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FLORIDA NON-PROFIT CORPORATION

Winter Beach Farms Property Owner's Association, Inc

|                       |         |
|-----------------------|---------|
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**ARTICLES OF INCORPORATION  
OF**

**WINTER BEACH FARMS PROPERTY OWNER'S ASSOCIATION, INC.**

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a not for profit corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation is WINTER BEACH FARMS PROPERTY OWNER'S ASSOCIATION, INC., a Florida not for profit corporation (hereinafter called the "Association" in these Articles). The initial address of the principal office and the mailing address of the Corporation is 1614 Coral Reef St., Sebastian, Florida 32958.

**ARTICLE II  
OFFICE AND REGISTERED AGENT**

The Association's initial registered agent is Rene' G. VanDeVoorde, Esq., who maintains a business office at 1327 N. Central Ave., Sebastian, FL 32958. The Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III  
PURPOSE**

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of residential lots and common areas within that subdivision (hereinafter called the "Properties") located in Indian River County, Florida and more particularly described as:

Tract 13, less the West 12 acres of said Tract 13, and the West 10 acres of Tract 14, all in Section 5, Township 32 South, Range 39 East according to the last general plat of lands of Indian River Farms Company, as recorded in plat book 2, page 25, public records of St. Lucie county, Florida, said lands now lying and being in Indian River County, Florida. Less canal and road rights of way of record.

**ARTICLE IV  
POWERS**

Without limitation, this Association is empowered to:

a) Declaration. Exercise all rights, powers, privileges, and perform all duties of this Association set forth in that certain Declaration of Covenants, Conditions and Restrictions for

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WINTER BEACH FARMS (hereinafter called the "Declaration") applicable to the Properties and recorded or to be recorded in the Public Records of Indian River County, Florida, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with is Association's affairs;

c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established b, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of it's powers and duties hereunder;

d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property;

e) Borrowing. Borrow money and, with the approval of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interest in, or otherwise transfer any o all of its property as security for money borrowed, debts incurred, or any of its other obligations;

f) Dedications. With the approval of two-thirds (2/3) of each class of members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as two-thirds (2/3) of each class of members determine;

g) Mergers. With the approval of two-thirds (2/3) of each class of members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes;

h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots and Common Area (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles:

i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration of these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted:

j) Enforcement. To enforce by legal means the obligations of the members of this

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**Association and the provisions of the Declaration:**

- k) Litigation To sue or to be sued;
- l) Surface Water Management Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas, and to contract for services for operation and maintenance of the surface water management system facilities;
- m) Surface Water or Stormwater Management System Duties, Powers, and Dissolution The Association shall operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the St. Johns River Water Management District permit requirements and applicable St. Johns River Water Management District rules, and shall assist in the enforcement of the restrictions and covenants contained herein. The Association shall levy and collect adequate Assessments against Lot Owners for the costs of maintenance and operation of the Surface Water or Storm water Management System. The Assessments shall be used for the maintenance and repair of the Surface Water or Storm water Management System, including but not limited to work within retention areas, drainage structures and drainage easements.
- In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Storm water Management System must be transferred to and accepted by an entity which would comply with Rule 40C-42.027, Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.
- n) Other Engage in all lawful acts permitted or authorized by law.

**ARTICLE V  
MEMBERSHIP**

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot, that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by record conveyance or other transfer of title of a Lot.

**ARTICLE VI  
VOTING RIGHTS**

The voting rights of members are set forth in the Declaration.

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## **ARTICLE VII BOARD OF DIRECTORS**

This Association's affairs are managed by a Board of Directors initially composed of four Directors. The number of Directors from time to time may be changed by amendment to the Association's By-Laws, but at all times it must be at least four (4) members. Directors need not be Association members. The qualification, term, manner of appointment and election of the Directors shall be described in the Association's By-laws. Until the end of the "Class B Control Period" as such term is defined in the Declaration, the Declarant under the Declaration shall have the right to appoint the Directors of the Association.

## **ARTICLE VIII DURATION**

This Association exists in perpetuity.

## **ARTICLE IX DISSOLUTION**

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida with the consent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation with another property owner's association, all of this Association's assets, together with the control or right of access to any property containing the surface water management system facilities, shall be conveyed or dedicated to an appropriate governmental unit or public utility to be used for purposes similar to those for which this Association was created. If any such conveyance or dedication is refused, such assets, together with the control or right of access to any property containing the surface water management system facilities shall be granted, conveyed, and assigned to a non-profit corporation or other organization similar to the Association and devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

## **ARTICLE X BY-LAWS**

This Association's By-Laws will initially be adopted by the Board of Directors. Thereafter, the By-Laws shall be altered, amended, or rescinded solely by the approval of the Board of Directors. In certain circumstances set forth in the Declaration, or as may be set forth in any future supplemental declaration, the members may have authority to approve amendments to the By-Laws; in those circumstances such provisions shall control the alteration, amendment or rescission of the By-Laws.

## **ARTICLE XI AMENDMENTS**

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida. In certain circumstances set forth in the Declaration, or as may be set forth in any future supplemental declaration, the members may have authority to approve amendments to these Articles by a different percentage than established by law; in those circumstances such provisions shall control the amendment to these Articles.

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**ARTICLE XII  
INTERPRETATION**

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend for it's provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

**ARTICLE XIII  
INCORPORATORS**

The names and addresses of the incorporators of these Articles are:

**Name****Address**

Glen Rohm

1614 Coral Reef St., Sebastian, FL 32958


IN WITNESS WHEREOF, as the undersigned subscribing incorporators have hereunto set our hands and seals, this 16th day of August, 2004, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

  
Glen Rohm

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day before me, an officer in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Glen Rohm to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 16 day of August, 2004, by Glen Rohm, who is known to me or who produced n/a as identification, and who did not take an oath.

  
Notary Public State of Florida  
My Commission expires:

Angela M. Sherbrook  
MY COMMISSION # CC987477 EXPIRES  
March 3, 2005  
BONDED THIRD TROY FARM INSURANCE, INC.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE  
SERVED**

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:**

**FIRST – THAT WINTER BEACH FARMS PROPERTY OWNER'S  
ASSOCIATION, INC.  
(NAME OF CORPORATION)**

**DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORI-  
DA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF SEBASTIAN STATE OF  
FLORIDA, HAS NAMED Rene' G. VanDeVoorde  
(NAME OF REGISTERED AGENT)**

**LOCATED AT 1327 N. Central Avenue  
(STREET ADDRESS AND NUMBER OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)**

**CITY OF Sebastian STATE OF FLORIDA, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.**

**SIGNATURE [Signature]  
(CORPORATE OFFICER)**

**TITLE President**

**DATE: Aug. 18, 2004**

**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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.**

**SIGNATURE [Signature]  
(RESIDENT AGENT)**

**DATE: Aug 18, 2004**

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