

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of OAKWOOD VILLAS PROPERTY OWNERS' ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on March 10, 1981, as shown by the records of this office.

The charter number for this corporation is 756692.



Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
11th day of March, 1981.

A handwritten signature in cursive script, appearing to read "George F. ...".

Secretary of State

ARTICLES OF INCORPORATION
OF
OAKWOOD VILLAS PROPERTY OWNERS' ASSOCIATION

FILED
MAR 10 9 41 AM '81
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge, and file the following Articles for the purpose of forming a non-profit corporation under the laws of the State of Florida.

ARTICLE I - NAME. The name of this Corporation is OAKWOOD VILLAS PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE II - PURPOSES. The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:

To promote the health, safety, and welfare of the property owners in those certain lots or blocks of land more particularly described in Schedule "A" attached hereto and incorporated herein by reference and situated in that certain subdivision plat entitled FIRST REPLAT IN PORT MALABAR COUNTRY CLUB UNIT SEVEN according to the plat thereof to be recorded in Plat Book _____ at Page _____ of the Public Records of Brevard County, Florida, and such additions thereto as may hereafter be provided in Article XII herein, hereinafter referred to as "The Properties", and for this purpose to:

- (a) own, acquire, build, operate and maintain recreation facilities for the benefit of property owners, including but not limited to: parks, playgrounds, commons, open spaces, streets; including buildings, structure and personal properties incident thereto, hereinafter referred to as "the common properties and facilities";
- (b) maintain unkempt lands or trees;
- (c) to fix and collect assessments (or charges) to be levied against The Properties; and
- (d) enforce any and all covenants, restrictions and agreements applicable to The Properties;
- (e) pay taxes, if any, on the common properties and facilities; and

(f) insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of The Properties.

I - 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 OAKWOOD VILLAS PROPERTY OWNERS' ASSOCIATION, INC. from the date such member acquires title to his Lot, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

ARTICLE IV - TERM. This Corporation shall have perpetual existence.

ARTICLE V - THE SUBSCRIBERS. The names and post office addresses of each subscriber of The Articles of Incorporation are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
C. C. CRUMP	1111 South Bayshore Drive Miami, Florida 33131
WAYNE L. ALLEN	1111 South Bayshore Drive Miami, Florida 33131
HAROLD W. FENNO	1111 South Bayshore Drive Miami, Florida 33131

ARTICLE VI - OFFICERS. The officers shall be a president, a vice president, a secretary and a treasurer. The president and the secretary shall be members of the Board of Directors. The officers shall be chosen by majority vote of the directors. All officers shall hold office during the pleasure of the Board of Directors.

ARTICLE VII - INITIAL OFFICERS.

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
C. C. CRUMP	President	1111 South Bayshore Drive Miami, Florida 33131
TORRE T. DE BELLA	Vice President	1111 South Bayshore Drive Miami, Florida 33131
WAYNE L. ALLEN	Secretary	1111 South Bayshore Drive Miami, Florida 33131
HAROLD W. FENNO	Treasurer	1111 South Bayshore Drive Miami, Florida 33131

ARTICLE VIII - BOARD OF DIRECTORS. The affairs of the Corporation shall be managed by a Board of not less than three (3) nor more than nine (9) Directors who need not be members of the Association. The

initial Board of Directors shall consist of three Directors who shall hold office until the termination of the Class "B" Membership and until the election of their successors at the annual meeting of members, or until their prior resignation. Upon the termination of the Class B Membership, as hereinafter provided in Article XI hereof, the Board of Directors shall be increased to nine (9) members, three of whom shall be elected for a term of three years, three of whom shall be elected for a term of two years, and three of whom shall be elected for a term of one year. Thereafter, at each annual meeting of the members three (3) Directors shall be elected for a term of three (3) years.

The names and addresses of those persons who are to act as Directors until their prior resignation or the election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
C. C. CRUMP	1111 South Bayshore Drive Miami, Florida 33131
WAYNE L. ALLEN	1111 South Bayshore Drive Miami, Florida 33131
HAROLD W. FENNO	1111 South Bayshore Drive Miami, Florida 33131

ARTICLE IX - BY-LAWS. The By-Laws of the Corporation may be made, amended, altered or rescinded at a regular or special meeting of the members, by a vote of two-thirds of each class of members present in person or by proxy; provided that those provisions of the By-Laws which are governed by these Articles of Incorporation may not be amended except as provided in the Articles of Incorporation or applicable law.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION. These Articles may be amended, altered or rescinded in accordance with law, by the members, provided that the voting and quorum requirements specified for any action under the provisions of Article IX shall apply also to any amendment of such provision, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to The Properties (as, for example, membership and voting rights) which are part of the

property interests created thereby.

ARTICLE XI - VOTING RIGHTS. OAKWOOD VILLAS PROPERTY OWNERS'

ASSOCIATION, INC. shall have two classes of voting membership:

Class A. Class A. members shall be all those owners as defined in Article III with the exception of General Development Corporation, a Delaware corporation. Class A members shall be entitled to one vote for each Lot in which they hold the interests required for membership by Article III. When more than one person holds such interest or interests in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such lot.

Class B. Class B members shall be General Development Corporation, a Delaware corporation. The Class B member shall be entitled to three votes for each Lot in which it holds the interest required for membership by Article III; provided that the Class B membership shall cease and become converted to Class A membership on the happening of the following event:

When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership;

From and after the happening of this event the Class B member shall be deemed to be a Class A member entitled to one vote for each Lot in which it holds the interests required for membership under Article III.

