

NO2000001684

IN ORLANDO:
DEAN, MEAD, EGERTON, BLOODWORTH,
CAPOUANO & BOZARTH, P.A.

800 NORTH MAGNOLIA AVENUE
SUITE 1500
P.O. BOX 2346
ORLANDO, FL 32802-2346
(407) 841-1200
FAX (407) 423-1831

IN FORT PIERCE:
DEAN, MEAD, MINTON & KLEIN

1903 SOUTH 25TH STREET
SUITE 200
P.O. BOX 2757
FORT PIERCE, FL 34954
(561) 464-7700/562-7700
FAX (561) 464-7877

DEAN
MEAD

ATTORNEYS AND COUNSELORS AT LAW

IN MELBOURNE AND VIERA:
DEAN MEAD

8240 DEVEREUX DRIVE
SUITE 100
VIERA, FL 32940-7949
(321) 259-6900
FAX (321) 254-4479

IN MERRITT ISLAND:
DEAN, MEAD, SPIELVOGEL
& GOLDMAN

101 SOUTH COURTENAY PARKWAY
SUITE 201
MERRITT ISLAND, FL 32952-4855
(321) 453-2333
FAX (321) 453-8641

PLEASE REPLY TO:

Viera

February 13, 2002

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*****78.75 *****78.75

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

Re: Bonaventure Owners Association, Inc.

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation for the above referenced corporation. Also enclosed is our operating account check payable to the Secretary of State in the amount of \$78.75 representing fees for filing and designation of registered agent. Please file the Articles and return a certified copy, with your certificate of filing, to this office at your earliest convenience.

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

Sincerely,


Troy J. Perdue

TJP/mm
Enclosures

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1002-5065

FILED
2002 MAR -8 PM 4:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3/8/02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2002 MAR -8 PM 4:17

SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 21, 2002

TROY J. PERDUE
8240 DEVEREUX DRIVE
SUITE 100
VIERA, FL 32940-7949

SUBJECT: BONAVENTURE OWNERS ASSOCIATION, INC.
Ref. Number: W02000005065

We have received your document for BONAVENTURE OWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 102A00010709

ARTICLES OF INCORPORATION
OF
BONAVENTURE OWNERS ASSOCIATION, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("these Articles");

ARTICLE I

NAME

The name of the corporation shall be BONAVENTURE OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Owners Association."

ARTICLE II

DURATION

The Owners Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Owners Association shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

DEFINITIONS

Unless the context otherwise requires, all capitalized terms herein shall have the same meaning as set forth in the Declaration of Covenants, Conditions, Easements, Reservations and Restrictions for Bonaventure Business Center recorded or to be recorded in the Public Records of Brevard County, Florida, as it may be amended or supplemented from time to time ("Bonaventure Declaration"), which pertains to the property described in Exhibit "A" attached hereto and incorporated herein by reference.

ARTICLE IV

PRINCIPAL OFFICE

The principal office and mailing address of the Owners Association is located at 8240 Devereux Drive, Suite 100, Viera, Florida 32940.

ARTICLE V

REGISTERED OFFICE AND AGENT

R. Mason Blake, Esq., whose address is 8240 Devereux Drive, Suite 100, Viera, Florida 32940, is hereby appointed the initial registered agent of the Owners Association and the registered office shall be at said address.

ARTICLE VI

PURPOSE AND POWERS OF THE OWNERS ASSOCIATION

The Owners Association shall not pay dividends and no part of any income of the Owners Association shall be distributed to its members, directors or officers. The Owners Association is formed to provide for, among other things, the improvement, maintenance, preservation and architectural control of the Bonaventure Property and to promote the recreation, health, safety and welfare of the Owners. The Owners Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Owners Declaration. The Owners Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Owners Declaration, any Supplemental Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Owners Association for the benefit of the Owners and for the maintenance, administration and improvement of the Center, the Bonaventure Property, Limited Common Areas and Common Areas. The duties and powers of the Owners Association shall be exercised by the Board of Directors unless provided otherwise in the Bonaventure Declaration, these Articles of Incorporation or the Bylaws, and shall include, without limitation, the following:

(a) To fix, levy, collect and enforce payment of, by any lawful means, all charges, fines or Assessments pursuant to the terms of the Bonaventure Declaration, these Articles or the Bylaws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Owners Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Owners Association;

(b) To acquire (by gift, purchase or otherwise), manage, control, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property subjected to the Bonaventure Declaration or any other property for which the Owners Association by rule, regulation, Bonaventure Declaration or contract has a right or duty to provide such services;

