

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of GARRETT'S RUN CONDOMINIUM ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on July 17, 1987, as shown by the records of this office.

The document number of this corporation is N21611.

OFF. REC.
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Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
23rd day of July, 1987.



George Firestone
Secretary of State

ARTICLES OF INCORPORATION

OF

GARRETT'S RUN CONDOMINIUM ASSOCIATION, INC.

(A Corporation Not for Profit)

FILED
JUL 17 1974
TALLAHASSEE, FLORIDA

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:

1.0 NAME OF CORPORATION

1.1 The name of the corporation shall be:

GARRETT'S RUN CONDOMINIUM ASSOCIATION, INC.

2.0 PURPOSE OF CORPORATION

2.1 The purposes and objects of the Corporation shall be the maintenance, management and operation of all of the condominium properties of Garrett's Run, A Condominium, hereinafter and in these Articles of Incorporation referred to as the "Condominium," a condominium regime to be established in accordance with the laws of the State of Florida, and to undertake the performance of acts and duties incident to the maintenance, management and operation of said Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be recorded among 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, which instrument is hereinafter referred to as the "Declaration," and to own, operate, lease, sell, trade or otherwise deal with such property, whether real or personal, as may be necessary or convenient in the management of said Condominium. The Corporation shall be conducted as a non-profit organization for the benefit of its members.

3.0 POWERS OF THE CORPORATION

3.1 The Corporation shall have all of the powers and privileges granted to Corporations Not for Profit under the laws 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 Section 718, Florida Statutes, commonly referred to as the "Condominium Act."

Please note that pg. #s are out of sequence because docs were originally recorded out of order.

- 3.2 The Corporation shall have all of the powers reasonable 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 and amendments thereto governing the use of Apartment Units, Limited Common Elements and Common Elements of the Condominium and in and about the lands incidental thereto, as said terms may be defined in the Declaration.
 - b. To levy against and collect assessments from members of the Corporation and against members' Apartment Units to defray the common expense of the Condominium as may be provided in the Declaration and in the Bylaws of this Corporation which may be hereafter adopted, and amended from time to time, 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 Apartment Units in the Condominium, and which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.
 - c. To lease, 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 improvement of the Condominium property and to grant easements, rights of way, and cross easements to third parties; provided, however, that the Association shall not charge any fee against a unit owner for use of the Common Property unless such use is the subject of a lease between the unit owner and the Association.
 - 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 to have approval of the Board of Directors or membership of the Corporation.
 - e. To enforce the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Corporation which may be hereafter adopted, and the Rules and Regulations governing the use of the Condominium as same may be hereafter established or amended.
 - 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 lands or facilities, whether or

not contiguous to lands of the condominium, for the use or benefit of the owners of the Apartment Units, all as may be deemed by the Board of Directors to be in the best interest of the corporation.

- g. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted or imposed upon the Corporation pursuant to the Declaration.
- h. To acquire title to property or otherwise hold property for the use and benefit of its members.

4.0 MEMBERSHIP

4.1 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 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 3 of Article 4.0 of these Articles.
- b. 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 said party's being divested of all such 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, so long as such party shall retain title to or a fee ownership interest in any Apartment Unit.
- 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 said member's Apartment Unit. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and the Bylaws which may be hereafter adopted.
- d. On all matters on which the membership shall be entitled to vote, there shall be a total of one hundred twenty (120) votes to be cast. Said votes shall be apportioned and cast in accordance with the percentage of ownership of Common elements apportioned to each Apartment Unit, which

percentage of ownership is delineated in Exhibit "B" to the Declaration of Condominium. Should any member own more than one (1) Apartment Unit, such member shall be entitled to exercise or cast as many votes as may be allocated to the Apartment Units owned in the manner provided in the Bylaws.

- e. Until such time and the condominium is submitted to Condominium ownership by the recordation of a Declaration of Condominium, the membership of the Corporation shall be comprised of incorporators of the Corporation, each of which shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

5.0 TERM OF EXISTENCE

- 5.1 The Corporation shall be perpetual existence.

6.0 INCORPORATORS

- 6.1 The names and addresses of the incorporators of this Corporation are as follows:

William C. Potter	700 S. Babcock Street Melbourne, FL 32901
Kenneth P. Saundry, Jr.	255 East Drive, Ste. D Melbourne, FL 32904
Calvin H. Buikema	255 East Drive, Ste. D Melbourne, FL 32904

7.0 MANAGEMENT OF THE CORPORATION

- 7.1 The affairs of the Corporation shall be administered by the officers of the Corporation under the direction of the Board of Directors. The Board of Directors, at the time of the annual meeting and after their election by the members, shall convene and thereupon elect such officers as the Board of Directors may deem appropriate. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent or such other managerial and supervisory personnel or entities to administer or assist the maintenance, management and operation 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, as the case may be.

- 7.2 Directors. The number of members of the first Board of Directors of the Corporation shall be three (3). The number of members of a succeeding Board shall be as provided from time to time by the Bylaws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the members as provided by

the Bylaws of the Corporation. Each member of the Board of Directors shall be a member of the Corporation or shall be an authorized representative, officer or employee of a corporate member of the Corporation. The Developer may designate and select the person or persons to serve as a member or members of each said Board of Directors while the Developer is in control of the Association in the manner provided in the Bylaws of the Corporation. Any such person appointed by Developer to serve on the Board of Directors of the Corporation need not be an owner of an Apartment Unit or a contract vendee thereof.

