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FLORIDA NON-PROFIT CORPORATION
OLD ORCHID HOMEOWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
OLD ORCHID HOMEOWNERS ASSOCIATION, INC.
(A not-for-profit corporation)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes in existence as of the date of filing these Articles with the Secretary of State of Florida, (the "Florida Not For Profit Corporation Act") and certifies as follows:

ARTICLE I
NAME

The name of the corporation shall be OLD ORCHID HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association") and its duration shall be perpetual. The existence of the corporation shall commence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE II
PURPOSE

The purpose for which the Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Protective Covenants, Restrictions and Easements for Old Orchid, (the "Declaration") to be recorded in the Public Records of Indian River County, Florida, including the establishment and enforcement of payment of charges and assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their Property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

Prepared by:
Stephen P. Johnson, Esq.
Florida Bar No. 0136387
2601 So. Bayshore Drive, 19th Fl.
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Telephone: (305) 854-5900

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ARTICLE III
POWERS

The powers of the Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a not-for-profit corporation which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

- A. To operate and manage the Common Properties and all other property of the Association in accordance with the purpose and intent contained in the Declaration;
- B. To make and collect Assessments against Members to defray the expenses of the Association;
- C. To use the proceeds of Assessments in the exercise of its powers and duties;
- D. To maintain, repair, replace and operate the Common Properties and Improvements thereon;
- E. To reconstruct Improvements upon the Property after casualty and to further improve the Property;
- F. To make and amend By-Laws for the Association and Rules respecting the use of the Property;
- G. To pay all taxes and other assessments which are liens against the Common Properties, if any;
- H. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Rules for the use of the Property;
- I. To provide for management and maintenance and to authorize a management entity to assist the Association in carrying out its power and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of Rules and maintenance of the Common Properties. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances, including (but

not limited to) the making of Assessments, the promulgation of Rules, and the execution of contracts on behalf of the Association;

J. To operate, maintain and manage the Surface water or Stormwater Management System in a manner consistent with the St. Johns River Water Management District permit no. 40-061-0105Y-ERP requirements and applicable District rules and to assist in the enforcement of the provisions of the Declaration that relate to the Surface Water or Stormwater Management System;

K. To levy and collect adequate Assessments against the Members of the Association for the costs of maintenance and operation of the Surface Water or Stormwater Management System; and

L. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property in its own name.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV MEMBERSHIP AND VOTING

Qualification for, and admission to, membership in the Association, and the voting rights of each class of membership in the Association, shall be as provided in and regulated by the Declaration and the By-Laws of the Association.

ARTICLE V BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) directors. Until transition of control by Declarant occurs, as required by Section 3 of Article III of the Declaration, Declarant shall have the right to appoint all members of the Board of Directors and to approve the appointment of all officers of the Association, and no action of the membership of the Association shall be effective unless, and until, approved by Declarant. Further, until turnover of control by Declarant, as aforesaid, no director or officer need be a Member of the Association. The number of directors constituting the initial Board of Directors is three (3) and they shall serve until such time as Declarant relinquishes control of the

Association or until replaced by Declarant. Commencing with the first annual meeting of Members following the date on which Declarant relinquishes control of the Association, the directors shall be elected by the Members of the Association at the annual meeting. Declarant shall be entitled at any time, and from time to time, to remove or replace any director originally appointed by Declarant. Declarant may waive or relinquish in whole or in part any of its rights to appoint any one or more of the directors it is entitled to appoint. The following persons shall constitute the initial Board of Directors:

	<u>Name</u>	<u>Address</u>
1.	Joel Channing	Gardens Plaza 3300 PGA Boulevard, Suite 550 Palm Beach Gardens, FL 33410
2.	Jon Channing	Gardens Plaza 3300 PGA Boulevard, Suite 550 Palm Beach Gardens, FL 33410
3.	Lynn Pitts	Gardens Plaza 3300 PGA Boulevard, Suite 550 Palm Beach Gardens, FL 33410

ARTICLE VI
OFFICERS

Officers shall be elected by the Board of Directors at the annual meetings of the directors, as provided in the By-Laws. Until such time as Declarant relinquishes control of the Association, as provided in the Declaration, however, Declarant shall have the right to approve all of the officers elected. The initial officers shall consist of a President, two Vice-Presidents, a Secretary and a Treasurer. The following persons shall serve as officers until the first election:

<u>Name</u>	<u>Title</u>
Joel Channing	President
Joel Channing	Vice President/Secretary
Lynn Pitts	Vice President/Treasurer

ARTICLE VII
INDEMNIFICATION OF OFFICERS, DIRECTORS
AND COMMITTEE MEMBERS

The Association hereby agrees to indemnify any director, officer or Association committee member made a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, sought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer or committee member, or in his capacity as director, officer, employee or agent of any corporation, partnership, joint venture, trust 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, officer, or committee member did not act in good faith and 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; and

B. 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, officer or committee member for the Association, or by reason of his being or having been a director, officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

The Board of Directors shall determine whether amounts for which a director, officer or committee member seeks indemnification were properly incurred and whether such director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable

ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding.

The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of the Association is:

<u>Name</u>	<u>Address</u>
Karen P. Kondell	2601 South Bayshore Drive Suite 1900 Miami, FL 33133

ARTICLE IX
BY-LAWS

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration. Until such time as Declarant relinquishes control of the Association, no amendments to the By-Laws shall be effective unless Declarant shall have joined in and consented thereto in writing. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE X
AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the Florida Not For Profit Corporation Act; provided, however, that no such amendments shall conflict with the terms of the Declaration; and provided further that no amendment, alteration or rescission may be made which affects the rights or privileges of any Institutional Mortgagee, without the express, prior written consent of the Institutional Mortgagee so affected, and provided further that no amendment, alteration or rescission of these Articles shall be made without following the same process and obtaining the same authorization as is required to amend the Declaration pursuant to its terms. Any attempt to amend contrary to these prohibitions shall be of no force or effect.

ARTICLE XI
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS
ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or 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.

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 XII
DISSOLUTION OR MERGER OF THE ASSOCIATION

Upon the termination, dissolution or final liquidation of the Association, all of its assets remaining after provision for creditors and payment of all cost and expenses of such dissolution shall be distributed in the following manner:

A. Real property contributed to the Association without the receipt of other than nominal consideration, by Declarant (or its predecessor in interest) shall be returned to Declarant unless it refuses to accept the conveyance in whole or in part.

B. Common Properties designated as streets shall be dedicated to the appropriate local government agency.

C. The responsibility for the operation and maintenance of the Surface Water or Stormwater Management System shall 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.

D. Remaining assets shall be distributed among the Members as tenants in common, each Member's share of the assets to be determined in accordance with its voting rights.

The Association may be dissolved upon a resolution to that effect being recommended by not less than three-fourths (3/4) of the Board of Directors, and, if a decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Section 617.1433, Florida Statutes (1993) or statute of similar import, and approved by Members entitled to cast three-fourths (3/4) of the votes of each and every class of membership.

The Association may be merged into another not-for-profit corporation upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and approved by Members entitled to cast three-fourths (3/4) of the votes of each and every class of membership; provided, however, that no merger shall be effective without the consent of the Declarant as long as it has the right to appoint any director to the Board of the Association, which consent may be withheld for any reason whatsoever.

ARTICLE XIII
REGISTERED AGENT AND REGISTERED OFFICE


The name of the initial registered agent shall be COBER CORPORATE AGENTS and the street address of the registered office of the Association shall be 2601 South Bayshore Drive, 19th Floor, Miami, FL 33133. The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

ARTICLE XIV
ADDRESS

The principal place of business and mailing address of the Association shall be:

Gardens Plaza
3300 PGA Boulevard, Suite 550
Palm Beach Gardens, FL 33410

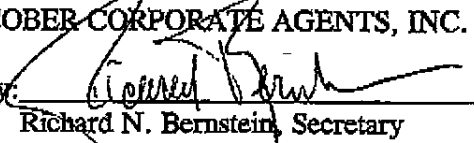
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation at Miami, Florida, this 26th day of March, 1999.



Karen P. Kondell, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been designated as registered agent for OLD ORCHID HOMEOWNERS ASSOCIATION, INC. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.
By: 
Richard N. Bernstein, Secretary

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