

STATE OF FLORIDA

DEPARTMENT OF STATE



I, RICHARD (DICK) STONE, Secretary of State of the State of Florida, do hereby certify that the following is a true and correct copy of

CERTIFICATE OF INCORPORATION

OF

HACIENDA DEL MAR CONDOMINIUM ASSOCIATION, INC.

a corporation not for profit organized and existing under the Laws of the State of Florida, filed on the 6th day of February, A.D., 1974, as shown by the records of this office.



GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 6th day of February, A.D., 19 74.

Richard (Dick) Stone
SECRETARY OF STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HACIENDA DEL MAR CONDOMINIUM 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 HACIENDA DEL MAR CONDOMINIUM ASSOCIATION, INC., a corporation not for profit, hereinafter referred to as "Association" or "Corporation".

ARTICLE II

The purposes and objects of the Corporation shall be to administer the operation and management of a condominium to be established by GEM Developers, Inc., a Florida corporation, hereinafter referred to as "Developer", the condominium apartment complex to be established in accordance with the laws of the State of Florida upon all or part of the following described property situate, lying and being in Brevard County, Florida, to-wit:

Per EXHIBIT "A", attached hereto and made a part hereof.

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 a plan of condominium ownership; and to own, operate, lease land and facilities of every nature.

The Association shall make no distribution of income to its members, Directors or Officers.

ARTICLE III

The powers of the Association shall include and be governed by the following provisions:

The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

The Association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect assessments against members as apartment owners to defray the costs, expenses and losses of the condominium. To use the proceeds of assessments in the exercise of its powers and duties.

(b) To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as apartment owners.

(c) To maintain, repair, replace, operate and manage the condominium and the property comprising the 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 Association, except those which may be required by the Declaration of Condominium to have approval of the Board of Directors or membership of the Association. To employ personnel to perform the services required for proper operation of the condominium.

(e) To enforce the provisions of said Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Association, which may be hereafter adopted, and the rules and regulations governing the use of the condominium as same may be hereafter established. To make and amend reasonable regulations respecting the use of the property in the condominium.

(f) To now or hereafter acquire and enter into leases and agreements of every nature, whereby the corporation acquires leaseholds, memberships and other possessory 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 and benefit to the owners of the apartment units, all as may be deemed by the Board of Directors 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.

ARTICLE IV

The qualification of the members, the manner of their admission to membership, 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 Association and no other persons or entities shall be entitled to membership, except as provided in Item 5 of Article IV herein. The Developer shall be deemed owner for all purposes for each apartment unit to which the Developer holds a fee ownership interest.

2. Membership shall be established by the acquisition of a 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, or as a vendee of a Contract or Agreement for Deed, 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 nothing herein contained shall be construed as terminating the membership of any party who may own two (2) or more apartment units, or who may own a fee ownership interest in two (2) 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 Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his apartment unit. The funds and assets of the Association shall belong solely to the Association 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 (1) 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 Association. Should any member own more than one (1) apartment unit, such member shall be entitled to exercise or cast as many votes as he owns apartment units, in the manner provided by said By-Laws.

5. Until such time as the property described in Article II, hereof, is submitted to a plan of condominium ownership by the recordation of said Declaration of Condominium, the membership of the corporation shall be comprised of the subscribers or assigns of these Articles, each of which subscribers shall be entitled to cast one (1) vote on all matters on which the membership shall be entitled to vote.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal office of the corporation shall be located at 326 East Merritt Island Causeway, Merritt Island, Florida 32952, 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

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 Directors. The Board of Directors, or the President, 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 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 Director or officer of the Corporation.

ARTICLE VIII

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 three (3). The number of members of succeeding Boards of Directors shall be as provided from time to time by the By-Laws of the corporation and may be increased or decreased as authorized by the laws of the State of Florida. The members of the Corporation at the annual meeting of the membership, as provided by the By-Laws of the Corporation, shall elect the Board of Directors and at least a majority of the Board of Directors shall be members of the corporation or shall be authorized representatives, officers or employees of a corporate member. The Directors named in these Articles will serve until the first election of Directors and any vacancies in their number occurring before the first election will be filled by the remaining Directors. Notwithstanding the foregoing, the first election of Directors will not be held until the Developer has closed the sales of all of the condominium units in the Condominium established by it upon the lands described in Article II, hereof, or until it elects to terminate its control of the Association, or until July 1st, 1975, whichever first occurs.

ARTICLE IX

The Board of Directors shall elect a President, Vice-President, Secretary and 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 offices of the President and Vice-President shall not be held by the same person, nor shall the offices of the President and the Secretary or Assistant Secretary be held by the same person.

ARTICLE X

The names and post office addresses of the first Board of Directors, 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>
John R. Witt	814 West Howry Avenue, Deland, Florida.
Myron M. Stevens	4800 Ocean Beach Boulevard, Cocoa Beach, Florida 32931.
Gladys J. Stevens	4800 Ocean Beach Boulevard, Cocoa Beach, Florida 32931.

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 Directors of the corporation, the names of which subscribers and their respective post office addresses are 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:

John R. Witt	President
Gladys J. Stevens	Vice-President
Myron M. Stevens	Secretary-Treasurer

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

ARTICLE XIII

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 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 wilful 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 Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board

of Directors approves such settlement or 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 XIV

Any amendment or amendments to these Articles of Incorporation 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 apartment units in the condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation 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 ten (10) 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 sixty (60) days before the date set for such 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, the postage thereon prepaid. 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 75% of the apartment units in the condominium in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments to these Articles of Incorporation 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 thereat 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 XIV, no amendment or amendments to these Articles shall abridge, amend or alter when the first election of Directors shall be held as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of GEM Developers, Inc., a Florida corporation.

ARTICLE XV

The name and address of the Resident Agent of this Corporation is as follows:

Myron M. Stevens

326 East Merritt Island Causeway,
Merritt Island, Florida 32952.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 1st day of February, A. D. 19 74.

John R. Witt (SEAL)
JOHN R. WITT

Gladys J. Stevens (SEAL)
GLADYS J. STEVENS

Myron M. Stevens (SEAL)
MYRON M. STEVENS

STATE OF FLORIDA)
) ss
COUNTY OF BREVARD)

On this 1st day of February, A. D. 19 74, before me personally appeared JOHN R. WITT, GLADYS J. STEVENS and MYRON M. STEVENS, to me known and known to me to be the individuals described in and who signed the foregoing Articles of Incorporation; and they severally duly acknowledged to me that they signed the same.

WITNESS my hand and official seal at Merritt Island, Brevard County, Florida.

Carrie C. Meyer
Notary Public, State of Florida at Large

My commission expires:

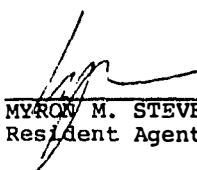
Notary Public, State of Florida at Large
My Commission Expires Mar. 25, 1973

CERTIFICATE DESIGNATING RESIDENT AGENT
OF
HACIENDA DEL MAR CONDOMINIUM ASSOCIATION, INC.
(a corporation not for profit)

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, HACIENDA DEL MAR CONDOMINIUM ASSOCIATION, 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 326 East Merritt Island Causeway, Merritt Island, Brevard County, Florida 32952, has named MYRON M. STEVENS as its agent to accept service of process within this State, whose address is 326 East Merritt Island Causeway, Merritt Island, Florida 32952.

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 this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



MYRON M. STEVENS,
Resident Agent