(c) To borrow money, and as provided in the Bonaventure Declaration or Bylaws, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility;

(e) To enforce covenants, conditions, or restrictions affecting any property to the extent the District Owners may be authorized to do so under the Bonaventure Declaration or Bylaws;

(f) To engage in activities which will actively foster, promote, and advance the common interests of all owners of the Bonaventure Property;

(g) To enter into, make, perform, or enforce contracts of every kind and description, and to perform all other acts necessary, appropriate, or advisable in carrying out any purpose of the Owners Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(h) To adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Owners Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Bonaventure Declaration;

(i) To maintain, repair, replace and operate portions of the Bonaventure Property and Areas of Common Responsibility consistent with the obligations imposed upon or assumed by the Owners Association for maintenance, repair, replacement and operation pursuant to the Bonaventure Declaration, these Articles, the Bylaws, or separate agreement;

(j) To accept jurisdiction over, and the powers and duties imposed with respect to, any additional property which may become part of the Bonaventure Property or which may otherwise be subjected to the jurisdiction of the Owners Association as provided in the Bonaventure Declaration. The Owners Association shall accept as members all owners of property hereafter subjected to the jurisdiction of the Owners Association as provided in the Bonaventure Declaration; and

(k) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article VI are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article VI.

ARTICLE VII

MEMBERSHIP

7.1 **Membership.** Each Owner, including the Declarant, shall be a member of the Association. No Owner, whether one (1) or more Persons, shall have more than one (1) membership

per Lot owned. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a member. The Owners Association membership of each Owner shall be appurtenant to the Lot giving rise to such membership, and shall not be transferred except upon the transfer of title to said Lot and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Owners Association appurtenant thereto to the new Owner thereof. The membership of an Owner shall not be refused, waived or surrendered, but voting rights and rights of use and enjoyment of the Common Area may be regulated or suspended as provided in these Articles of Incorporation, the Bonaventure Declaration, the Bylaws and the rules and regulations of the Owners Association.

7.2 Jurisdiction of Owners Association. The Owners Association and each member thereof must accept as members those owners subject to the jurisdiction of the Owners Association as provided in the Bonaventure Declaration.

ARTICLE VIII

VOTING RIGHTS

8.1 Voting Rights. The voting rights of members in the Owners Association shall be as set forth in the Bonaventure Declaration and Bylaws, as the same may be amended from time to time.

8.2 Multiple Owners. Each vote in the Owners Association must be cast as a single vote, and fractional votes shall not be allowed. In the event that joint or multiple Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners cast a vote on behalf of a particular Lot, it shall thereafter be conclusively presumed for all purposes that he was or they were acting with the authority and consent of all other Owners thereof. In the event more than the appropriate number of votes are cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

ARTICLE IX

BOARD OF DIRECTORS

The business and affairs of the Owners Association shall be managed by a Board of Directors. The initial Board of Directors shall be comprised of three (3) members, but may be enlarged by a majority of the Board of Directors to as many as five (5) members upon the transfer of control of the rights and responsibilities of administering the Bonaventure Declarations to the Owners Association by the initial Declarant under the Bonaventure Declaration, as provided for in the Bonaventure Declaration; provided, however, that there shall always be an odd number of directorships created. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles and the Bylaws are:

<u>Name</u>	<u>Address</u>
Andrew C. Barber	2600 Newfound Harbor Drive Merritt Island, FL 32952
John W. Walker	4095 South Highway U.S. 1 Rockledge, FL 32955
Jake Wise	1751 Sarno Road, Suite 5 Melbourne, FL 32935

The method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws.

The Board of Directors may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine.

ARTICLE X

OFFICERS

The affairs of the Owners Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President and Treasurer	John W. Walker	4095 South Highway U.S. 1 Rockledge, FL 32955
Vice President and Secretary	Andrew C. Barber	2600 Newfound Harbor Drive Merritt Island, FL 32952

ARTICLE XI

INDEMNIFICATION

The Owners Association shall indemnify every officer, director, committee member and employee of the Owners Association against any and all costs and expenses, including reasonable attorneys' and paralegals' fees, reasonably incurred by or imposed upon such officer, director, committee member or employee in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he may be a party by reason of being or having been an officer, director, committee member or employee of the Owners Association. Such officers, directors, committee members and employees shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors of the Owners Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Owners Association (except to the extent they may also be members of the Owners Association), and the Owners Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, committee member, or employee, or former officer, director, committee member or employee may be entitled. The Owners Association shall, as a Common Expense, maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonably available.

