



WAYS STREET
TALLAHASSEE, FL 32301
904-222-1171
904-222-3301 FAX

800-3-8086

NR 95000003289

ACCOUNT NO. : 072100000032

REFERENCE : 637470 10977A

AUTHORIZATION : *Patricia P. [Signature]*

COST LIMIT : 9 122.50

ORDER DATE : July 11, 1995

ORDER TIME : 10:29 AM

ORDER NO. : 637470

800001534558

CUSTOMER NO: 10977A

CUSTOMER: Ms. Janet English
LENNAR CORPORATION

4th Floor
700 N.w. 107th Avenue
Miami, FL 33172

DOMESTIC FILING

FILED
95 JUL 11 PM 5:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME: WESTBROOKE HOMEOWNERS
ASSOCIATION, INC.

NAME RESERVED MAY 16, 1995
RES# R95000002181

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrina Randolph

NR 95-2181

EXAMINER'S INITIALS:

T. BROWN JUL 11 1995

ARTICLES OF INCORPORATION
OF
WESTBROOKE HOMEOWNERS ASSOCIATION, INC.

FILED
95 JUL 11 PM 5:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617, Florida Statutes, we, the undersigned natural persons competent to contract, acting as incorporators of a corporation not-for-profit, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is the WESTBROOKE HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Association is 2955 Pineda Causeway, Suite #117, Melbourne, Florida 32940.

ARTICLE III

REGISTERED AGENT

MORRIS J. WATSKY, whose address is 700 N.W. 107 Avenue, Miami, Florida 33172, 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 the specific purposes for which it is formed are to provide for maintenance and preservation of the Common Open Spaces, and the architectural

control of the residence Lots (all as defined in the Declaration referred to hereinafter) within that certain tract of property known as WESTBROOKE, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and in furtherance of these purposes, 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 hereinafter and above called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court of 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 of, 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) dedicate, sell or transfer all or any part of the Common Open Space to any Public Agency or authority or utility for such purposes and subject to such conditions as may be provided in the Declaration;

(e) participate in mergers and consolidation with other non-profit corporations organized for the same purposes or annex additional residential property and Common Open Space, provided that any such merger, consolidation

or annexation shall have the assent of two-thirds (2/3) of each class of members;

(f) 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 No. 4-009-0450 requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

(g) 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. The assessments shall be used for the maintenance and repair of the Surface Water or Stormwater Management Systems, including but not limited to work within retention areas, drainage structures and drainage easements.

(h) have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have and exercise.

ARTICLE V

MEMBERSHIP

Each Lot which is subject by covenants of record to assessment by the Association shall have appurtenant thereto a membership in the Association, which membership shall be held by the person or entity, or in common by the persons or entities, owning such unit, except that no person or entity holding an interest or title to a unit as security for performance of an obligation shall acquire the membership appurtenant to such Lot by virtue of such interest or title. In no event may any membership be severed from the Lot to which it is appurtenant.

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 Developer and shall be entitled to one vote for each Undeveloped Lot or Home owned. When more than one person holds an interest in any Undeveloped Lot or Home, all such persons shall be members. The vote for such Undeveloped Lot or Home shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: Class "B" member(s) shall be the Developer as defined in this Declaration, and shall be entitled to three (3) votes for each Undeveloped Lot or Home owned. The Class "B" membership shall cease and be converted to Class "A" membership on the happening of any of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class "A" membership equal the total votes outstanding in the Class "B" membership; or
- (b) Twelve (12) years from the date of filing of this Declaration; or
- (c) At such time as the Class "B" Member voluntarily relinquishes its right to vote as a Class "B" Member.

ARTICLE VII

BOARD OF DIRECTORS

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) persons. The first Board of Directors shall have three (3) members, and in the future the number will be determined from time to time in accordance with the provisions of the By-Laws of the corporation. The number of Directors on the Board of Directors shall always be an odd number.

