _____	Excise Tx _____
Stamp-Mtg _____	Int Tx _____
Service Chg <u>INC.</u>	Refund _____

OCEAN GARDENS TOWNHOME OWNERS ASSOCIATION, INC.

We, the undersigned, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of the State of Florida.

ARTICLE I NAME

The name of the Corporation shall be OCEAN GARDENS TOWNHOME OWNERS ASSOCIATION, INC. For convenience, the Corporation shall herein be referred to as the Association.

ARTICLE II PURPOSES AND POWERS

The Association shall have the following powers:

- A. To manage, operate and administer OCEAN GARDENS TOWNHOME OWNERS ASSOCIATION, INC. and to undertake the performance of, and to carry out the acts and duties incident to, the administration of the OCEAN GARDENS TOWNHOME OWNERS ASSOCIATION, INC. in accordance with the terms, provisions, conditions and authorizations contained in these Articles. The Association's By-Laws and any and all other Agreements and Deed Restrictions.
- B. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.
- C. To carry out the duties and obligations of the Association.
- D. To establish By-Laws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association.
- E. To contract for the management of the OCEAN GARDENS TOWNHOME OWNERS ASSOCIATION, INC.
- F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the OCEAN GARDENS TOWNHOME OWNERS ASSOCIATION, INC.
- G. 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 the law of Florida, and shall have all the powers reasonably necessary to implement the purposes of the Association.

ARTICLE III MEMBERS

- A. Each unit owner in the OCEAN GARDENS TOWNHOME OWNERS ASSOCIATION, INC., and the Subscribers to these Articles shall automatically be members of the Association.
- B. Membership, as to all members other than the Subscribers, shall commence upon the acquisition of fee simple title to a unit as evidenced by the recording of a deed of conveyance amongst the Public Records of Brevard County.
- C. On all matters to which the membership shall be entitled to vote, there shall be only one vote for each unit, which vote shall be exercised in the manner provided by the By-Laws.
- D. There shall be two classes of voting members. Class "A" shall be all unit owners other than the developer. There shall be one and only one vote for each lot. Class "B" shall be the Developer. The Class "B" member shall be entitled to one vote for each lot in which it holds an interest pursuant to Paragraph B., however, the Developer shall have the right to elect the Board of Directors of the Association until such time as seventy-five (75%) percent of the lots subject to this Declaration have been sold.

WILLIAM BEANIX
P.O. Box 927
CAPE CAHAVERAL, FL 32920

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The share of a member in the funds and assets of the Association cannot be assigned, or hypothecated or transferred in any manner except as a appurtenance to his unit.

**ARTICLE IV
EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE V
SUBSCRIBERS**

The names and addresses of the Subscribers to these Articles of Incorporation shall be as follows:

James Murphy	102 Columbia Dr. #105 Cape Canaveral, FL. 32920
William Bennix	8497 Ridgewood Avenue Cape Canaveral, FL. 32920
Jan Menard	102 Columbia Dr. #105 Cape Canaveral, FL. 32920

**ARTICLE VI
DIRECTORS**

A. The Association's affairs shall be managed by an Initial Board of Directors composed of three persons in accordance with Article III of the Association's By-Laws.
B. The number of Directors to be elected, the manner of the election and their respective terms shall be as set forth in the Association's By-Laws in Article III. Should a vacancy occur on the Board, the remaining Directors shall select a member to fill the vacancy until the next annual meeting of the membership.
C. The following persons shall constitute the Initial Board and they shall hold office for the term and in accordance with the provisions of Article III of the Association By-Laws.

James Murphy	102 Columbia Dr. #105 Cape Canaveral, FL. 32920
William Bennix	8497 Ridgewood Avenue Cape Canaveral, FL. 32920
Jan Menard	102 Columbia Dr. #105 Cape Canaveral, FL. 32920

**ARTICLE VII
OFFICERS**

The affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the Officers pursuant to the provisions of the By-Laws are as follows:

James Murphy	102 Columbia Dr. #105 Cape Canaveral, FL. 32920
William Bennix	8497 Ridgewood Avenue Cape Canaveral, FL. 32920
Jan Menard	102 Columbia Dr. #105 Cape Canaveral, FL. 32920

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**ARTICLE VIII
BY-LAWS**

The By-Laws of the Association shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof, except that no portion of the By-Laws may be altered, amended, or rescinded in such a manner as will prejudice the rights of the Developer of the Townhome or mortgagees of units without their prior written consent.

**ARTICLE IX
AMENDMENTS TO ARTICLES**

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

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

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by the members of the Association. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of the members having 75% of the votes of the Association.

C. No amendment shall make any change in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the units.

D. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State pursuant to the provisions of applicable Florida Statutes.

**ARTICLE X
INDEMNIFICATION**

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred or imposed upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer being or having been a Director or Officer of the Association, whether or not a Director or Officer at the time of such expenses are incurred except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or willful malfeasance in the performance of the Director's or Officer's duty; 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 Association. The foregoing right of indemnification shall be in addition to an not exclusive of all rights to which such Director or Officer may be entitled.

**ARTICLE XI
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS**

The principal office of the Association shall be at 102 Columbia Drive, #105, Cape Canaveral, FL., 32920, or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The initial registered agent therein is Jan Menard, 102 Columbia Dr., #105, Cape Canaveral, FL., 32920.

**ARTICLE XII
SURFACE WATER AND STORMWATER MANAGEMENT SYSTEMS**

DUTIES: 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 No. 42-009-1477AN requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

POWERS: 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.

ASSESSMENTS: The assessments shall 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.

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DISSOLUTION LANGUAGE: 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.

EXISTENCE AND DURATION: Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 19th day of November, 1992.

Signed, Sealed, and Delivered in the presence of:

Jeffery Kammerude
WITNESS: JEFFERY KAMMERUDE

James Murphy
JAMES MURPHY

Edward J. Duffin
WITNESS: ED DUFFIN

William Bennix
WILLIAM BENNIX

AS TO ALL PARTIES:

Jan Menard
JAN MENARD

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, personally appeared, JAMES W. MURPHY, WILLIAM BENNIX, AND JAN MENARD, to me well known to be the persons described herein and who executed said instrument for the purpose herein expressed.

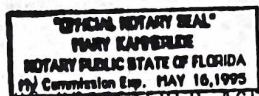
WITNESS my hand and official seal, this 19 of November.



Jeffery Kammerude # CC109999
NOTARY PUBLIC FOR STATE OF FLORIDA
KAMMERUDE

MY COMMISSION EXPIRES:

NOTARY PUBLIC STATE OF FLORIDA
COMMISSION EXP. MAY 16, 1995
ISSUED THRU GENERAL INS. UND.



CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: OCEAN GARDENS TOWNHOME OWNERS ASSOCIATION, INC., desiring to organize under the laws of State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Cape Canaveral, Florida, as its agent to accept service of process for the above stated corporation, at the place designated in the Certificate. I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Jan Menard
JAN MENARD
REGISTERED AGENT

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