Likewise, upon the happening of this event, or at such earlier date as the Developer may determine, a special meeting of members shall be called for the purpose of electing officers and directors, the then officers and directors shall submit their written resignation, the Class A members shall elect their own officers and directors and assume control of the corporation. Provided however, that so long as General Development Corporation is the owner of one Lot in the said subdivision, it shall be entitled to elect one member of the Board of Directors.

ARTICLE XII - ADDITIONS TO PROPERTIES. Additions to The Properties described in Article II may be made only in accordance with provisions of the recorded covenants and restrictions applicable to said properties. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties, and membership of this Corporation to such approval and must have the assent of two-thirds of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE XIII - MERGERS AND CONSOLIDATIONS. Subject to the provisions of the recorded covenants and restrictions applicable to The Properties described in Article II, and to the extent permitted by law, the Corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE XIV - MORTGAGES: OTHER INDEBTEDNESS. The Corporation shall have power to mortgage its properties only to the extent authorized under the recorded covenants and restrictions applicable to said properties. The total debts of the Corporation including the principal amount of such mortgages outstanding at any time shall not exceed the total of two years' assessments current at that time, provided that authority to exceed said maximum in any particular case may be given by an affirmative vote of two-thirds of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE XV - QUORUM FOR ANY ACTION GOVERNED BY ARTICLES XII, XIII AND XIV OF THESE ARTICLES.

The quorum required for any action governed by Articles XII, XIII, and XIV of these Articles shall be as follows:

At the first meeting duly called for such purpose, as provided in the notice of such meeting, the presence of members, or of proxies, entitled to cast sixty (60) per cent of all of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at such meeting, another meeting may be called, subject to the thirty (30) days notice requirements set forth in said Articles, and at the subsequent meeting, the presence of members or of proxies, entitled to cast thirty (30) per cent of all votes of each class of membership shall constitute a quorum; provided that no such subsequent meeting shall be held more than sixty (60) days following such preceding meeting.

ARTICLE XVI - QUORUM FOR OTHER ACTIONS. Except as provided in Article XV hereof, the presence at the meeting of members entitled to cast or of proxies entitled to cast, one-third of the combined votes of both classes of membership shall constitute a quorum for any action governed by the Articles of Incorporation or by the By-Laws of this Corporation.

ARTICLE XVII - DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY.

The Corporation shall have power to dispose of its real properties only as authorized under the recorded covenants and restrictions applicable to said properties.


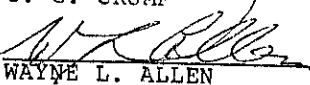

ARTICLE XVIII - DISSOLUTION. The Corporation may be dissolved only with the assent given in writing and signed by the members entitled to cast two-thirds of each class of its membership. Written notice of a proposal to dissolve, setting forth the reasons thereof and the disposition to be made of the assets (which shall be consonant with Article XIX hereof) shall be mailed to every member at least ninety (90) days in advance of any action taken.

ARTICLE XIX - DISPOSITION OF ASSETS UPON DISSOLUTION. Upon dissolution of the Corporation, the assets, both real and personal of

the Corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. 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 to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation.

No such disposition of OAKWOOD VILLAS PROPERTY OWNERS' ASSOCIATION, INC. properties shall be effective to divest or diminish any right or title to any member vested in him under the recorded covenants and deeds applicable to The Properties unless made in accordance with the provisions of such covenants and deeds.

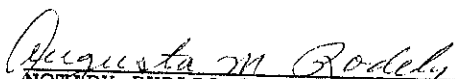
IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Miami, Dade County, Florida for the uses and purposes aforesaid this 2nd day of March, 1981.


C. C. CRUMP

WAYNE L. ALLEN

HAROLD W. FENNO

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared C. C. CRUMP, WAYNE L. ALLEN and HAROLD W. FENNO to me well known to be the persons described in and who executed the foregoing Articles of Incorporation and they acknowledged before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 2nd day of March, 1981.


NOTARY PUBLIC STATE OF FLORIDA
AT LARGE

My Commission Expires:

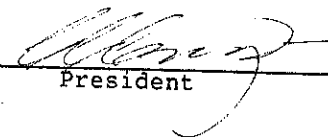
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION EXPIRES 12/31/81
AUGUSTA M. RODELY

CERTIFICATE DESIGNATING PLACE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
MAR 25 9 41 AM '81
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 617.023, Florida Statutes the following is submitted in compliance with said Act: That OAKWOOD VILLAS PROPERTY OWNERS' ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, with its principal office at 1111 South Bayshore Drive, City of Miami, County of Dade, State of Florida, has designated and established 1111 South Bayshore Drive, City of Miami, County of Dade, State of Florida, as its office for the service of process within this State and named as its agent DONALD M. HOMER to accept service of process.

OAKWOOD VILLAS PROPERTY OWNERS' ASSOCIATION, INC.

BY: 
President

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in that capacity.


DONALD M. HOMER

DATE: 3/25/81

SCHEDULE A

Property contained in FIRST REPLAT IN PORT MALABAR COUNTRY CLUB
UNIT SEVEN according to the Plat thereof to be recorded in Plat
Book at page , of the Public Records of Brevard
County, Florida
consisting of the following described Lots and Blocks, to-wit:

Lots 1-42	Block 92
" 1-32	" 93
" 1-34	" 94
" 1-32	" 95
" 1-36	" 96
" 1-20	" 97
" 1-30	" 98
" 1-54	" 99
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Total 280	Townhouse units