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3674

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Requestor Name: Attorneys' Title Insurance Fund, Inc.

Address: 1965 Capital Circle NE
Tallahassee, Florida 32308

Telephone: 850-222-2785

Contact: Barbara Keys

Corporation

Name: WATERSIDE OF VERO BEACH
PROPERTY OWNERS ASSOCIATION, INC

Document

Number:

(If Applicable)

Authorization:

Cheryl H. Paul

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**ARTICLES OF INCORPORATION
OF
WATERSIDE OF VERO BEACH
PROPERTY OWNERS ASSOCIATION, INC.,
a Florida not-for-profit corporation**

**ARTICLE 1
NAME**

01. Name.

The name and address of the corporation is: **Waterside Of Vero Beach Property Owners Association, Inc.** (herein referred to as the "Association"), of 9000 Burma Road, Suite 102, Palm Beach Gardens, FL 33403

**ARTICLE 2
DEFINITIONS**

- 02. Definitions.** Unless defined in these Articles or the Bylaws all terms used in the Articles and the Bylaws shall have the same meanings as used in the Declaration of Protective Covenants And Restrictions For Waterside of Vero Beach, herein referred to as the "Declaration", which Declaration is to be recorded in the public records of Indian River County, Florida and which will pertain to the following described property:

The North ½ of Tract 6, Section 26, Township 33 South, Range 39 East, according to the last general plat of lands of the Indian River Farms Company filed in the Office of the Clerk of the Circuit Court of St. Lucie County, Florida, in Plat Book 2, page 25; Less and except the North 27.57 feet thereof and Less the road right-of-way for 20th Avenue (the East 80 feet); said land now lying and being in Indian River County, Florida.

The above described property is to be platted in accordance with a plat to be known as Waterside Subdivision, herein referred to as "Waterside".

ARTICLE 3
PURPOSE

03. Purpose. The purposes for which the Association is organized are as follows:
- 3.1 To operate as a corporation not-for-profit pursuant to Chapters 617 and 720, Florida Statutes.
 - 3.2 To administer, enforce and carry out the terms and provisions of the Declaration as same may be amended or supplemented from time to time.
 - 3.3 To administer, enforce and carry out the terms and provisions of any other Declaration of Covenants and Restrictions or similar document, submitting property to the jurisdiction of or assigning responsibilities, rights or duties to the Association and accepted by the Board of Directors of the Association, herein referred to as the "Board".
 - 3.4 To promote the health, safety, comfort and social and economic welfare of the Members of the Association and the Owners and Residents of Lots in Waterside, as authorized by the Declaration, by these Articles, and by the Bylaws.
 - 3.5 To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit applicable to Waterside, a copy of which is to be attached to the Declaration as an Exhibit and made a part thereof, as well as all requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system, as well as 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 system(s) in a manner consistent with the St. Johns River Water Management District permit requirements and applicable District rules.

ARTICLE 4
POWERS

04. Powers. The Association shall have the following powers:

- 4.1 All of the common law and statutory powers of a corporation not-for-profit under the laws of Florida, specifically, Chapters 617 and 720, Florida Statutes, which are not in conflict with the terms of these Articles.
- 4.2 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.
- 4.3 To enter into, make, establish and enforce, rules, regulations, Bylaws, covenants, restrictions and agreements to carry out the purposes of the Association.
- 4.4 To make and collect Assessments for Common Expenses from Owners to defray the costs, expenses, reserves and losses incurred or to be incurred by the Association and to use the proceeds thereof in the exercise of the Association's powers and duties.
- 4.5 To own, purchase, sell, convey, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.
- 4.6 To hold funds for the exclusive benefit of the Members of the Association as set forth in these Articles and as provided in the Declaration and the Bylaws.
- 4.7 To purchase insurance for the protection of the Association, its officers, directors and Members, and such other parties as the Association may determine to be in the best interests of the Association.
- 4.8 To operate, maintain, repair, and improve all Common Areas and such other portions of Waterside as may be determined by the Board from time to time.

