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From:
Account Name : RUDEN MCCLOSKEY - TPA
Account Number : I19990000249
Phone : (813)222-6640
Fax Number : (813)314-6979

FLORIDA NON-PROFIT CORPORATION

Cocoa Commons Property Owners Maintenance Association, Inc.

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**ARTICLES OF INCORPORATION
OF
COCOA COMMONS PROPERTY OWNERS MAINTENANCE ASSOCIATION, INC.
a corporation not for profit**

In compliance with the requirements of Florida Statute, Chapter 617, the undersigned, a resident of Florida, and of full age, for the purpose of forming a corporation not for profit does hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is Cocoa Commons Property Owners Maintenance Association, Inc., a corporation not for profit organized under Chapter 617 of the Florida Statutes (the "Association").

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal office of the Association is located at c/o The Sembler Company, 5858 Central Avenue, St. Petersburg, Florida 33707, which shall be the initial registered office of the Association.

**ARTICLE III
REGISTERED AGENT**

Bryan J. Stanley, whose address is c/o Ruden, McClosky, Smith, Schuster & Russell, P.A., 401 E. Jackson Street, Suite 2700, Tampa, Florida 33602, is hereby appointed the initial registered agent of the 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 organized and for which it is to be operated are to provide for maintenance, operation, repair, preservation, and care of the property of the Association, which is situated on or within the real property (the "Property") described in the Declaration of Covenants, Conditions and Restrictions and Grant of Easements recorded in Official Records Book 4208, Page 15, Brevard County, Florida (the "Declaration") and as the same may be amended from time to time as therein provided, including but not limited to, the Surface Water and Stormwater Management System described in the Declaration. In connection therewith, the Association shall have the following powers:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration.

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(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments due to the Association or any other person affiliated with the Association pursuant to the terms of the Declaration; to pay all expenses in connection therewith; and to pay 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) To 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) To borrow money, and with the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(e) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of members holding not less than two-thirds (2/3) of the total votes of the Association.

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

(g) To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Surface Water or Stormwater Management Systems (defined and described in the Declaration), including but not limited to work within retention areas, drainage structures, and drainage easements.

(h) To operate, maintain, and manage the Surface Water and Stormwater Management System (defined and described in the Declaration), including all lakes, retention areas, culverts, and related appurtenances, in a manner consistent with the St. Johns Florida Water Management District permit(s) pertaining to the Property, requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants which relate to the Surface Water or Stormwater Management System.

(i) To adopt and publish rules and regulations governing the use of and operation of the Surface Water and Stormwater Management System (defined and described in the Declaration), and to establish penalties for any infraction thereof;

(j) To sue and be sued in the name of the Association.

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ARTICLE V
MEMBERSHIP

Every person or entity who is, from time to time, a record owner of a fee or undivided fee interest in any Tract (as defined and described in the Declaration) which is subject to the Declaration, including contract sellers, shall be a member of the Association. The foregoing shall not 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
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of not less than three (3) Directors nor more than seven (7), who need not be members of the Association (the "Board"). The initial number of directors shall be three (3) and 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 directors until the election of their successors are:

Craig H. Sher
5858 Central Avenue, St. Petersburg, Florida 33707

Greg Sembler
5858 Central Avenue, St. Petersburg, Florida 33707

Brent Sembler
5858 Central Avenue, St. Petersburg, Florida 33707

The manner in which the directors are appointed is as stated in the bylaws.

ARTICLE VII
DISSOLUTION

The Association may be dissolved upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association. 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 or to any non-profit corporation, association, trust, or other organization to be used for purposes similar to those for which this Association was created.

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, Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution, or liquidation.

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ARTICLE VIII
DURATION

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist perpetually.

ARTICLE IX
AMENDMENTS

The Association shall have the right to amend these Articles of Incorporation at any time upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association. Amendments may be proposed by resolution approved by a majority of the Board; provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

ARTICLE X
BYLAWS

The bylaws of the Association shall be adopted by the Board at the first meeting of directors, and may be altered, amended or rescinded thereafter in the manner provided therein.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is:

Bryan J. Stanley, Esq.
Ruden, McClosky, Smith, Schuster & Russell, P.A.
401 E. Jackson Street, Suite 2700
Tampa, Florida 33602

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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 5th day of December, 2001.

"INCORPORATOR"

BRYAN J. STANLEY

By: *Bryan J. Stanley*
Bryan J. Stanley

STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 5th day of December, 2001 by Bryan J. Stanley, who is personally known to me.

Galey L. Priska
Notary Public - (Signature)
Print Name:
My Commission Expires:



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CONSENT OF REGISTERED AGENT

Registered Agent: Bryan J. Stanley, Esq.
Ruden, McClosky, Smith, Schuster & Russell, P.A.
401 E. Jackson Street, Suite 2700
Tampa, FL 33602

Having been named as Registered Agent for this corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with the duties and obligations of Registered Agents and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.


Bryan J. Stanley, Registered Agent

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