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TALLAHASSEE FLORIDA



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JOHN H. EVANS
DOUGLAS W. BAKER

May 22, 2003

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

Re: Cathedral Pines II, Section One Homeowners' Association, Inc.
Our File No.: DWB-2150

Dear Sir/Madam:

Enclosed find the original and one copy of the Articles of Incorporation for the above-captioned corporation, together with our check # 4474 in the amount of \$70.00 to cover your filing fees. Please stamp the copy of the Articles with the date received at your office and return to the undersigned.

Thank you for your assistance in this matter.

Sincerely yours,


Douglas W. Baker, Esquire

DWB/mcr
Enclosures (2)
cc: Paul Vitucci

ARTICLES OF INCORPORATION
OF
CATHEDRAL PINES II, SECTION ONE HOMEOWNERS' ASSOCIATION, INC.
A NON-PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with *Chapter 617 and Chapter 720 of the Florida Statutes (2002)*, as amended, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I: NAME

The name of this corporation shall be **CATHEDRAL PINES II, SECTION ONE HOMEOWNERS' ASSOCIATION, INC.**, hereinafter called the "Association".

ARTICLE II: DURATION

This Association shall have perpetual existence commencing upon the filing of these Articles with the Secretary of State of the State of Florida and shall exist in perpetuity.

ARTICLE III: PURPOSE

The Association does not contemplate pecuniary gain or profit to the Members thereof, and the purposes for which it is formed are to provide for the maintenance and preservation of the lots and common areas within the Subdivision, as described in the Plat which will be recorded in the Public Records of Brevard County, Florida, and for such other properties as may be brought within the jurisdiction of the Association, including, but not limited to, the following specific purposes:

(a) Promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association;

(b) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Deed Restrictions, hereinafter called "Declaration", applicable to the property and to be recorded in the Public Records of Brevard County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(c) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration against Members of the Association;

(d) 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;

(e) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes as set forth in the By-Laws provided that any such merger, consolidation or annexation shall have the assent of the Members of the Association by a vote of a majority of a quorum of the Members of the Association present in person or by proxy at a meeting called for that purpose;

(f) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE IV: INCORPORATORS

The names and post office addresses of each incorporator to these Amended Articles of Incorporation are as follows, to-wit:

Paul Vitucci
2815 St. Charles Court
Titusville, Florida

Ken Lowry
2800 St. Charles Court
Titusville, Florida

Amy Miller
2870 St. Marks Drive
Titusville, Florida

Margaret Sizemore
2860 St. Marks Drive
Titusville, Florida

ARTICLE V: VOTING RIGHTS & MEMBERSHIP

Every person or entity who is a record owner of a fee interest in any lot or lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to 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. There shall be one vote per lot.

**ARTICLE VI: NOTICE AND QUORUM FOR MEETINGS
OF THE ASSOCIATION**

Meetings of the Association shall be called by written notice sent to all Members not less than fourteen (14) days nor more than thirty (30) days prior to the meeting, and the notice shall set forth the purpose of the meeting. Presence at the meeting of Members or of proxies entitled to cast fifty percent (50%) of all votes of the membership shall constitute a quorum.

ARTICLE VII: BOARD OF DIRECTORS

The Board of Directors of this Association shall consist of not less than three (3) Directors, who need not be a Member of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association but shall never be less than three (3). The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Paul Vitucci
2815 St. Charles Court
Titusville, Florida

Ken Lowry
2800 St. Charles Court
Titusville, Florida

Amy Miller
2870 St. Marks Drive
Titusville, Florida

Margaret Sizemore
2860 St. Marks Drive
Titusville, Florida

At the first meeting the Members shall elect three (3) Directors to serve for a term of one (1) year each.

ARTICLE VIII: OFFICERS

The affairs of this Association shall be managed by the Officers which shall consist of a President, Vice-President, Secretary and Treasurer. The Officers shall be elected at the annual meeting of the Board of Directors and they shall serve for a term of one (1) year each. A person may hold more than one office. The President, Vice President, Secretary and Treasurer must be members of the Association. The names and addresses of the persons who are to act in the capacity of Officers until the selection of their successors are:

Paul Vitucci, President
2815 St. Charles Court
Titusville, Florida

Ken Lowry, Secretary
2800 St. Charles Court
Titusville, Florida

Amy Miller, Vice President
2870 St. Marks Drive
Titusville, Florida

Margaret Sizemore, Treasurer
2860 St. Marks Drive
Titusville, Florida

ARTICLE IX: BY-LAWS

The By-Laws of the Association shall be adopted, altered, amended or rescinded at a regular or special meeting of the Members of the Association, as set forth in Section 8 of the By-Laws of the Association.

ARTICLE X: AMENDMENT

Amendment of these Articles shall require the assent of fifty-one percent (51%) of the entire membership.


ARTICLE XI: INITIAL REGISTERED OFFICE AND AGENT

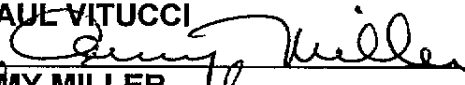
The address of the initial registered office of this Association is, 2815 St. Charles Court, Titusville, Florida 32780, and the name of the initial registered agent of this Association at that address is Paul Vitucci. The registered office is also the principal office.


ARTICLE XII: DISSOLUTION

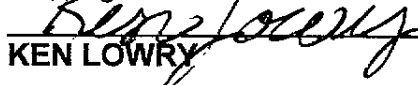
The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused the assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of Florida, we the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation, this 19 day of May, 2003.



PAUL VITUCCI


AMY MILLER


MARGARET SIZEMORE


KEN LOWRY

**STATE OF FLORIDA
COUNTY OF BREVARD**

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **PAUL VITUCCI, AMY MILLER, MARGARET SIZEMORE, KEN LOWRY**, personally known to me to be the incorporators described in and who executed the foregoing Articles of Incorporation of **CATHEDRAL PINES II, SECTION ONE HOMEOWNERS' ASSOCIATION, INC.**, and they acknowledged that they subscribed the said instrument for uses and purposes set forth herein.

WITNESS my hand and official seal this 19 day of May, 2003.

[SEAL]



Elizabeth Lichtenberg


Notary Public, State of Florida
My Commission expires: June 20, 2007

**STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
CATHEDRAL PINES II, SECTION ONE HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to the provisions of *Florida Statutes, Sections 48.091 and 607.034(3)*, the undersigned, as Director of **CATHEDRAL PINES II, SECTION ONE HOMEOWNERS' ASSOCIATION, INC.** hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered office of this Corporation is 2815 St. Charles Court, Titusville, Florida 32780 and the name of the initial registered agent of this Corporation at that address is **PAUL VITUCCI**.

DATED this 19 day of May, 2003.



PAUL VITUCCI

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of **CATHEDRAL PINES II, SECTION ONE HOMEOWNERS' ASSOCIATION, INC.** at the initial registered office of the Corporation at 2815 St. Charles Court, Titusville, Florida 32780.

DATED this 19 day of May, 2003.



PAUL VITUCCI