- 4.9 To honor and perform under all contracts and agreements entered between third parties and the Association or third parties and the Developer which are assigned to the Association.
- 4.10 To exercise architectural control, either directly or through appointed committees, over all building's, structures and improvements to be placed or constructed upon any portion of Waterside. Such control shall be exercised pursuant to the Declaration.
- 4.11 To provide for private security, fire safety and protection, and similar functions and services within Waterside as the Board in its discretion determines necessary or appropriate.
- 4.12 To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, streets (to the extent not maintained by Indian River County), pathways, and other structures, landscaping, lawn sprinkling systems, paving and equipment, both real and personal, related to the health, safety and social welfare of the Members of the Association and the Owners and Residents of Waterside as the Board in its discretion determines necessary or appropriate.
- 4.13 To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and/or to contract with others for the performance of such obligations, services and/or duties and to pay the cost thereof in accordance with whatever contractual arrangement the Board shall enter.
- 4.14 To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit applicable to Waterside, a copy of which is attached to the Declaration as Exhibit "D" and made a part thereof, as well as all requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system, as well as 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 system(s) in a manner consistent with the St. Johns River Water Management District permit requirements and applicable District rules.

ARTICLE 5
MEMBERS

05. Members.

5.1 Membership. Except as is set forth in this Article 5, every Person who is a record titleholder of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a Member of the Association, provided that any such Person which holds such interest merely as a security for the performance of any obligation shall not be a Member. A builder or developer who in its normal course of business purchases a Lot for the purpose of constructing an Improvement thereon for resale shall not become a Member of the Association so long as such builder or developer does not occupy the Improvement as a residence. Only (a) those Persons who purchase a Lot to have a residence built for them, (b) those Persons who purchase a Lot and the Improvements thereon during or after completion of construction, and (c) the Developer shall be Members. Notwithstanding the previous sentence, if a builder does occupy an Improvement as his primary personal residence and so notifies the Association in writing, thereafter such builder shall be considered a Member of the Association. The Developer shall retain the rights of membership including, but not limited to, the Voting Rights, to all Lots owned by Persons not entitled to Membership as herein defined.

5.2 Transfer of Membership. Transfer of membership in the Association shall be established by the recording in the Public Records of Indian River County of a deed or other instrument establishing a transfer of record title to any Lot for which membership has already been established. The Owner designated by such instrument of conveyance thereby becomes a Member, and the prior Member's membership thereby is terminated. In the event of death of a Member his membership shall be automatically transferred to his heirs or successors in interest. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a true copy of the recorded deed or other instrument establishing the transfer of ownership of the Lot, and shall be the responsibility and obligation of both the former and the new Owner of the Lot to provide such true copy of said recorded instrument to the Association.

5.3 Prohibition Against Transfer. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot associated with the membership of that Member, nor may a membership be separately assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot.

5.4 Determination of Voting Rights. The Association shall have two (2) classes of membership:

Class A. The Class A Member shall be all Owners with the exception of the Developer, and shall be entitled to one (1) vote for each Lot owned. When more than one Person holds an interest in any Lot, all such Persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B Member shall be the Developer and the Developer shall be entitled to three (3) votes for each Lot owned. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occur earlier:

- (a) Three (3) months after ninety percent (90%) of all the Lots that will ultimately be operated by the Association have been conveyed to the Class A Membership (other than the Developer); or
- (b) At an earlier date at the sole discretion of the Developer; provided, however, Developer shall, at all times, comply with Section 720.307, Florida Statutes relative to transition and control.

From and after the happening of these events, whichever occurs earlier, the Class B Members shall be deemed Class A Members entitled to one (1) vote for each Lot in which it holds the interest required under this Article.

