

ARTICLES OF INCORPORATION
OF
OCEAN PARK OWNERS' ASSOCIATION, INC.
(A Corporation not for profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I

The name of the proposed corporation shall be:

OCEAN PARK OWNERS' ASSOCIATION, INC.

ARTICLE II

The purposes and objects of the corporation shall be to administer the operation and management of a condominium to be established hereunder by: OCEAN PARK DEVELOPMENT, INC., a Florida corporation, hereinafter in these articles referred to as the "Developer", the condominium apartment complex to be established in accordance with the laws of the State of Florida upon that certain real property situate, lying and being in Brevard County, Florida, to-wit:

Lots 1 through 8 and the East 25 feet of Lot 12, together with Lots 13 through 16 all in Block 53 of Avon-By-The-Sea, according to the Plat thereof recorded in Plat Book 3 at Page 7 of the Public Records of Brevard County, Florida.

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TALLAHASSEE, FLORIDA

Exhibit 'B'

and to undertake the performance of the acts and duties incident to the administration of the operation and management of said condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles and which may be contained in the Declaration of Condominium which will be recorded in the Public Records of Brevard County, Florida, at the time said property, and the improvements now or hereafter situate thereon are submitted to plans of condominium ownership and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said condominium.

The Corporation shall be conducted as a non-profit organization for the benefit of its members.

These Articles of Incorporation shall not constitute notice to anyone, regardless of whether a copy of these Articles of Incorporation shall be recorded in the Public Records of Brevard County, Florida, of any right, title or interest in the aforesaid land by or on the part of this Corporation, and these Articles of Incorporation shall not encumber the aforesaid land in any manner.

ARTICLE III

The Corporation shall have the following powers:

1. It shall have all of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered, and all of the powers and privileges which may be granted unto said corporation or exercised by it under any other applicable laws of the State of Florida including the Condominium Act, Chapter 718, of the Florida Statutes.

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

A. To make and establish reasonable rules and regulations governing the use of apartment units and the common elements in the condominium as said terms may be defined in said Declaration of Condominium.

B. To levy and collect assessments against members of the Corporation to defray the common expenses of the condominium as may be provided in said Declaration of Condominium and in the By-Laws of this Corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing, and otherwise trading and dealing with such property, whether real or personal, including the apartment units in the condominium, which may be necessary or convenient in the operation and management of the condominium and in accomplishing the purposes set forth in said Declaration of Condominium.

C. To maintain, repair, replace, operate and manage the condominium and the property comprising same, including the right to reconstruct improvements after casualty, and to make further improvements of the condominium property.

D. To contract for the management of the condominium and to delegate to such contractor all of the powers and duties of the Corporation except those which may be required by the Declaration of Condominium to have approval of the Board of Administration or membership of the Corporation.

E. To enforce the provisions of said Declaration of Condominium, these Articles of Incorporation, and the By-Laws of the Corporation which may be hereafter adopted, and the rules and regulations governing the use of the condominium as the same may be hereafter established.

F. To now or hereafter acquire and enter into leases and agreements of every nature, whereby the Corporation acquires leaseholds, memberships and other possessory or use interests in land or facilities, including recreational and communal facilities, whether or not contiguous to lands of the condominium, to provide enjoyment, recreation, or other use or benefit to the owners of the apartment units, all as may be deemed by the Board of Administration to be in the best interests of the Corporation.

G. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon

the Corporation pursuant to said Declaration of Condominium or the Statutes of the State of Florida.

ARTICLE IV

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The owners of all apartment units in the condominium shall be members of the Corporation, and no other persons or entities shall be entitled to membership, except as provided in paragraph 5 of this Article IV.

2. Membership shall be established by the acquisition of fee title to an apartment unit in the condominium, or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any apartment unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more apartment units, or who may own a fee ownership interest in two or more apartment units, so long as such party shall retain title to or a fee ownership interest in any apartment unit.

3. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to this apartment unit. The funds and assets of the Corporation shall belong solely to the Corporation, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium and in the said By-Laws.

4. On all matters on which the membership shall be entitled to vote, there shall be only one vote for each apartment unit in the condominium, which vote may be exercised or cast by the owner or owners of each apartment unit in such manner as may be provided in the By-Laws hereafter adopted by the Corporation. Should any member own more than one apartment unit, such member shall be entitled

to exercise or cast as many votes as he owns apartment units, in the manner provided by the said By-Laws.

5. The Developer shall retain control of the Corporation and shall be entitled to elect all members of the Board of Administration thereof until the Developer has conveyed title to 15 percent of the apartment units to the initial purchasers thereof, at which time the apartment unit owners other than the Developer shall be entitled to elect not less than one-third (1/3) of the members of the Board of Administration.

Apartment unit owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Administration as follows:

(a) Three (3) years after sales by the Developer have been closed on 50 percent of the apartment units; OR

(b) Three (3) months after sales have been closed by the Developer on 90 percent of the apartment units; OR

(c) When all of the apartment units have been completed and some of them have been sold, and none of the others are being offered for sale in the ordinary course of business, whichever shall first occur.

In the event that none of the foregoing conditions as stated in subparagraphs (a), (b) and (c) inclusive hereinabove shall occur before June 30, 1980, the Developer shall turn over control of the Corporation to the members of the Corporation and, thereupon, the members of the Corporation shall be entitled to elect all of the members of the Board of Administration on June 30, 1980.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The principal office of the Corporation shall be located at 333 Taylor Avenue, Cape Canaveral, Florida, 32922, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Administration.

ARTICLE VII

The affairs of the Corporation shall be administered by the President of the Corporation assisted by the Vice President,

Secretary and Treasurer, and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Administration. The Board of Administration, or the President, with the approval of the Board of Administration, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the condominium, and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a member of the Board of Administration or officer of the Corporation.

ARTICLE VIII

The affairs of the Corporation shall be managed by the Board of Administration. The first Board of Administration of the Corporation shall consist of three (3) members as named herein. The number of members of succeeding Boards of Administration shall be as provided from time to time by the By-Laws of the Corporation. The members of the Board of Administration shall be elected by the members of the Corporation at the annual meeting of the membership as provided by the By-Laws of the Corporation, and each member of the Board of Administration shall be a member of the Corporation or shall be the authorized representative of a member corporation or of any other legal entity which is an owner member. The members of the Board of Administration named in these Articles will serve until their successors have been elected and qualified and so long as the Developer is entitled to elect any Board members, such Board Members as the Developer is entitled to elect shall be elected by the Board of Directors of the Developer.

ARTICLE IX

The Board of Administration shall elect a President, Vice President, Secretary and Treasurer, or Secretary/Treasurer, and as many additional Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Administration shall determine. The President shall be elected from among the membership of the Board of Administration, but no other officer needs to be a Board member. The same person may hold two offices, the duties of which are not incompatible, provided, however, that the President and

Vice President shall hold no other office.

ARTICLE X

The names and post office addresses of the members of the first Board of Administration who, subject to the provisions of these Articles, the By-Laws, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified are as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Leon M. Newman | 333 Taylor Avenue Cape Canaveral, FL 32922 |
| M. A. deHaan | 333 Taylor Avenue Cape Canaveral, FL 32922 |
| Thomas R. Russell | 333 Taylor Avenue Cape Canaveral, FL 32922 |

ARTICLE XI

The subscribers to these Articles of Incorporation are the three (3) persons herein named to act and serve as members of the first Board of Administration of the Corporation, the names of the subscribers and their respective post office addresses being more particularly set forth in Article X above.

