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FLORIDA PROFIT/NON PROFIT CORPORATION  
BROOKHAVEN AT TOWN CENTER CONDOMINIUM ASSOCIATION, INC

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**ARTICLES OF INCORPORATION  
OF  
BROOKHAVEN AT TOWN CENTER CONDOMINIUM ASSOCIATION, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of forming a non-profit Association under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and hereby certify as follows:

**ARTICLE I.**

The name of this Association, hereinafter referred to as the "Association," shall be **BROOKHAVEN AT TOWN CENTER CONDOMINIUM ASSOCIATION, INC.** Its principal office and place of business shall be at c/o Chiumento & Associates, P.A., 4 Old Kings Road, North, Suite B, Palm Coast, Flagler County, Florida 32137. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

**ARTICLE II.**

The Association is formed for the purpose of undertaking all of the functions contained herein and in the Declaration of Condominium for Brookhaven at Town Center Condominium, recorded or to be recorded in the Official Record Books of Flagler County, Florida and for the purpose of performing all functions allocated to such Association by Chapter 718 ("Condominium Act") and to further own, operate, lease, sell, trade, and otherwise deal with property described in said Declaration in accordance with the provisions of the Condominium Act and said Declaration, the Bylaws and these Articles.

In furtherance of the purposes of the Association, the Association may:

A. exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the aforescribed Declaration of Condominium as the same may be amended from time to time as therein provided, such Declaration being incorporated herein as if set forth at length;

B. fix, levy, collect and enforce payment of by any lawful means, all charges and assessments pursuant to the terms of said Declaration; to 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 against any property of the Association;

C. 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;

D. borrow money, and as appropriate, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. exercise all of the common law and statutory powers of a corporation not for profit established to govern a Florida condominium; provided, however, that no action shall be taken which conflicts with said Declaration or the Condominium Act;

F. make and enforce reasonable rules and regulations governing the use of Units, Common Elements, Limited Common Elements and any property owned by the Association;

G. maintain, repair, replace and operate property over which the Association has full ownership or the right and power to maintain, replace and operate in accordance with these Articles, said Declaration, the Condominium Act and the Bylaws for this Association;

H. enforce by legal means the provisions of the Condominium Act, these Articles, the Bylaws of the

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Association and the regulations to the use of the property of the Condominium;

- I. participate in mergers and consolidations with other not for profit corporations organized for the same or similar purposes;
- J. make and collect assessments against Unit Owners to defray the costs, expenses and losses of the Condominium;
- K. use the proceeds of assessments in the exercise of its powers and duties;
- L. maintain, repair, replace and operate the property of the Condominium;
- M. purchase insurance upon the property of the Condominium and insurance for the protection of the Association and its members as Unit Owners;
- N. reconstruct the improvements after casualty and to further improve the property;
- O. approve or disapprove the transfer, mortgage and ownership of Units as may be provided in the Declaration of Condominium and Bylaws;
- P. contract for the management of the Condominium and to delegate to such contractors all powers and duties of the Association except as such are specifically required by the Declaration of Condominium to have the approval of the Board of Directors or the membership of the Association;
- Q. contract for the management or operation of portions of the Common Elements susceptible to separate management or operation, and to lease such portions; and
- R. employ personnel to perform the services required for proper operation of the Condominium.

#### ARTICLE III.

Every person or entity who is the record owner of a fee or undivided fee interest in any Unit within the Condominium shall be a member of the Association provided, however, each Unit shall have only one (1) membership regardless of how many persons own the Unit. The foregoing is not intended to include persons or entities owning interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from the ownership of the Unit within the Condominium.

All persons who are owners of Condominium Parcels within said Condominium shall automatically be members of this Association. Such membership shall automatically terminate when such person is no longer an Owner of a Condominium Parcel. Membership in the Association shall be limited to such Condominium Parcel Owners.

Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration of Condominium that shall be filed for said Condominium among the Public Records of Flagler County, Florida.

#### ARTICLE IV.

This Association shall have perpetual existence.

#### ARTICLE V.

The name and residence of the incorporator of these Articles of Incorporation is as follows:

SR-100 Vest, LLC

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c/o Chiumento & Associates, P.A.  
4 Old Kings Road, North  
Suite B  
Palm Coast, Florida 32137

#### ARTICLE VI.

**Section 1.** The affairs of the Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than the number specified in the Bylaws. The directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership, for a term of one (1) year, or until their successors shall be elected and shall qualify. Provisions for such election, and provisions respecting the removal, disqualification and resignation of directors and for filling vacancies of the Board of Directors shall be established by the Bylaws.