- 5.5 Voting by Co-Owners. If the Lot associated with the membership of a Member is owned by more than one person, the vote(s) of the Member may be cast at any meeting by any Co-Owner of the Lot. If when the vote(s) is (are) to be cast, a dispute arises between the Co-Owners as to how the vote(s) will be cast, they shall lose the right to cast their vote(s) on the matter being voted upon, but their vote(s) continue to be counted for purposes of determining the existence of a quorum.
- 5.6 Proxies. Every Member entitled to vote at a meeting of the Members, or to express consent or dissent without a meeting, may authorize another person to act on the Member's behalf by a proxy signed by such Member. Any proxy shall be delivered to the Secretary of the Association or the person acting as Secretary at the meeting, at or prior to the time designated in the order of business for so delivering such proxies. No proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at any time at the pleasure of the Member executing it.
- 5.7 Calculation of Votes. Any question concerning the number of votes which may be cast by a Member shall be decided by the Board.

ARTICLE 6 PERSONS SERVING ON THE BOARD

- 6.1 Persons Serving on the Board. The affairs of the Association shall be managed by a Board consisting of not less than three (3) persons, nor more than seven (7) persons, and which shall always be an odd number. The number of persons on the Board shall be determined in accordance with the Bylaws. In the absence of such determination, there shall be three (3) persons on the Board.
- 6.2 Developer shall have the right to retain control of the Association as more particularly outlined in the Bylaws of the Association and in accordance with Section 720.307, Florida Statutes, or until such earlier time as is determined by Developer, in Developer's sole discretion. Developer shall have the right to appoint all Class B Board Members and to otherwise govern the affairs of the Association in accordance with the Bylaws of the Association. The Class A Members appointment to the Board shall be at the times and by the procedures outlined in the Bylaws of the Association; provided, however, that such appointment shall at all times comply with Section 720.307,

Florida Statutes; provided, further however, that Developer is entitled to elect at least one (1) Board Member as long as Developer holds for sale in the ordinary course of business at least five percent (5.00%) of all the Lots owned.

- 6.3 All of the duties and powers of the Association existing under Chapters 617 and 720, Florida Statutes, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the Members only when specifically required.
- 6.4 A Board Member may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws. However, any Board Member appointed by the Developer may only be removed by the Developer, and any vacancy on the Board of a member appointed by the Developer shall be filled by the Developer.
- 6.5 The names and addresses of the Board Members who shall hold office until their successors are elected or appointed, or until removed, are as follows:

Jules S. Minker
9000 Burma Road, Suite 102
Palm Beach Gardens, Florida 33403

Deborah Chapman
9000 Burma Road, Suite 102
Palm Beach Gardens, Florida 33403

Robert A. Burson
PO Box 1620
Stuart, Florida 34995

ARTICLE 7
OFFICERS

07. Officers. The Officers of the Association shall be a President, Vice President, Secretary, Treasurer and such other officers as the Board may from time to time by resolution create. The Officers shall serve at the pleasure of the Board, and the Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. The names of the Officers who shall serve until their successors are designated by the Board are as follows:

President:	Jules S. Minker
Vice President:	Deborah Chapman
Secretary:	Robert A. Burson
Treasurer:	Robert A. Burson

ARTICLE 8
INDEMNIFICATION

08. Indemnification of Officers, Board Members or Agents. The Association shall indemnify any Person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Board Member, employee, Officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; or matter as to which such Person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such Person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the Person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect

to any criminal action or proceeding that he had no reasonable cause to believe that his conduct was unlawful.

- 8.1 To the extent that a Board Member, Officer, employee or agent of the Association is entitled to indemnification by the Association in accordance with this Article 8, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonable incurred by him in connection therewith.
- 8.2 Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Board Members, Officer, employee or agent of the Association to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.
- 8.3 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of Members or otherwise. As to action taken in an official capacity while holding office, the indemnification provided by this Article shall continue as to a Person who has ceased to be a Board Member, Officer, employee, or agent of the Association and shall inure to the benefit of the heirs, executors and administrators of such a Person.
- 8.4 The Association shall have the power to purchase and maintain insurance on behalf of any Person who is or was a Board Member, Officer, employee or agent of the Association or the Master Association, or is or was serving at the request of the Association as a Board Member, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE 9
BYLAWS

