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Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Treasure Key Homeowners Association, Inc.

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**ARTICLES OF INCORPORATION OF
TREASURE KEY
HOMEOWNERS ASSOCIATION, INC.**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, all of whom are residents of the State of Florida, and 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 OF CORPORATION

The name of the corporation is TREASURE KEY HOMEOWNERS ASSOCIATION, INC., a corporation not for profit organized under Chapter 617 of the Florida Statutes, as it existed on the date of incorporation, and all subsequent assessments thereto (hereinafter referred to as the "Association").

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is located at 3410 N. Harbor City Blvd., Melbourne, Florida 32935, which shall be the initial registered office and mailing address of the Association.

ARTICLE III
INCORPORATOR

Mark Petroni, whose address is 3410 N. Harbor City Blvd., Melbourne, Florida 32935, is the sole incorporator of the Association.

ARTICLE IV
REGISTERED AGENT

David G. Larkin, whose address is Fallace & Larkin, L.C., 1900 South Hickory Street, Ste. A, Melbourne, Florida 32901 is hereby appointed as the initial registered agent of the Association.

ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is organized and for which it is to be operated are to provide for maintenance, preservation, and care of the property of the Association, and to provide the architectural control of the residential lots and common area within that certain tract of property described on Exhibit "A" attached hereto and incorporated herein by this reference (hereinafter referred to as the "Property"), and to promote the health, safety, and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes. In connection therewith, the Association shall have the following powers:

- (a) To exercise all the powers and privileges and to perform all the duties and obligations of the Association as set forth in a Declaration of Covenants and Restrictions for Treasure Key (the "Declaration"), applicable to the Property and to be recorded in the Office of the Clerk of the Circuit Court, Brevard County, Florida and as the same may be amended from time to time as therein provided;

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- (b) Enforcing the provisions of the Declaration and these Articles of Incorporation, and the By-Laws of the corporation which may be hereafter adopted, and the rules and regulations governing the use of the common areas as the same may be hereafter established.
- (c) To fix, levy, collect, and enforce payment by any lawful means, all charges or assessments due to the Association or any other person affiliated with the Association pursuant to the terms of the Declaration; to pay all expenses in connection therewith; and to pay all office and other expenses incident to the conduct of business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (d) To 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) To borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (f) To dedicate, sell, or transfer all or any part of the common areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale, or transfer unless otherwise set forth in the Declaration;
- (g) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members;
- (h) To annex additional property and common areas in the manner set forth in the Declaration;
- (i) To have and to exercise any and all powers, rights and privileges which a corporation organized under Florida law, including Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.
- (j) 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 Systems, including but not limited to work within retention areas, drainage structures, and drainage easements.
- (k) To operate maintain and manage the Surface Water or Stormwater Management Systems in a manner consistent with the St. John's River Water Management District permit requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained therein.
- (l) Maintaining, repairing, replacing, operating, and managing the common areas of this subdivision and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of said property.

- (m) To make and establish reasonable rules and regulations governing the use of common areas in accordance with the terms and provisions as set forth and defined in the Declaration.
- (n) To enter into leases and agreements of every nature or kind.

ARTICLE VI MEMBERSHIP

Every person or entity who is a record owner or who holds a fee or undivided fee interest in any lot which is subject to the Declaration, including contract sellers, shall be a member of the Association with the voting rights described in Article VII hereof. The foregoing shall not to include persons or entities who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VII VOTING RIGHTS

The Association shall have two classes of voting membership with the relative rights and preferences as follows:

Class A: Class A members shall be all owners, with the exception of the Declarant, of any plot of land shown upon any recorded plat of the Property ("Lot" or "Lots"). Each Class A member shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, each such person shall be members, however, the vote for such Lot shall be exercised as they collectively determine, and in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B member shall be the Declarant (as defined in the Declaration), who shall be entitled to five (5) votes for each Lot owned within the Property. Unless converted earlier and voluntarily by the Declarant, the Class B membership shall cease and be converted to Class A membership upon the first to occur of either of the following events:

- (a) the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or
- (b) fifteen (15) years from the date of the original recording of the Declaration in the public records of Brevard County, Florida; or
- (c) at the election of the Declarant (whereupon the Class A Members shall be obligated to elect the Board of Directors and assume control of the Association).

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Association shall be managed by not less than three (3) and no more than a Board of five (5) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The Board of Directors shall be elected at the first meeting of the Association in the manner described in the Bylaws.

ARTICLE IX DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of 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 acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purpose.

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 Systems must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code, and be approved by St. John's River Water Management District prior to such termination, dissolution, or liquidation.