- 7.3 First Board of Directors: The names and post office addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the Bylaws 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:

William C. Potter 700 S. Babcock Street
Melbourne, FL 32902

Kenneth P. Saundry, Jr. 255 East Drive, Ste. D
Melbourne, FL 32904

Calvin H. Buikema 255 East Drive, Ste. D
Melbourne, FL 32904

- 7.4 Officers: The Board of Directors, at the time of the Annual Meeting and after their election by the members of the Corporation, shall convene and thereupon elect a President, Secretary and Treasurer, and as many 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 need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the offices of President and Secretary or Assistant Secretary be held by the same person.

- 7.5 First Officers: The Officers of the Corporation who shall serve until the first election under these Articles of Incorporation shall be the following:

President: Kenneth P. Saundry, Jr.

Secretary: William C. Potter

Treasurer: Calvin H. Buikema

8.0 INDEMNIFICATION OF OFFICERS AND DIRECTORS

- 8.1 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 on 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 any claim for reimbursement or indemnification herein shall apply only if the Board of Directors approves such indemnification and reimbursement as being in the best interest 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.

9.0 PRINCIPAL OFFICE

9.1 The principal office of the Corporation shall be located at 7900 Greenboro Drive, West Melbourne, Florida 32904, 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.

10.0 INITIAL REGISTERED OFFICE AND AGENT

10.1 The street address of the initial registered office of the Corporation is 700 South Babcock Street, Melbourne, Florida 32902. The name of the initial agent of this Corporation at that address is William C. Potter.

11.0 ADOPTION OF BYLAWS

11.1 The original Bylaws of the Corporation shall be adopted by a majority vote of the members of the first Board of Directors of the Corporation present at the first meeting of said Board of Directors at which a quorum is present, and thereafter such Bylaws may be altered or rescinded only in such manner as said Bylaws may provide.

12.0 AMENDMENTS


12.1 An 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 fourteen (14) days nor later than thirty (30) days from the receipt by him of the proposed Amendment or Amendments, and it shall be the duty of the Secretary to give each member written or printed notice of such meeting, in accordance with the provisions of the Bylaws of the Association. At such meeting, the Amendment or Amendments proposed must be approved by an affirmative vote of the members entitled to vote not less than sixty-six and two-thirds percent (66 2/3%) of the total votes in the Association 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 the State of Florida, and upon the registration of such Amendment or Amendments with the said Secretary of State, a certified copy therefor shall be recorded in the Public Records of Brevard County, Florida, within 10 days from the date of which the same are so registered.

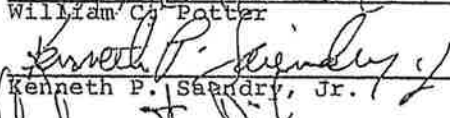
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- 12.1 If all of the Directors and all of the members eligible to vote shall execute an instrument amending these Articles of Incorporation, the same shall constitute, when duly registered in the Office of the Secretary of State, a valid Amendment to these Articles of Incorporation, and it shall not be necessary for the meeting otherwise prescribed above to be held.
- 12.3 Notwithstanding anything contained herein to the contrary, the members may amend these Articles of Incorporation, without any act of the Directors, at a meeting for which notice of the changes to be made is given.
- 12.4 Notwithstanding the foregoing provisions of this Article, no Amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select members of each Board of Directors of the Corporation, as provided in Article 6.0 hereof, may be adopted or become effective without the prior written consent of Developer.


IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seal this 17 day of July, 1987.



 William C. Potter



 Kenneth P. Saundry, Jr.



 Calvin H. Burkema

STATE OF FLORIDA)
)SS:
COUNTY OF BREVARD)

Before me, the undersigned authority, personally appeared WILLIAM C. POTTER, who, being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed, this 7 day of July, 1987.

Levi Nasson
NOTARY PUBLIC, State of Florida
at Large
My Commission Expires: 4/16/87

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NOTARY PUBLIC STATE OF FLORIDA

STATE OF FLORIDA)
)SS:
COUNTY OF BREVARD)

Before me, the undersigned authority, personally appeared KENNETH P. SAUNDRY, JR., who, being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed, this 6th day of July, 1987.

Kenneth P. Saundry, Jr.
NOTARY PUBLIC, State of Florida
at Large
My Commission Expires:

Notary Public, State of Florida
My Commission Expires April 2, 1989
Bonded thru Tico Title Insurance, Inc.

STATE OF FLORIDA)
)SS:
COUNTY OF BREVARD)

Before me, the undersigned authority, personally appeared CALVIN H. BUIKEMA, who, being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed, this 6th day of July, 1987.

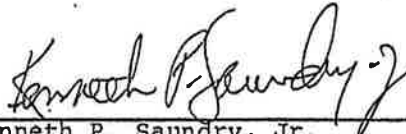
Calvin H. Buikema
NOTARY PUBLIC, State of Florida
at Large
My Commission Expires:

Notary Public, State of Florida
My Commission Expires April 2, 1989
Bonded thru Tico Title Insurance, Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OR PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST -- THAT GARRETT'S RUN CONDOMINIUM ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF WEST MELBOURNE, STATE OF FLORIDA, HAS NAMED WILLIAM C. POTTER, LOCATED AT 700 SOUTH BABCOCK STREET, MELBOURNE, FLORIDA 32902, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

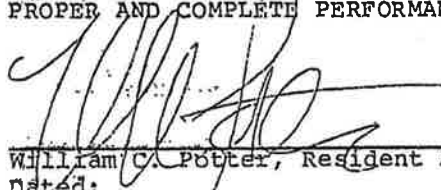


Kenneth P. Saundry, Jr.

Dated:

ACCEPTANCE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



William C. Potter, Resident Agent

Dated:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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