The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
KATHY B. HARTER	2955 Pineda Causeway Melbourne, Florida 32940
MICHAEL WEBB	2955 Pineda Causeway Melbourne, Florida 32940
JODY MRKVICKA	2955 Pineda Causeway Melbourne, Florida 32940

At the first annual meeting following the cessation of the Class B membership, the Members shall elect three (3) directors for a term of one (1) year, three (3) directors for a term of two (2) years, and one (1) director for a term of three (3) years. The Candidate receiving the largest number of votes shall serve as director for three (3) years; the three candidates receiving the second, third and fourth largest vote shall serve as directors for two (2) years; and the three (3) candidates receiving the fifth, sixth and seventh largest vote shall serve as directors for one (1) year. At each annual meeting thereafter, the members shall elect the appropriate number of directors for a term of three (3) years.

ARTICLE VIII

OFFICERS

The officers of this Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors; a Secretary, a Treasurer, and such officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of members. The names of the officers who are to serve until the first election are:

PRESIDENT	KATHY B. HARTER
VICE PRESIDENT	MICHAEL WEBB
SECRETARY	JODY MRKVICKA
TREASURER	JODY MRKVICKA

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE X

BY-LAWS

By-Laws shall be initially adopted by the Board of Directors after which these By-Laws may be amended, 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.

ARTICLE XI

AMENDMENTS

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by any member of the Board of Directors or twenty-five percent (25%) of the voting members. Amendment of these Articles of Incorporation shall require the assent of not less than sixty-seven percent (67%) of the total number of votes in each class membership.

ARTICLE XII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the total number of votes in 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 the purposes similar to those for which this Association was created. In the event dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Any action under this Article is subject to the procedures and requirements of Florida Statute 617.05.

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 which 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 XIII

DURATION

The corporation shall exist perpetually.

ARTICLE XIV

SUBSCRIBERS

The name and address of the subscriber is as follows:

NAME

Morris J. Watsky

ADDRESS

700 N. W. 107 Avenue

Miami, Florida 33172

ARTICLE XV

VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Veterans Administration when either of subject entities has an interest: (i) annexation of additional properties, (ii) mergers and consolidations, (iii) mortgaging or dedication of the Common Open Space, or (iv) dissolution and amendment of these Articles.

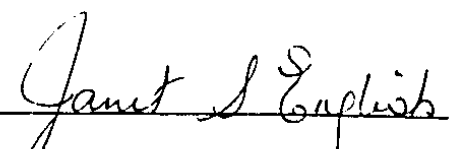
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation this 10 day of July, 1995.


MORRIS J. WATSKY

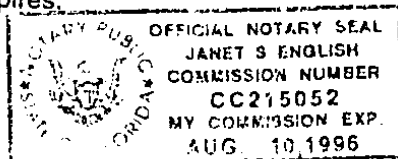
STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Morris J. Watsky, to me well known and well known to me to be the person of that name described in and who executed the foregoing and he acknowledged before me that he executed the said instrument as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

Witness my hand and seal this 10th day of July, 1995.


Notary Public, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
95 JUL 11 PM 5:45
TALLAHASSEE, FLORIDA

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

That, WESTBROOKE HOMEOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal offices at 2955 Pineda Causeway, Suite 117, Melbourne, Florida 32940, has named MORRIS J. WATSKY, whose office is located at 700 N.W. 107 Avenue, Miami, Florida 33172, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

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.


MORRIS J. WATSKY

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

CSC networks
PRESTICE HALL
LEGAL & FINANCIAL SERVICES

N95000003289

ACCOUNT NO. : 072100000032

REFERENCE : 674016 10977A

AUTHORIZATION :

COST LIMIT : \$ 81.50

Patricia T. [illegible]

ORDER DATE : September 5, 1995

ORDER TIME : 9:04 AM

ORDER NO. : 674016

CUSTOMER NO: 10977A

800001577128

CUSTOMER: Ms. Sandra G. Convell
Lennar Corporation
4th Floor
700 N.w. 107th Avenue
Miami, FL 33172

DOMESTIC AMENDMENT FILING

NAME: WESTBROOKE HOMEOWNERS
ASSOCIATION, INC.

FILED
95 SEP -5 PM 12:46
TALLAHASSEE, FL
SECRETARY OF STATE

X ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
WESTBROOKE HOMEOWNERS ASSOCIATION, INC.