09. Initial Bylaws. The initial Bylaws shall be adopted by the Board, and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE 10
AMENDMENTS

10. Amendments. Amendments to these Articles shall be proposed and adopted in the following manner:
- 10.1 Initiation. A resolution to amend these Articles may be proposed by a majority of the Board Members, or by Members holding not less than ten percent (10%) of the votes of the entire membership of the Association.
- 10.2 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.
- 10.3 Adoption of Amendments.
- 10.3.1 A resolution for the adoption of the proposed amendment shall be adopted by Members having not less than a majority of the votes of the entire membership of the Association.
- 10.3.2 Amendment of the Articles shall require the assent of two-thirds of the votes of the Members.
- 10.3.3 Upon the approval of an amendment to these Articles, Articles of Amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the Public Records of Indian River County, Florida, as an amendment to the Declaration.

ARTICLE 11

TERM

11. Term. The Association shall have perpetual existence. If, for whatever reason, the Association is dissolved by the Members, any Common Area, expressly including, the operation and maintenance of the surface water or stormwater management system, shall be conveyed to an appropriate agency of the local government for control and maintenance purposes. If no agency of the local government will accept such conveyance and responsibility, such property must be conveyed to a not-for-profit corporation similar to the Association. Notwithstanding the above, 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, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE 12

FHA/VA APPROVAL

12. FHA/VA Approval. As long as there is a Class B Membership, the following actions will require the approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties; provided, however, that Phase II as contemplated and described in the Declaration may be annexed or added without the approval of the Federal Housing Administration or the Veterans Administration; mergers and consolidations; mortgaging of Common Area; dissolution and amendment of the Articles.

ARTICLE 13

INCORPORATOR

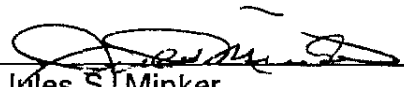
13. Incorporator. The name and street address of the Incorporator is:

Jules S. Minker
9000 Burma Road, Suite 102
Palm Beach Gardens, FL 33403

ARTICLE 14
INITIAL REGISTERED OFFICE ADDRESS
AND NAME OF INITIAL REGISTERED AGENT

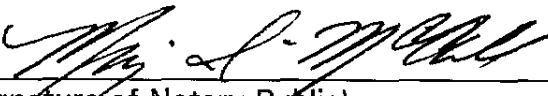
14. Registered Office and Registered Agent. The street address of the initial registered office of the Association is 9000 Burma Road, Suite 102, Palm Beach Gardens, FL 33403. The initial Registered Agent of the Association at that address is Jules S. Minker.

IN WITNESS WHEREOF, the Incorporator has executed these Articles on the date set forth below.

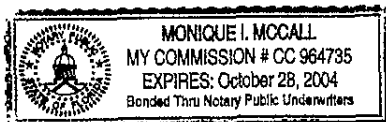

Jules S. Minker
Incorporator
August 18, 2004

STATE OF FLORIDA
COUNTY OF MARTIN _____

Subscribed and acknowledged before me on August 18, 2004, by Jules S. Minker, who is personally known to me and who did not take an oath.


(Signature of Notary Public)
Monique I. McCall

(Notary Seal)



(Print, type, or stamp commissioned name of Notary Public)

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
THE SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

Waterside Of Vero Beach Property Owners Association, Inc., desiring to organize as a not-for-profit corporation under the laws of the State of Florida with its registered office at 9000 Burma Road, Suite 102, Palm Beach Gardens, FL 33403, hereby designates Jules S. Minker, located at the above registered office, as its Registered Agent to accept service of process within this state.



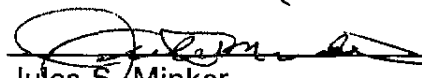
Jules S. Minker,

Incorporator

Date: August 18, 2004

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of said Act relative to keeping open said office.



Jules S. Minker,

Registered Agent

Date: August 18, 2004

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