

ARTICLES OF INCORPORATION
OF
PROPERTY OWNERS ASSOCIATION OF COQUINA POINT, INC.

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 a corporation 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

NAME

The name of the corporation shall be PROPERTY OWNERS ASSOCIATION OF COQUINA POINT, INC., a not-for-profit Florida corporation.

FILED
1997 JUN 30 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

PURPOSE

The purpose and objective of the corporation shall be to administer the operation and management of the common property and facilities established by the Coquina Point Joint Venture, hereinafter called the Subdivider, the subdivision being established in accordance with the laws of the State of Florida according to the plat thereof recorded in Plat Book Book 25, Page 119, Public Records of Brevard County, Florida, and to undertake the performance of the acts and duties incident to the administration of the operation and management of said subdivision and in accordance with the terms, provisions, conditions and authorizations contained in these Articles and to otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said property. The corporation shall be conducted as a Florida corporation not-for-profit.

ARTICLE III

POWERS

The corporation shall have the following powers:

A. 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.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the corporation,

including, but not limited to:

1. Making and establishing reasonable rules and regulations governing the use of the common elements in the subdivision as said terms may be defined in the Declaration of Subdivision.

2. Levying and collecting assessments against members of the corporation to defray the common expenses of the subdivision as provided in the Declaration of Restrictions, Limitations, Conditions and Agreements as recorded in O.R. Book 2000, Page 821, and in the Bylaws 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.

3. Maintaining, repairing, replacing, operating and managing the subdivision common property, including the right to reconstruct improvements after casualty and to make further improvement of the common property.

4. Contracting for maintenance of the common property of the subdivision.

5. Enforcing the provisions of the Declaration of Restrictions, Limitations, Conditions and Agreements recorded in O.R. Book 2000, Page 821, these Articles of Incorporation and the Bylaws of the corporation which may be hereafter adopted, and the rules and regulations governing the use of the common property as the same may be hereafter established.

6. 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 subdivision, to provide enjoyment, recreation, or other use of benefit to the members of the association, all as may be deemed by the Board of Administration to be in the best interests of the corporation.

7. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the corporation pursuant to the Declaration of Subdivision.

ARTICLE IV

MEMBERS

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

A. The owners of each lot located in the plat of Coquina Point, O.R. Book 25, Page 119, public records of Brevard County, Florida shall be a member of the corporation, and no other persons or entities shall be entitled to membership, except as provided in item E of this

Article IV.

B. Membership shall be established by the acquisition of fee title to a lot in the subdivision or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise and the membership of a party shall be automatically terminated upon his being divested of all title in and to a fee ownership interest in any lot except that nothing herein contained shall be construed as terminating the membership of any party who may own two (2) or more lots, so long as such person shall retain title to at least one lot.

C. 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 his lot. 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 Subdivision and in the said Bylaws.

D. On all matters on which the membership shall be entitled to vote, there shall be only one (1) vote for each lot in the subdivision, which vote shall be exercised or cast by the owner or owners of each lot in such manner as may be provided in the Bylaws hereafter adopted. Should any member own more than one (1) lot, such member shall be entitled to exercise or cast as many votes as he owns lots in the manner provided in said Bylaws.

E. Until such time as the subdivider transfers control to the lot owners, the membership of the corporation shall be comprised of the subscribers of these Articles, each of which subscribers shall be entitled to cast one (1) vote on all matters requiring a vote.

ARTICLE V

TERM

The corporation shall have perpetual existence.

ARTICLE VI

LOCATION

The principal office of the corporation shall be located at 780 S. Apollo Boulevard, Melbourne, Florida 32901 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 Directors.