ARTICLE XII

The officers of the Corporation who shall serve until the first election under these Articles shall be the following:

| | |
|----------------|-------------------|
| PRESIDENT | LEON M. NEWMAN |
| VICE PRESIDENT | M. A. deHAAN |
| SECRETARY | THOMAS R. RUSSELL |
| TREASURER | THOMAS R. RUSSELL |

ARTICLE XIII

The original By-Laws of the Corporation shall be adopted by the Board of Administration, and thereafter such By-Laws may be altered or rescinded by a two-third (2/3) vote of the Members.

ARTICLE XIV

Every Board member and every officer of the Corporation shall be indemnified by the Corporation against all expenses and

liabilities, including counsel 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 a board member or officer of the Corporation, whether or not he is a board member or officer of the Corporation at the time such expenses are incurred, except in such cases wherein the board member or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the board member or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Administration approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Board member or officer may be entitled.

ARTICLE XV

These Articles may be amended in either of the following manners:

1. So long as the Developer is entitled to elect a majority of the members of the Board of Administration as provided in the Declaration of Condominium establishing the Condominium project which will be administered by this Corporation, the Developer may amend these Articles of Incorporation by a majority vote of the Board of Administration.

2. After the owner members of the Corporation have become entitled to elect a majority of the Board of Administration as provided herein, any amendment to these Articles of Incorporation must be approved as follows:

- (a) An amendment may be proposed by the Board of Administration of the Corporation acting upon a vote of the majority of the members of the Board of Administration, or it may be proposed by members of the Corporation owning a majority of the apartment units in the condominium, whether meeting as members or

by instrument in writing signed by them.

(b) Upon any amendment being proposed by said Board of Administration or members, such proposed amendment shall be transmitted to the President of the Corporation who shall thereupon call a Special Meeting of the members of the Corporation, for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed amendment, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such special meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the records of the Corporation, postage thereon prepaid.

(c) Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member.

(d) At the special meeting, the amendment must be approved by an affirmative vote of not less than 75 percent of the members in order for such amendment to become effective. Thereupon, the amendment shall be transcribed and certified in such form as is necessary to register the same with the Secretary of State of Florida; and upon the registering of same, a certified copy thereof shall be recorded in the Public Records of Brevard County, Florida, within ten (10) days from the date the amendment was registered.

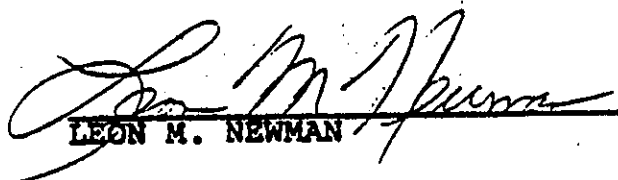
(e) At any meeting held to consider an amendment, the written vote of any member of the Corporation shall be recognized if such member is not in attendance at such meeting or is represented thereat by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to such meeting.

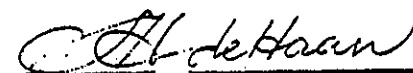
3. Notwithstanding the foregoing provisions of this Article XV, no amendment to these Articles shall be made, adopted or become effective without the prior written consent to such amendment having been first obtained from the Developer, until the Developer shall have sold and conveyed title to at least 90 percent of the apartment units, or until the Developer voluntarily terminates its control of the Corporation, or until June 30, 1980, whichever first occurs.

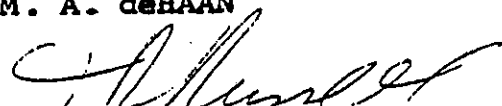
ARTICLE XVI

The name and address of the Resident Agent of this Corporation is as follows: Leon M. Newman, 333 Taylor Avenue, Cape Canaveral, FL 32922.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 15th day of March, 1978.



LEON M. NEWMAN (L.S.)


M. A. deHAAN (L.S.)


THOMAS R. RUSSELL (L.S.)

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared LEON M. NEWMAN, M. A. deHAAN, and THOMAS R. RUSSELL, who being first duly sworn by me, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed, this 15th day of March, 1978.


NOTARY PUBLIC

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Sept. 27, 1978
Bonded by American Fire & Casualty Co.