95 SEP -5 PM 12:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Kathy B. Harter, being President of WESTBROOKE HOMEOWNERS ASSOCIATION, INC., a Florida corporation, not-for-profit, (the "Corporation"), incorporated July 11, 1995, under Document No. N95000003289, does hereby certify, attest and serve notice, pursuant to the provisions of Section 617.1002 of the Florida Business Corporation Act, that Article IV, Section (f) of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

(f) 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 No. 4-009-0520 requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

Such amendment of the Articles of Incorporation of the Corporation has been duly and unanimously authorized and directed by all of the members of the Corporation at a meeting of the members of the Corporation dated as of the 25th day of August, 1995. All other provisions of the Articles of Incorporation of the Corporation shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal in her capacity as aforestated as of the 25th day of August, 1995 on behalf of the Corporation.

WESTBROOKE HOMEOWNERS
ASSOCIATION, INC.

BY: Kathy B. Harter

Kathy B. Harter, President

[CORPORATE SEAL]

STATE OF FLORIDA)
COUNTY OF BREVARD)

THE FOREGOING INSTRUMENT was acknowledged before me this 25th day of August, 1995, by Kathy B. Harter, as President, and on behalf of Westbrooke Homeowners Association, Inc., a Florida corporation, not-for-profit, such individual is personally known to me and did not take an oath.



Tracy Thompson
NOTARY PUBLIC, State of Florida

This instrument prepared by:
Morris J. Watsky, Esquire
700 N. W. 107 Avenue
Miami, Florida 33172
Telephone 305-229-6429

My Commission Expires: 9/11/98

N 95 000003289



PRELUCE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 986149 4319562

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 87.50

ORDER DATE : June 13, 1996

ORDER TIME : 10:09 AM

ORDER NO. : 986149

CUSTOMER NO: 4319562

CUSTOMER: Ms. Janet English
Lennar Corporation
4th Floor
700 N.W. 107th Avenue
Miami, FL 33172

FILED
95 JUN 13 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

500001861235

DOMESTIC AMENDMENT FILING

NAME: WESTBROOKE HOMEOWNERS
ASSOCIATION, INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

RECEIVED
95 JUN 13 PM 11:25
DIVISION OF INFORMATION

AMEND
KGG
6-1-96

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
WESTBROOKE HOMEOWNERS ASSOCIATION, INC.

The undersigned, Kathy B. Harter, being President of WESTBROOKE HOMEOWNERS ASSOCIATION, INC., a Florida corporation, not-for-profit, (the "Corporation"), incorporated July 11, 1995, under Document No. N95000003289, does hereby certify, attest and serve notice, pursuant to the provisions of Section 617.1002 of the Florida Business Corporation Act, that Article IV, Section (f) of the Articles of Incorporation of the Corporation is hereby amended to read as follows.

ARTICLE XV
FHA AND VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration and the Veterans Administration when either of subject entities has an interest: (i) annexation of additional properties, (ii) mergers and consolidations, (iii) mortgaging or dedication of the Common Open Space, or (iv) dissolution and amendment of these Articles.

Such amendment of the Articles of Incorporation of the Corporation has been duly and unanimously authorized and directed by all of the members of the Corporation by Consent of the members of the Corporation dated as of the 29th day of May, 1996. All other provisions of the Articles of Incorporation of the Corporation shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal in her capacity as aforesaid as of the 29th day of May, 1996, on behalf of the Corporation.

WESTBROOKE HOMEOWNERS
ASSOCIATION, INC.

BY: Kathy B. Harter

Kathy B. Harter, President

[CORPORATE SEAL]

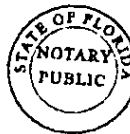
STATE OF FLORIDA
COUNTY OF DADE }

THE FOREGOING INSTRUMENT was acknowledged before me this 29th day of May, 1996, by Kathy B. Harter, as President, and on behalf of Westbrooke Homeowners Association, Inc., a Florida corporation, not-for-profit; such individual is personally known to me and did not take an oath.

Vera V. Muller
NOTARY PUBLIC, State of Florida

This instrument prepared by:
Morris J. Watsky, Esquire
700 N. W. 107 Avenue
Miami, Florida 33172
Telephone: 305-229-6429

My Commission Expires:



VERA V. MULLER
My Comm Exp 10/15/99
Bonded By Service Ins
No. CC501993
14 Personally Known (1) Other 1.15