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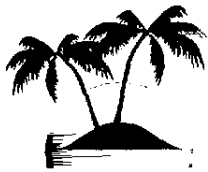
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TALLAHASSEE, FLORIDA

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# TROPICAL VILLAGE, INC.

GRAND PARK AT SOUTHPARK • 8517 SOUTH PARK CIRCLE • SUITE 210 • ORLANDO, FL 32819  
(407) 354-0004 • FAX (407) 354-1112 • TOLL FREE (855) 354-0004

JOANNA F. BROOKS  
VICE PRESIDENT

April 28, 2003

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

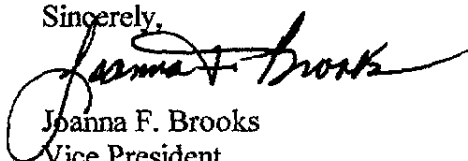
Dear Madam Secretary:

Enclosed for filing please find original and one copy of Articles of Incorporation of Pelican Bay Club Members Association, Inc. along with our check in the amount of \$78.25 to cover the filing and certified copy fees.

Please return a certified copy of the Articles of Incorporation to our office.

Thank you for your assistance in this matter.

Sincerely,



Joanna F. Brooks  
Vice President  
Encs.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Incorporation

of

**PELICAN BAY CLUB MEMBERS ASSOCIATION, INC.**  
A Nonprofit Corporation

We, the undersigned natural persons of legal age, at least two of whom are citizens of the State of Florida, acting as incorporators of a corporation under Chapter 617 of the Florida Statutes, hereby adopt the following articles of incorporation:

**Article I**

The name of the corporation is PELICAN BAY CLUB MEMBERS ASSOCIATION, INC. (hereinafter the "Association"), and the principal office and mailing address is 8517 South Park Circle, Suite 210, Orlando, Florida 32819.

**Article II**

The association is a nonprofit corporation.

**Article III**

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 in perpetuity.

**Article IV**

The registered office of said corporation shall be in Orange County, Florida, which address shall be 8517 South Park Circle, Suite 210, Orlando, Florida 32819, and JOANNA F. BROOKS, is hereby designated as the Registered Agent for service of process for said corporation at said address.

**Article V**

The association is formed for the primary purpose of providing for the maintenance, preservation, and continued enhancement of the lots and common property within a certain parcel of real property described on Exhibit AA@ attached hereto and incorporated herein by reference, and to promote the health, safety, and welfare of the owners and of the residents of the various buildings within the above-described property and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose.

In furtherance of such purposes, the association will have the power to:

(a) Perform all of the duties and obligations of the association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the "Declaration") applicable to the property and to be recorded in the public records of Pasco County, Florida;

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means; and 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 on the property of the association;

(c) Acquire by gift, purchase, or otherwise, own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(d) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer will be effective unless an instrument has been signed by three quarters of each of the members, agreeing to such dedication, sale, or transfer;

(e) Have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

(f) The association shall operation, 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. **4-009-84800-1** requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants, Conditions and Restrictions which relate to the surface water or stormwater management system.

The association shall levy and collect adequate assessments against members of the association for costs of maintenance and operation of the surface water or stormwater management system.

The association is organized and will be operated exclusively for the above purposes. The activities of the association will be financed by assessments on members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member.

#### Article VI

The street address of the initial registered office of the association is 8517 South Park Circle, Suite 210, Orlando, Florida 32819, and the name of its initial registered agent at that address is Joanna F. Brooks.

#### Article VII

Every person or entity who/which is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, will be a member of the association. Membership will be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

#### Article VIII

The association will have two classes of voting members, defined as follows:

All Owners excluding the declarant, as that term is defined in the Declaration. Members will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all of those persons will be members. The vote for such lot will be exercised as such members determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by members. The Declarant will be entitled to two votes for each lot owned.

#### **Article IX**

The number of directors constituting the initial board of directors of the association shall not be less than three (3) but no more than nine (9), and the method of election of directors is as stated in the bylaws. The names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Patrick B. Kirkland	4360 Chamblee Dunwoody Road, Suite 407 Atlanta, Georgia 30341
Joanna F. Brooks	8517 South Park Circle, Suite 210 Orlando, Florida 32819
Claire Lello	8517 South Park Circle, Suite 210 Orlando, Florida 32819

#### **Article X**

On dissolution, the assets of the association will be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets will be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.


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 10C-12.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

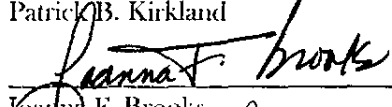
#### **Article XI**

The name and street address of each incorporator is:

Name	Address
Patrick B. Kirkland	4360 Chamblee Dunwoody Road, Suite 407 Atlanta, Georgia 30341
Joanna F. Brooks	8517 South Park Circle, Suite 210 Orlando, Florida 32819
Claire Lello	8517 South Park Circle, Suite 210 Orlando, Florida 32819

Executed at Orlando, Florida, on 16<sup>th</sup> April, 2003.

  
Patrick B. Kirkland

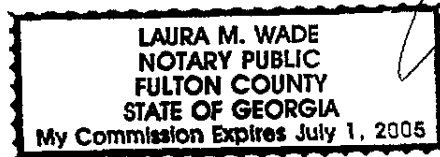
  
Joanna F. Brooks

  
Claire Lello

State of Georgia  
County of Fulton

I, Laura M. Wade, a notary public, certify that on the 16th day of April, 2003, PATRICK B. KIRKLAND, JOANNA F. BROOKS, and CLAIRE LELLO, being first duly sworn, personally appeared before me and declared that they are the persons who signed the foregoing document as incorporators, and that the statements contained therein are true, and that they are personally known to me.

In witness, I have set my hand and on the date first above-written.

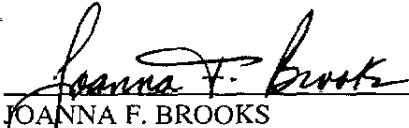


  
Signature of Notary Public

Laura M. Wade  
Name of Notary typed or printed

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Dated: 04/16/, 2003.

  
JOANNA F. BROOKS  
Registered Agent

FILED  
D3 MAY -5 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PELICAN BAY CLUB**

**Exhibit 'A'**

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**LEGAL DESCRIPTION**

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Legal description of the Real Property located in Brevard County, Florida: Tax ID:  
28372200000260.0000.00 -- Pt of Lot 22 of PB1 Pg 164 As Des in ORB 2471 Pg 611 Ex ORB 2545  
Pg 1412, 2615, 2521.

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