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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. 3-14

**ROSSWAY MOORE
& TAYLOR**

ATTORNEYS AND COUNSELORS AT LAW

JOHN E. MOORE, III*
BRADLEY W. ROSSWAY
HELEN E. SCOTT
J. ATWOOD TAYLOR, III*
THOMAS W. TIERNEY**

*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA
**ALSO ADMITTED IN CALIFORNIA
***ALSO ADMITTED IN LOUISIANA

THE OAK POINT PROFESSIONAL CENTER
5070 NORTH HIGHWAY A-1-A
SUITE 200
VERO BEACH, FLORIDA 32963
TELEPHONE (772) 231-4440
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SHANNON M. BANITT
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KELLI M. SALO
MICHAEL J. SWAN
OF COUNSEL

March 12, 2007

VIA FEDERAL EXPRESS NEXT DAY DELIVERY

Secretary of State
State of Florida
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

RE: Pro Transmasters II Property Owners' Association, Inc.

Ladies and Gentlemen:

In regard to the above, please find enclosed the Articles of Incorporation for filing with the Secretary of State's Office.

A check in the amount of \$70.00 is also enclosed to cover your filing fee and the Registered Agent fee.

Thank you for your assistance and for returning your Certificate of Filing to this office in the enclosed, pre-prepared Federal Express return envelope.

Sincerely,



J. Atwood Taylor, III

JAT:sms\F:\Taylor\Sherri\Corporations\SecState-Inc.L.doc

Encs.

CC: Mr. William W. Boydston, w/encs.



COPY

FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 14, 2007

REC'D MAR 16 2007

ROSSWAY MOORE & TAYLOR / J. ATWOOD TAYLOR, III
5070 N. HWY A1A, STE. 200
VERO BEACH, FL 32963

SUBJECT: PRO TRANSMASTERS II PROPERTY OWNERS' ASSOCIATION,
INC.
Ref. Number: W07000012753

We have received your document for PRO TRANSMASTERS II PROPERTY OWNERS' ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Rejected per customer request for correction.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Document Specialist
New Filing Section

Letter Number: 207A00017999

ROSSWAY MOORE & TAYLOR

ATTORNEYS AND COUNSELORS AT LAW

JOHN E. MOORE, III*
BRADLEY W. ROSSWAY
HELEN E. SCOTT
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*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA
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THE OAK POINT PROFESSIONAL CENTER
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SHANNON M. BANITT
TIFFANY S. GRIFFETH
LOUIS J. LUPIN***
KELLI M. SALO
MICHAEL J. SWAN
OF COUNSEL

March 20, 2007

VIA FEDERAL EXPRESS NEXT DAY DELIVERY

Secretary of State of Florida
Division of Corporations
Florida Department of State
ATTN: Carolyn Lewis, Document Specialist
409 East Gaines Street
Tallahassee, FL 32399

RE: Pro Transmasters II Property Owners' Association, Inc.

Dear Ms. Lewis:

In regard to the above, please find enclosed the Articles of Incorporation for filing with the Secretary of State's Office, along with a copy of your letter dated March 14, 2007.

Thank you for your assistance and for returning your Certificate of Filing to this office in the enclosed, pre-prepared return Federal Express envelope.

Sincerely,



J. Atwood Taylor, III

JAT:sms\F:\Taylor\Sherri\Corporations\SecState-Inc.L.doc

Encs.

CC: Mr. William Boydston, w/encs.

RECEIVED
07 MAR 23 PM 12:01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PRO TRANSMASTERS II
PROPERTY OWNERS' ASSOCIATION, INC.

FILED
2007 MAR 22 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby file these Articles of Incorporation pursuant to Chapter 617 of the laws of the State of Florida. The Board of Directors has adopted these Articles of Amendment and Restated Articles of Incorporation; Member approval is not required. The said entity shall function pursuant to and have the powers delineated in the provisions of Chapters 607 and 617, respectively, of the *Florida Statutes* and pursuant to general law.

ARTICLE I. NAME

The name of the corporation shall be as follows:

PRO TRANSMASTERS II PROPERTY OWNERS' ASSOCIATION, INC.

The principal place of business of this corporation (hereinafter referred to as either the "corporation" or as the "Association") shall be c/o Suite 200, The Oak Point Professional Center, 5070 North Highway A-1-A, Vero Beach, Florida 32963, and the mailing address shall be the same.

