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REPLY TO:

Murrell Road

October 28, 1998

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

100002678041--0  
-11/02/98-01100-022  
\*\*\*\*\*79.75 \*\*\*\*\*78.75

Re: The Oaks of Suntree Condominium Association, Inc.

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for the above referenced not-for-profit corporation. Also enclosed is this firm's check payable to the Secretary of State in the amount of \$79.75 representing fees for filing and designation of registered agent. Please file the Articles and return a certified copy at your earliest convenience.

If you have any questions, please call. Thank you for your assistance.

Sincerely,

*Laura H. Seguna*

Laura H. Seguna,  
Legal Assistant

/lhs

encl.

cc: R. Mason Blake, Esq. (w/o encl.)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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WS

ARTICLES OF INCORPORATION  
OF  
THE OAKS OF SUNTREE CONDOMINIUM ASSOCIATION, INC.  
A Corporation Not-For-Profit

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DIVISION OF CORPORATIONS  
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In order to form a corporation under the Laws of Florida for the formation of corporations not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I.

The name of the corporation shall be:

THE OAKS OF SUNTREE CONDOMINIUM ASSOCIATION, INC.  
(the "Association")

ARTICLE II.

The purposes and objects of the Association shall be to administer the operation and management of The Oaks of Suntree, a Condominium (the "Condominium"), to be established as a condominium in accordance with the Florida Condominium Act (the "Act") upon land situated in Brevard County, Florida (the "Land"), described as:

See Exhibit A attached hereto and made a part hereof.

and to perform the acts and duties incident to operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the By-Laws of the Association which will be adopted (the "By-Laws"), and the Declaration of Condominium of the Condominium (the "Declaration"), which will be recorded in the Public Records of Brevard County, Florida, if, as and when the Land, and the improvements constructed thereon, are submitted to the condominium form of ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the Land, the improvements and such other property, real and/or personal, as may be or become part of the Condominium (the "Condominium Property") to the extent necessary or convenient in the administration of the Condominium. The Association shall be conducted as a nonprofit organization for the benefit of its members.

### ARTICLE III.

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not-for-profit under the laws pursuant to which this corporation is chartered.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing use of the Units and Common Elements in and of the Condominium, as such terms are defined in the Declaration.

2. Levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium, as provided in the Declaration and the By-Laws; including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including the Units, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.

3. Maintain, repair, replace, operate and manage the Condominium Property, including the right to reconstruct improvements after casualty and further to improve and add to the Condominium Property.

4. Contract for the management of the Condominium and, in connection therewith, to delegate powers and duties of the Association to the extent and in the manner permitted by the Declaration, the By-Laws and the Act.

5. Enforce the provisions of these Articles of Incorporation, the Declaration, the By-Laws, and all rules and regulations governing use of the Condominium which may from time to time be established.

6. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.

### ARTICLE IV.

The qualification of members, the manner of their admission to and termination of membership, and voting by members shall be as follows:

A. The record Owners (as defined in the Declaration) of all Units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership, except as provided for in Paragraph E, Article IV hereof.

B. Membership shall be established by the acquisition of fee title to a Unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any Unit.

C. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated, transferred or encumbered in any manner, except as an appurtenance to the Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws.

D. On all matters on which the membership shall be entitled to vote, there shall be one, and only one, vote for each Unit in the Condominium, which vote may be exercised or cast by the Owner(s) of each Unit as will be provided for in the By-Laws. Should any member own more than one Unit, such member shall be entitled to exercise or cast one (1) vote for each such Unit owned, in the manner provided by the By-Laws.

E. Until such time as the Land, and the improvements now and/or to be constructed thereon, are submitted to the condominium form of ownership by recordation of a declaration of condominium therefor in the Public Records of Brevard County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

#### ARTICLE V.

The Association shall have perpetual existence.

#### ARTICLE VI.

The principal office of the Association shall be located in Florida, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors. The official records of the Association shall at all times be maintained in the State of Florida.

## ARTICLE VII.

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President(s), 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, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Association, and any and all such person(s) and/or entity(ies) may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

## ARTICLE VIII.

The number of members on the first Board of Directors, who shall serve until the first annual meeting of the Association following the recordation of the Declaration of Condominium, shall be three. The number of members of succeeding Boards of Directors shall also be three, or as otherwise provided from time to time by the By-Laws, and they shall be elected by the members of the Association at the annual meetings of the membership as provided by the By-Laws. Each of the members of all succeeding Boards of Directors shall be members of the Association or shall be authorized representatives, officers or employees of a corporate member of the Association, except for those Directors who are appointed by Developer.

