

ARTICLES OF INCORPORATION

OF

HARBOUR VILLA TOWNHOUSE
ASSOCIATION, INC.

FILED
DEC 31 3 01 PM '81
CLERK OF STATE
TALLAHASSEE, FLORIDA

IN compliance with the requirements of the undersigned, all of whom are residents of HARBOUR VILLA and of Indian Harbour Beach, Brevard County, Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is HARBOUR VILLA TOWNHOUSE ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at 1825 South Riverview Drive, Melbourne, Florida 32901.

ARTICLE III

JAMES L. REINMAN, whose address is 1825 South Riverview Drive, Melbourne, Florida 32901, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and desires to hereafter attain exempt status as an I.R.C. §501(c)(4) by duly applying therefor with the U.S. Department of the Treasury, Internal Revenue Service, or to likewise elect under I.R.C. §528 to receive certain tax benefits permitting the exclusion of the Homeowners Association's exempt function income from its gross income. The Association is formed to promote the social welfare of its members and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

See Exhibit "A" attached hereto and

hereby incorporated by reference herein,

in haec verba.

and to promote the health, safety and welfare of the residents, as aforesaid, within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and to fulfill this purpose to be able to have and perform the following powers:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court, Brevard County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the consent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an

instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area; provided that any such merger, consolidation or annexation shall have the consent of two-thirds (2/3) of each class of members;

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;

(h) Association shall not and is not hereby empowered to participate or intervene directly or indirectly in any political campaign on behalf of or in opposition to any candidate for public office, buy may participate in nonpartisan voter education activities regarding the retention of the benefits of private property ownership and related matters; nor shall said Association carry on, as a substantial part of its activity, propaganda or otherwise attempt to influence legislation or an ordinance except an ancillary to its stated purposes and goals;

(i) Association shall not and is not hereby empowered to carry on any other activities not permitted to be carried on by a corporation exempt from Federal or State income taxes.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A: Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B: Class B members shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever comes earlier:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) on December 31, 1981.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of director until the selection of their successors are:

JOSEPH W. MIORELLI	1825 South Riverview Drive Melbourne, Florida 32901
HELEN M. MIORELLI	1825 South Riverview Drive Melbourne, Florida 32901
JAMES L. REINMAN	1825 South Riverview Drive Melbourne, Florida 32901

At the first annual meeting the members shall elect one director for a term of one (1) year, one director for a term of two

(2) years, and one director for a term of three (3) years; and at each annual meeting thereafter, the members shall elect one director for a term of three (3) years.

ARTICLE VIII

NOT FOR PROFIT

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof, as well as the rebate of excess membership dues, fees or assessments as appropriate when the same are deemed unnecessary to the furtherance of the purpose of the aforesaid purposes.

ARTICLE IX

BY LAWS

The By-Laws of the corporation may be made, altered or rescinded at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B membership. *done*

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets will be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE XI

DURATION

The corporation shall exist perpetually.

ARTICLE XII

ADMENDMENTS

Amendments to these Articles shall require the assent of seventy-five (75%) percent of the entire membership.

ARTICLE XIII

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation or additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 1st day of December, 1981.

Don Ludington
Don Ludington

Joseph W. Miorelli
JOSEPH W. MIORELLI
Helen M. Miorelli
HELEN M. MIORELLI
James L. Reinman
JAMES L. REINMAN

STATE OF FLORIDA

COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements personally appeared JOSEPH W. MIORELLI; HELEN M. MIORELLI and JAMES L. REINMAN, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of December, 1981

(SEAL)

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
My Commission Expires 11/11/83
NOTARY PUBLIC

Notary Public