ARTICLE II. PURPOSE OF POWERS

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the Lots and Common Area within that certain tract of property described as:

See EXHIBIT "A" attached hereto and incorporated herein by reference;

and to promote the health, safety and welfare of the lot owners within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

(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 for Pro Transmasters II (hereinafter referred to as the "Declaration") applicable to the property and to be recorded in the Office of the Clerk of the

Circuit Court of Indian River 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 herein in full, including as periodically modified and amended; such powers include the authority to adopt rules and regulations, to file suit and be sued, and to contract for necessary services for the benefit of the Association;

(b) fix, levy, assess, 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 asset of two-thirds (2/3rds) of the voting interests of the 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 two-thirds (2/3rds) of the voting interests of the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of the voting interests of the members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes or annex additional commercial property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of the voting interests of the members;

(g) have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 607 and Chapter 617, respectively, *Florida Statutes*, by law may now or thereafter have or exercise, including but not limited to all of the powers set forth in Section 617.0302, *Florida Statutes*; and

(h) the Association shall operate, maintain, and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration, which pertain to the surface water or stormwater management system.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

ARTICLE III. MEMBERSHIP

Every person or entity, who is a record owner of a fee or undivided fee interest of any Lot which is subject by 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 IV. ADDRESS

The street address of the initial registered office of the corporation shall be 5070 North Highway A-1-A, Suite 200, Vero Beach, Florida 32963, and the name of the initial registered agent of the corporation at that address is **J. ATWOOD TAYLOR, III**.

ARTICLE V. TERM OF EXISTENCE

This corporation shall be deemed to exist and its operation commenced upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida, Tallahassee, Florida. This corporation is to exist perpetually.

ARTICLE VI. VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

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

Class B. The Class B member shall be the Declarant, as defined in the Declaration, and shall be entitled to three (3) votes for each Lot owned.

ARTICLE VII. DISSOLUTION

The Association may be dissolved with the assent given in writing and executed by not less than eighty (80.0%) percent of the voting interests of the 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 shall be granted, conveyed and assigned

to any not-for-profit corporation, association, trust or other organization to be devoted to such similar purposes.

In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity that would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution, or liquidation.

ARTICLE VIII. BOARD OF DIRECTORS

This corporation initially shall have one (1) director. The corporation may have as many as three (3) directors at any one time. The name and street address of the initial director are as follows:

WILLIAM W. BOYDSTON - Director
1465 Clearmont Street
Palm Bay, Florida 32905

The manner in which the directors shall be elected shall be as specified and set forth in the By-Laws adopted by the corporation.

ARTICLE IX. AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five (75%) percent of the voting interests of the members. The right to amend the By-Laws shall be vested in the members as set forth therein. Any amendment affecting the Surface Water Management System or any other system or plan permitted or approved by either the St. Johns River Water Management District or Indian River County shall have been first approved by the party exercising jurisdiction over the system or plan.

ARTICLE X. SJRWMD REQUIREMENTS

Section 1. Definitions. When used in these Articles in this Section the following terms will have the following meanings:

(a) "SJRWMD" or "District" means and has meant throughout these Articles, where previously used, the St. Johns River Water Management District, or its successor entity.

(b) "Surface Water Management System" means the Surface Water Management System or Storm Water Management System for the Property constructed pursuant to the SJRWMD permit which Surface Water Management System constitutes a part of the Common Areas. The Association owns or shall own the Common Area and

owns the Surface Water Management System and hereby accepts responsibility for the operation and maintenance of the Surface Water Management System described in the SJRWMD application and the SJRWMD Permit.

(c) "Permit" means the SJRWMD Permit No. 42-061-96826-01 issued to the Declarant.

Section 2. Surface Water Management System Easements. The Declarant hereby reserves unto Declarant and grants to the Association, subject to the terms and conditions of these Articles, a non-exclusive easement burdening the areas of the Property designated on the Plat (and associated control structures), said areas being for the purpose of the Association effectively maintaining and operating the Surface Water Management System in accordance with the SJRWMD Permit. Declarant reserves, both for Declarant, and for the Owners collectively, and for the Association, the right to grant additional non-exclusive easements over, under, across and through the Common Area, provided that such additional easement grants do not interfere with the effective maintenance and operation of the Surface Water Management System.