ARTICLE X EXISTENCE AND DURATION

The existence of the Corporation shall commence with the filing of these Articles of Incorporation with the Secretary State, Tallahassee, Florida. The Corporation shall exist in perpetuity.

ARTICLE XI AMENDMENTS

The Association shall have the right to amend these Articles at any time upon the affirmative vote of two-thirds (2/3) of each class of the voting interests of the Association as described in Article VII hereof. Amendments may be proposed by resolution approved by a majority of the Board of Directors; provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

ARTICLE XII BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors at the first meeting of Directors, and may be altered, amended, or rescinded thereafter in the manner provided therein.

ARTICLE XIII ASSESSMENTS

The assessments shall be used for the maintenance and repair of the Surface Water or Stormwater Management Systems including but not limited to work within retention areas, drainage structure, and drainage easements and for the maintenance and repair of the common areas within the Property, and other property of the Association, as set forth in the Declaration.

**ARTICLE XIV
INDEMNIFICATION**

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole Incorporator of this Association, has executed these Articles of Incorporation this 4 day of April, 2006.


Mark Petroni, Incorporator


STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 4th day of April, 2006, by Mark Petroni, who is personally known to me and did not take an oath.



David G. Larkin
MY COMMISSION # DD113363 EXPIRES
July 28, 2006
KNOX INSURANCE COMPANY, INC.

Signature of Notary Public


Print Name of Notary Public
Notary Public State of Florida
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/
REGISTERED AGENT, IN THE STATE OF FLORIDA.

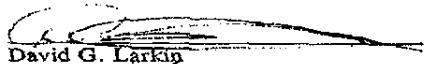
1. The name of the corporation is:

TREASURE KEY HOMEOWNERS ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

David G. Larkin
Fallace & Larkin, L.C.
1900 S. Hickory Street, Ste. A
Melbourne, Florida 32901

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.


David G. Larkin

Dated: 4/21, 2006

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EXHIBIT "A"

LEGAL DESCRIPTION OF TREASURE KEY

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LEGAL DESCRIPTION: PARCEL A (as furnished to Surveyor)

Part of the Southwest 1/4 of Section 9, Township 28 South, Range 37 East, Brevard County, Florida, being more particularly described as follows:

From the Northwest corner of the Southwest 1/4 of Section 9, Township 28 South, Range 37 East, Brevard County, Florida, run N89°27'25"E along the North line of aforesaid Southwest 1/4 of Section 9 a distance of 40.00 feet to the East right-of-way line of Dairy Road and the Point of Beginning of the herein described parcel; thence continue N89°27'25"E along said North line of said Southwest 1/4 a distance of 830.79 feet to the Northeast corner of the Northwest 1/4 of the Northwest 1/4 of said Southwest 1/4 of Section 9; thence S07°28'W a distance of 661.54 feet to the Southeast corner of said Northwest 1/4 of the Northwest 1/4 of the Southwest 1/4 of Section 9; thence S89°24'21"W a distance of 830.87 feet to the East right-of-way line of Dairy Road; thence N07°49'E along said East right-of-way line a distance of 662.10 feet to the Point of Beginning; LESS AND EXCEPT property described in O.R.B. 777, Page 228, Public Records of Brevard County, Florida.

LEGAL DESCRIPTION: PARCEL B (as furnished to Surveyor)

The South 173 feet, more or less, of the West one-quarter of the Southwest one-quarter of the Northwest one-quarter of Section 9, Township 28 South, Range 37 East, it being the intention of the grantee to convey all that portion of the West one-quarter of the Southwest one-quarter of the Northwest one-quarter of Section 9, Township 28 South, Range 37 East, lying South of the land of Maude E. Spradling, LESS AND EXCEPT right-of-way of county road, and LESS O.R.B. 934, Page 773, also being described as a part of the West one-quarter of the Southwest one-quarter of the Northwest one-quarter of Section 9, Township 28 South, Range 37 East, more particularly described as follows:

For a Point of Beginning, commence at the Southwest corner of the Northwest one-quarter of said Section 9, said point being the Southwest corner of said parcel; thence Northerly along the West line of said Section 9, 173.76 feet to the Northwest corner of said parcel; thence Easterly and parallel with the South line of the West one-quarter of the Southwest one-quarter of the Northwest one-quarter of said Section 9, 332.35 feet to the Northeast corner of said parcel; thence Southerly and parallel to the West line of Section 9, 173.76 feet to the Southeast corner of said parcel, said point also lying on the South line of the West one-quarter of the Southwest one-quarter of the Northwest one-quarter of said Section 9; thence Westerly along said line, 332.35 feet to the Point of Beginning, LESS AND EXCEPT the right-of-way of Dairy Road, formerly known as Old Ellis Road and LESS AND EXCEPT the following:

For a Point of Beginning, commence at the Northwest corner of that certain property described as the South 173 feet, more or less, of the West one-quarter of the Southwest one-quarter of the Northwest one-quarter of Section 9, Township 28 South, Range 37 East, and also described as that portion of the West one-quarter of the Southwest one-quarter of the Northwest one-quarter of Section 9, Township 28 South, Range 37 East, lying South of the land of Maude E. Spradling; thence go East along the North line of the above described property a distance of 150 feet to a point; thence go South on a line parallel with the West boundary line of the above described property tract, a distance of 125 feet to a point; thence go West on a line parallel to the North boundary line of the above described tract a distance of 150 feet; thence go North, a distance of 125 feet to the Point of Beginning; and also LESS AND EXCEPT that property described in O.R.B. 2759, Page 1686.

The above properties are also contained in the composite description as follows:

LEGAL DESCRIPTION:

Part of the Southwest 1/4 and the Northwest 1/4 of Section 9, Township 28 South, Range 37 East, Brevard County, Florida, being more particularly described as follows:

From the Southwest corner of said Northwest 1/4 of Section 9, run N07°49'E along the West line of said Northwest 1/4 of said Section 9 a distance of 49.14 feet; thence N89°22'44"E a distance of 40 feet to the POINT OF BEGINNING of the herein described parcel, said point also being a point on the East Right-of-Way Line of Dairy Road as described in O.R.B. 3311, Page 69, of the Public Records of Brevard County, Florida; thence N89°22'44"E a distance of 117.00 feet; thence N07°49'E a distance of 125.00 feet; thence N89°22'44"E a distance of 178.26 feet; thence S07°28'W a distance of 174.61 feet to a point on the South line of said Northwest 1/4; thence N89°27'25"E along said North line of the Southwest 1/4 of Section 9 a distance of 336.54 feet; thence S07°28'W along the East line of the Northwest 1/4 of the Southwest 1/4 of said Section 9, a distance of 661.54 feet; thence S89°24'21"W along the South line of the Northwest 1/4 of the Southwest 1/4 of said Section 9, a distance of 830.87 feet to a point on the East Right-of-Way line of Dairy Road; thence N07°49'E along said East Right-of-Way line of Dairy Road a distance of 208.71 feet to a point on the South line of property as described in O.R.B. 777, Page 228; thence N89°24'21"E along said South line of property as described in O.R.B. 777, Page 228, a distance of 199.33 feet; thence N07°49'E along said East line of said property as described in O.R.B. 777, Page 228, a distance of 208.71 feet; thence S89°24'21"W along the North line of said property as described in O.R.B. 777, Page 228 a distance of 199.33 feet to a point on aforesaid East right-of-way line of Dairy Road; thence N07°49'E along said East Right-of-Way line of Dairy Road a distance of 293.87 feet to the Point of Beginning.

Contains 9.475 Acres, more or less.

SURVEYOR'S CERTIFICATION:

I hereby certify that this survey, dated: June 17, 2003.

- was made on the ground and plotted under my supervision and correctly shows: (i) the boundaries and areas of the subject property and the size, location, and type of buildings and improvements thereon and the distance therefrom to the nearest facing exterior property lines of the subject property, (ii) the location of all rights-of-way, easements and other matters of record which are reflected on Mortgagee's Title Commitment No. 22528283CA issued by the Commonwealth Land Title Insurance Company, reflecting or benefiting the subject property, and (iii) all existing dedicated public streets providing access to the subject property, together with the width and name thereof;
- shows that there are no: (i) encroachments upon the subject property by improvements on adjacent property; (ii) encroachments on adjacent property, streets, or alleys by any improvements on the subject property; (iii) party walls; (iv) conflicts or protrusions; (v) overlaps or boundary line disputes; or (vi) easements above ground or below ground which are in use and not of record;
- show all required building setback lines on the subject property located as shown thereon;
- shows ingress to and egress from the subject property is provided by Dairy Road, the same being paved, with dedicated public right-of-way maintained by Brevard County, Florida;
- meets all requirements for surveys established by Florida law including Chapters 177 and 472, Florida Statutes, and the "Minimum Technical Standards for Land Surveying in the State of Florida" (Chapter 61-G-17-8, Florida Administrative Code);
- shows that the property contains 9.475 acres, and 412,715 square feet;
- shows that the properties are not located in a flood plain or a flood prone area and the flood map number from which this information was obtained;
- shows the legal description hereon, which is identical to the legal description shown in the Title Commitment; and
- if the subject property is comprised of one or more subparcels, the metes and bounds perimeter legal description of the subject property contained on the plat of survey encompasses all of said subparcels and all of said subparcels are metes and bounds.