ARTICLE VII

DIRECTORS

The affairs of the corporation shall be managed by the Board of Directors. The number of members of the first Board of Directors of the corporation shall be five (5), except as may be changed from time to time by the Bylaws of the Corporation. The members of the Board of Directors shall be elected as provided by the Bylaws of the Corporation. The Board of Directors shall be members of Corporation or shall be authorized representatives, officers or employees of a corporate member of this Corporation. Any vacancies in the Board of Directors occurring before the first election will be filled by the remaining directors. The first election of Directors shall be held within sixty (60) days from the date that the Subdivider transfers control of the Corporation to the lot owners and thereafter, election of Directors shall be held once a year at the annual membership meeting.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Wayne E. Abare
335 Meadowood Lane
West Melbourne, FL

Paul B. Beckwith
2 Holly Circle
Indialantic, FL

Norman C. Seiler
349 Meadowood Lane
West Melbourne, FL

ARTICLE VIII

OFFICERS

The Board of Directors shall elect a President, Vice President, Secretary and a Treasurer and as many additional Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors but no other officer needs to be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President, Secretary, Treasurer, Assistant Secretary or Assistant Treasurer be held by the same person.

The affairs of the corporation shall be administered by the officers designated in the Bylaws of the corporation. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and with the approval of the Board of Directors 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 subdivision, 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 director of the corporation.

The names and addresses of the officers who will serve until their successors are designated are as follows:

Wayne E. Abare
President
335 Meadwood Lane
W. Melbourne, FL

Paul B. Beckwith
Secretary/Treasurer
2 Holly Circle
Melbourne, FL

ARTICLE IX

SUBSCRIBERS

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 Directors of the corporation, the names of which subscribers and their respective addresses are more particularly set forth in Article VII above.

ARTICLE X

BYLAWS

The original Bylaws of the corporation shall be adopted by the Board of Directors and thereafter, such Bylaws may be altered or rescinded by the Board of Directors only in such manner as said Bylaws may provide.

ARTICLE XI

INDEMNIFICATION

Every Director 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 Director or officer of the corporation, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director 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 of indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors 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 Director or officer may be entitled.

ARTICLE XII

AMENDMENTS

Any amendment or amendments to these Articles of Incorporation or to the Declaration of Restrictions, Limitations, Conditions and Agreements recorded in O.R. Book 2000, Page 821, may be proposed by the Board of Directors of the corporation acting upon a vote of the majority of the Directors, or by the members of the corporation owning a majority of the lots in the subdivision, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the corporation or other officer of the corporation in the absence of the President, 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 or amendments, 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 or amendments 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 meeting. If mailed, the notice of the membership meeting shall be sent by certified mail, return receipt requested, which mailing shall be deemed notice. 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. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than seventy-five (75%) percent of the lots in the subdivision in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles shall be transcribed and certified in such form as may be necessary to register the same in the Office of the Secretary of State of Florida; and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the public records of Brevard County, Florida within ten (10) days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these Articles, the written vote of any member of the corporation shall be recognized, if such member is not in attendance at such meeting or represented there at by proxy, provided such written vote is delivered to the Secretary of the corporation at or prior to such meeting.

Notwithstanding the foregoing provisions of this Article XII, no amendment or amendments to these Articles which shall abridge, amend or alter the right of the Subdivider to designate and select members of each Board of Directors of the corporation, as provided in Article VII hereof, may be adopted or become effective without the prior consent of the Subdivider.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 22 day of June, 1987.

Wayne E. Abare
WAYNE E. ABARE

Paul B. Beckwith
PAUL B. BECKWITH

Norman C. Seiler
NORMAN C. SEILER

FILED
1987 JUN 30 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared WAYNE E. ABARE, PAUL B. BECKWITH, and NORMAN C. SEILER, who being by me first duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein expressed on this 22 day of June, 1987.

Susan E. Carmona
Notary Public, State of Florida

My Commission expires: 10/16/88

CERTIFICATE OF RESIDENT AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: PROPERTY OWNERS ASSOCIATION OF COQUINA POINT, INC., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Melbourne, County of Brevard, State of Florida, has named WAYNE E. ABARE located at 335 Meadowood Lane W. Melbourne, FL 32901 as its agent to accept service of process for the above-stated corporation, at the place designated in this 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.

Wayne E. Abare
Resident Agent