Section 3. Operation and Maintenance of Surface Water Management System. It is the responsibility of the Association to operate and maintain the Surface Water Management System. The Association shall effectively operate and maintain the Surface Water Management System in accordance with the SJRWMD Permit. This shall include the filling of monitoring reports on a quarterly basis during the first year, and semi-annually thereafter, for a period of three (3) years and until success criteria are met for two (2) consecutive monitoring intervals.

Section 4. Amendment. Notwithstanding Article XI of these Articles, or any other amendment provision, any amendment (including a termination) of these Articles that would directly and adversely affect the operation and maintenance of the Surface Water Management System in a material respect must have the prior approval of the SJRWMD. Any amendment proposed to these Articles that would affect the Surface Water Management System, conservation areas, or water management portions of common areas shall be submitted to SJRWMD for review prior to finalization of the amendment. SJRWMD shall determine if the proposed amendment will require a modification of the environmental resource or Surface Water Management Permit. If a permit modification is necessary, the modification must be approved by SJRWMD prior to the amendment of these Articles or its effectiveness.

Section 5. Disposition. The Association shall not dissolve or dispose of any Common Area or common open space or improvements therein except to an organization concerned with and designed for the continued maintenance in accordance with the requirements of the original development approval.

Section 6. Enforcement. SJRWMD shall have the right to enforce, by a proceeding at law or in equity, the provisions contained in these Articles that relate to the maintenance, operation, and repair of the surface water or storm water management system.

Section 7. Swale Maintenance. The Developer may have constructed a drainage swale upon each lot for the purpose of managing and containing the flow of excess surface water, if any, found upon such lot from time to time. Each lot owner, including builders, shall be responsible for the maintenance, operation, and repair of the swales on the lot. Maintenance, operation, and repair shall mean the exercise of practices, such as mowing and erosion repair, which allow the swales to provide drainage, water storage, conveyance, or other storm water management capabilities as permitted by SJRWMD. Filling, excavating, constructing fences, or otherwise obstructing the surface water flow in the swales is prohibited. No alteration of the drainage swale shall be authorized and any damage to any drainage swale, whether caused by natural or human-induced phenomena, shall be repaired and the drainage swale returned to its former condition as soon as possible by the Owner(s) of the Lot(s) upon which the drainage swale is located.

Section 8. Alteration of Drainage Flow. No person shall alter the drainage flow of the surface water or storm water management system, including buffer areas or swales, without the prior written approval of SJRWMD.

Section 9. Submission and Confirmation. Prior to the commencement of construction on any Lot within Pro Transmasters II, the Lot Owner shall submit information, including plats and appropriate calculations, demonstrating conformance with the Environmental Resource Permit to SJRWMD. Construction shall not commence until the Lot Owner receives written confirmation from SJRWMD that the plans are in conformity with the conditions of the said District Permit.

Section 10. Lift Station. The Property and all of the Lots within the Property shall be serviced by a waste water sewer Lift Station. The Lift Station includes a structure housing (wet well), pumps, piping, valves and auxiliary equipment for the collection of waste water sewage from the community's sanitary sewer collection system.

The Lift Station will not be dedicated to Indian River County, and the Association shall be responsible for its preservation and maintenance. On an annual basis, the Association shall contract with a private maintenance company to perform periodic inspections of the Lift Station and to provide a response in emergency situations, should the Lift Station fail to function or should the Lift Station be damaged. The Association shall also procure insurance coverage for the Lift Station to pay for loss or damage to the Lift Station equal to its full replacement cost and satisfactory to the Indian River County Utilities Department. Also, on an annual basis, the Association shall submit evidence of such insurance to the Indian River County Utilities Department.

Section 11. Animal Waste. Animal Waste, if any, shall be disposed of in a manner consistent with the requirements of any animal waste management plan approved and permitted by SJRWMD, and such plan shall seek to minimize introduction of phosphorus into the Surface Water Management System. All Owners shall have the duty and obligation to comply with the requirements of such plan; the Association shall have the full power and authority to enforce the plan and all Owners' compliance with same, including but not limited to through the imposition of either or both legal and equitable proceedings.