ARTICLE XII

BYLAWS

The Bylaws of the Owners Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XIII

AMENDMENTS

These Articles may be amended by a majority of the Board of Directors adopting a resolution setting forth the proposed amendment, if such proposed amendment is approved by the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of at least two-thirds of the total votes of the Owners Association. However, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause. No amendment shall be effective until filed with the office of the Secretary of State of Florida. A certified copy of each amendment shall be recorded in the Public Records of Brevard County, Florida. No amendment may impair the validity or priority of the lien of any Mortgage held by a Mortgagee or impair the rights granted to Mortgagees herein without the prior written consent of such Mortgagees.

ARTICLE XIV

INCORPORATOR

The name and address of the Incorporator of the Owners Association is as follows:

Name

Address

R. Mason Blake, Esq.

8240 Devereux Drive, Suite 100
Viera, Florida 32940

ARTICLE XV

NONSTOCK CORPORATION

The Owners Association is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Owners Association; provided, however, that membership in the Owners Association may be evidenced by a certificate of membership which shall contain a statement that the Owners Association is a corporation not for profit.

ARTICLE XVI

DISSOLUTION

In the event the Owners Association is intentionally dissolved for the purpose of winding up its affairs, then after the claims of creditors of the Owners Association have been satisfied from the assets of the Owners Association or otherwise, the remaining assets of the Owners Association shall be dedicated to a public body or conveyed to a not-for-profit corporation, as defined in Chapter 617, Florida Statutes, as amended, with similar purposes, as the Board of Directors of the Owners Association shall determine in their sole discretion.

ARTICLE XVII

ADDITIONAL PROPERTY

Additional property may be added from time to time to the Bonaventure Property in accordance with the Bonaventure Declaration. When made, the additions shall extend the jurisdiction, functions, duties and membership of the Owners Association to such additional property as may be contemplated by the Bonaventure Declaration.

The Owners Association and each member must accept as members the Owners of all Lots in the Bonaventure Property where the instrument hereafter annexing additional property to the jurisdiction of the Owners Association provides that the Owners of Lots in the property annexed to the Bonaventure Property are intended to be members of the Owners Association and that the Owners Association is intended to have jurisdiction over them.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these presents to be executed as of the 12th day of February, 2002.

WITNESSES

Marlaine B. Mattox
(Print Name) Marlaine B. Mattox

R. Mason Blake
R. Mason Blake, Esq.

Troy Perdue
(Print Name) Troy Perdue

Address:
8240 Devereux Drive, Suite 100
Viera, Florida 32940

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me on the 12th day of February, 2002 by R. Mason Blake, Esq. Said person is known to me.

OFFICIAL NOTARY SEAL
TROY PERDUE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD064364
MY COMMISSION EXP. OCT. 11, 2005

Troy Perdue
Signature of Person Taking Acknowledgment
Print Name: _____
Commission Expires: _____

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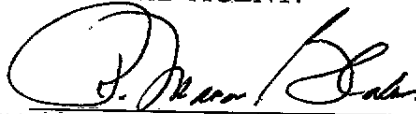
CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

BONAVENTURE OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 8240 Devereux Drive, Suite 100, Viera, Florida 32940, has named R. Mason Blake, Esq., located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



R. Mason Blake, Esq.
Registered Agent

Date: 2/12/02

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2002 MAR -8 PM 4:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EXHIBIT A

THE SOUTH 1/2 OF LOT 10, BLOCK B, BONAVENTURE SUBDIVISION, AS RECORDED IN PLAT BOOK 17, PAGE 60, PUBLIC RECORDS OF BREVARD COUNTY, FLORIDA, LYING IN SECTION 23, TOWNSHIP 25 SOUTH, RANGE 36 EAST, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGIN AT THE SOUTHEAST CORNER OF SAID LOT 10 AND RUN S. 75 DEGREES 53'56" W., ALONG THE SOUTH LINE OF LOT 10, A DISTANCE OF 150.02 FEET TO THE EAST R/W LINE OF U.S. HIGHWAY NO. 1; THENCE RUN N. 19 DEGREES 09'16" W, ALONG SAID R/W LINE, A DISTANCE OF 163.60 FEET; THENCE RUN N. 70 DEGREES 50'44" E., A DISTANCE OF 149.59 FEET TO A POINT ON THE EAST LINE OF SAID LOT 10; THENCE RUN S. 19 DEGREES 06'32" E., ALONG SAID EAST LINE A DISTANCE OF 176.81 FEET TO THE POINT OF BEGINNING.