1. When (but not before) Unit Owners other than DDP Properties & Investments, Inc. ("Developer"), own at least fifteen percent (15%) of the Units that ultimately will be operated by the Association, the Unit Owners other than Developer shall be entitled to elect, in a manner to be provided in the By-Laws, no less than one-third (1/3) of the members of the Board of Directors. Unit Owners other than Developer shall be entitled to elect, in a manner to be provided in the By-Laws, not less than a majority of the members of the Board of Directors upon the earlier to occur of:

(a) Three years after 50 percent of the Units that will be operated ultimately by the Association have been conveyed to purchasers;

(b) Three months after 90 percent of the Units that will be operated ultimately by the Association have been conveyed to purchasers;

(c) When all the Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by Developer in the ordinary course of business;

(d) When some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by Developer in the ordinary course of business; or

(e) Seven years after recordation of the Declaration of Condominium.

Developer shall be entitled to elect at least one (1) member of the Board of Directors of the Association as long as Developer holds for sale in the ordinary course of business at least five percent (5%) of the Units in the Condominium. Following the time the Developer relinquishes control of the Association, or in the event Developer waives in writing its rights hereunder, the Developer may exercise the right to vote any Developer-owned Unit(s) in the same manner as any other Unit Owner of the Association except for purposes of reacquiring control of the Association or selecting the majority members of Board of Directors.

2. Within seventy-five (75) days after the Unit Owners other than Developer are entitled to elect a member or members of the Board of Directors, the Association shall call, and give not less than sixty (60) days' notice of a meeting at which such Directors are to be elected, which elections will be held in accordance with the provisions of §718.112(2)(d), Florida Statutes.

#### ARTICLE IX.

The names and addresses of the members of the first Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the By-Laws, shall hold office until the first annual meeting of the Association after recordation of the Declaration of Condominium, and thereafter until their successors are selected and have qualified, are as follows:

Mark Petroni  
3420 North Harbor City Blvd.  
Melbourne, FL 32935

Ivette E. Petroni  
3420 North Harbor City Blvd.  
Melbourne, FL 32935

Steve Doherty  
4630 West Lowell Avenue  
Tampa, FL 33629

#### ARTICLE X .

The name and address of the incorporator of the Corporation is: Mark Petroni,  
3420 North Harbor City Boulevard, Melbourne, Florida 32935

#### ARTICLE XI.

The officers of the corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the By-Laws, and have qualified, shall be the following:

President/Treasurer

Mark Petroni

Vice President/Secretary

Ivette E. Petroni

#### ARTICLE XII.

The original By-Laws of the Association shall be made or approved by the Board of Directors of the Association, and, thereafter, the By-Laws may be amended, altered or rescinded only by affirmative vote of two-thirds (2/3) of the votes entitled to be cast by members of the Association.

#### ARTICLE XIII.

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's and legal assistant's fees, reasonably incurred by or imposed upon 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 Association, 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, malfeasance or nonfeasance 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 apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. 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.

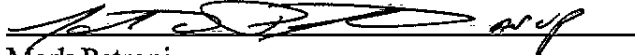
An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning a majority of the Units in the Condominium, whether meeting as members or by instrument in writing signed by them. Upon

any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days or 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 each member written 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 given in the same manner as notice of the call of a special meeting of the members as the procedure for giving such notice is described in the By-Laws; provided, that proposed amendments to these Articles of Incorporation may be considered and voted upon at annual meetings of the members. 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 Association, with 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 Association, whether before, during 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 not less than the owners of seventy-five percent (75%) of those Units in the Condominium which are represented in person or by proxy as allowed by applicable law at any meeting at which a quorum is present in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Records of Brevard County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Article XV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select members of the Board of Directors of the Association, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of Developer.

#### ARTICLE XV.

Mark Petroni is hereby designated as the registered agent of the Association, and 3420 North Harbor City Boulevard, Melbourne, Florida 32935 is hereby designated as the registered office of the Association. The Principal Address is the same.

IN WITNESS WHEREOF, the incorporator hereto has hereunto set his hand and seal this 28th day of October 1998.

  
Mark Petroni



STATE OF FLORIDA       )  
                                  ) SS.:  
COUNTY OF BREVARD    )

BEFORE ME, the undersigned authority, personally appeared Mark Petroni, who, being by me first duly sworn on oath, acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein expressed, this 28<sup>th</sup> day of October, 1998.

(X) Personally known

Laura H. Seguna  
Notary Public       Laura H. Seguna  
State of Florida at Large  
My commission expires:  
[Notarial Seal]

NOTARY PUBLIC - STATE OF FLORIDA  
LAURA H. SEGUNA  
COMMISSION # CC773928  
EXPIRES 10/3/2002  
BONDED THRU ASA 1-888-NOTARY1

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.

  
MARK PETRONI

Dated: October 28, 1998

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