Section 12. Association Powers Clarified. Notwithstanding any other term, condition, or provision in these Articles of Incorporation or By-Laws of the Association, the Association shall have and is hereby vested with the following powers, rights, duties, and responsibilities:

- (a) Establish rules and regulations.
- (b) Assess Members and enforce collection of said assessments.
- (c) File suit and be sued.
- (d) Contract for services (if the Association contemplates employing a maintenance company) to provide the services for operation and maintenance.
- (e) The Association shall exist in perpetuity; however, if the Association is dissolved, the property consisting of the Surface Water Management System shall be conveyed to an appropriate agency of local government, as determined by the SJRWMD. If it is not accepted, then the Surface Water Management System must be dedicated to a similar non-profit corporation, as determined and specified by the SJRWMD.
- (f) Operate and maintain the Surface Water Management System.
- (g) Any proposed amendment to the governing documents, which would affect the Surface Water Management System (including environmental conservation areas and the water management portions of the common areas) must be submitted to the District for a determination of whether the amendment necessitates a modification of the Surface Water Management Permit. If a modification is necessary, the District will so advise the permittee.
- (h) If wetland mitigation monitoring will be required and the operational entity will be responsible to carry out this obligation, the Association shall complete the task successfully, including meeting including all conditions associated with mitigation maintenance and monitoring.
- (i) The Surface Water Management Permit and its conditions shall be attached hereto as an exhibit. The Registered Agent for the Association shall maintain copies of all further permitting actions for the benefit of the Association.

Section 13. Environmental Resource or Surface Water Management Permit Attached. The Environmental Resource or Surface Water Management Permit is made a part of these Articles. Copies of the Permit and any future permit actions of SJRWMD are and shall be maintained by the Registered Agent of the Association for the benefit of the Association.

ARTICLE XI. PRIORITY AND CONTROL

In the event of conflict between these Articles of Incorporation and the Declaration, the Declaration shall have priority and thus govern and control. In the event of conflict between these Articles of Incorporation and the By-Laws of the Association, these Articles of Incorporation shall have priority and thus govern and control.

FILED
2007 MAR 22 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

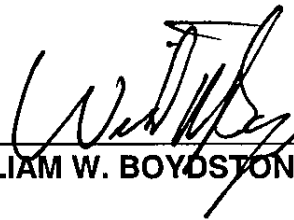
ARTICLE XII. INCORPORATOR

The name and street address of the incorporator to the original Articles of Incorporation are as follows:

ROSSWAY MOORE & TAYLOR
c/o J. Atwood Taylor, III
5070 N. Highway A-1-A, Suite 200
Vero Beach, Florida 32963.

IN WITNESS WHEREOF, the undersigned have hereunto set their respective hands and seals on this 9th day of March, 2007.

“DIRECTOR”




WILLIAM W. BOYDSTON

FILED
2007 MAR 22 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

J. ATWOOD TAYLOR, III, whose address is as follows: 5070 North Highway A-1-A, Suite 200, Vero Beach, Florida 32963, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, *Florida Statutes*, and other applicable law.



J. ATWOOD TAYLOR, III
Registered Agent / Incorporator
Date: March 12, 2007

EXHIBIT "A"

DESCRIPTION

FROM THE SOUTHEAST CORNER OF THE NORTHWEST ONE-QUARTER OF SECTION 28, TOWNSHIP 31 SOUTH, RANGE 39 EAST, INDIAN RIVER COUNTY, FLORIDA RUN $N01^{\circ}34'13''W$ ALONG THE EAST LINE OF SAID NORTHWEST ONE-QUARTER OF SECTION 28, AND THE EAST LINE OF THE REPLAT OF WALLS TERRACE AS RECORDED IN PLAT BOOK 2, PAGE 46 OF THE PUBLIC RECORDS OF INDIAN RIVER COUNTY, FLORIDA A DISTANCE OF 575.60 FEET TO THE POINT OF BEGINNING OF THE HEREIN DESCRIBED PARCEL; THENCE CONTINUE $N01^{\circ}34'13''W$ A DISTANCE OF 250.00 FEET; THENCE $S71^{\circ}32'18''W$ A DISTANCE OF 379.92 FEET TO THE EAST RIGHT OF WAY LINE OF STATE ROAD 5; THENCE $S29^{\circ}32'00''E$ ALONG SAID EAST RIGHT OF WAY LINE A DISTANCE OF 250.00 FEET TO A POINT BEING 125.00 FEET NORTH OF THE NORTH LINE OF LOT 4, BLOCK 4, SAID REPLAT OF WALLS TERRACE AS MEASURED ALONG THE SAID EAST RIGHT OF WAY LINE OF STATE ROAD 5; THENCE $N70^{\circ}11'00''E$ A DISTANCE OF 259.34 FEET TO THE POINT OF BEGINNING. CONTAINS 1.78 ACRES MORE OR LESS.