**Section 2.** The principal officers of the Association shall be: President, Vice-President, Secretary, and Treasurer, who shall each be elected from time to time in the manner set forth in the Bylaws adopted by the Association.

#### ARTICLE VII.

The names of the officers who are to serve until the election of officers, pursuant to the terms of the Declaration of Condominium and Bylaws, are as follows:

Michael Ely	President
Stan Bullington	Vice President
Norman Reu	Secretary/Treasurer

#### ARTICLE VIII.

The following shall constitute the first Board of Directors and shall serve until the first election of the Board of Directors at the first regular meeting of the membership.

Michael Ely	c/o Chiumento & Associates, P.A. 4 Old Kings Road, North Suite B Palm Coast, Florida 32137
Stan Bullington	c/o Chiumento & Associates, P.A. 4 Old Kings Road, North Suite B Palm Coast, Florida 32137
Norman Reu	c/o Chiumento & Associates, P.A. 4 Old Kings Road, North Suite B Palm Coast, Florida 32137

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#### ARTICLE IX.

The Bylaws of the Association shall initially be made and adopted by its first Board of Directors.

Prior to the time the Declaration of Condominium for Brookhaven at Town Center Condominium, is filed in the Public Records of Flagler County, Florida, said first Board of Directors shall have full power to amend, alter or rescind said Bylaws by a majority vote.

After the aforesaid Declaration of Condominium is so filed, the Bylaws may be amended, altered, supplemented or modified by the membership at the annual meeting, or at a duly convened special meeting of the membership, by vote, as follows:

A. If the proposed change has been approved by the unanimous approval of the Board of Directors, then it shall require only a majority vote of the total membership to be adopted.

B. If the proposed change has not been approved by the unanimous vote of the Board of Directors, then the proposed change must be approved by seventy-five percent (75%) of the total vote of the membership.

#### ARTICLE X.

Amendments to these Articles of Incorporation may be proposed by any member or Director, and shall be adopted in the same manner as is provided for the amendment of the Bylaws as set forth in Article IX above. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of approval by the membership, sealed, with the corporate seal, signed by the Secretary or an Assistant Secretary, and executed and acknowledged by the President or Vice-President, has been filed with the Secretary of State, State of Florida, and all filing fees paid.

#### ARTICLE XI.

This Association shall have all of the powers set forth in Section 617.021, Florida Statutes, all of the powers set forth in the Condominium Act, and all powers granted to it by the Declaration of Condominium and exhibits annexed thereto, including the power to contract for the management of the Condominium and its recreational facilities.

#### ARTICLE XII.

There shall be no dividends paid to any of the members, nor shall any part of the income of the Association be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied against future expenses. The Association may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or liquidation, may make distribution to its members as is permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

This Association shall issue no shares of stock of any kind or nature whatsoever. Membership in the Association and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the Declaration of Condominium and Bylaws. The voting rights of the Owners of Condominium Parcels shall be as set forth in the Declaration of Condominium and/or Bylaws.

#### ARTICLE XIII.

The street address of the initial registered office of this Association is 4 Old Kings Road, North, Suite B, Palm Coast, Florida 32137, and the name of the initial registered agent of this Association at that address is Michael D. Chimento, Esq.

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Fifteen percent (15%) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. The affirmative vote of a majority of the members represented at the meeting at which a quorum is present, and entitled to vote on the subject matter, shall be the act of the members, unless the vote of a greater number is required by these Articles or the Bylaws.

**ARTICLE XV.**

**Section 1. Powers.** As a part of the assessments levied pursuant to Article II above, the Association shall levy and collect adequate assessments against members of the Association for the cost of maintenance and operation of any surface water or stormwater management system applicable to the Condominium Property.

**Section 2. Assessments.** The assessments as referenced above 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 structures and drainage easements.

**Section 3. Dissolution.** In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of any surface water or stormwater management system applicable to the Condominium Property must be transferred to an accepted by an entity which would comply with relevant law including, if applicable, Section 40C-42.027, F.A.C., and be approved by any applicable water management district prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, the incorporator hereto has hereunto set his hand and seal this 5<sup>th</sup> day of July, 2007.

**INCORPORATOR:**

SR-100 Vest, LLC, a Florida limited liability company

By: MDC Palm Coast, LLC, a Florida limited liability company  
Manager

By: Michael L. Ely, President

STATE OF GEORGIA

COUNTY OF Fulton

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of July, 2007, by Michael L. Ely, President of MDC Palm Coast, LLC, a Florida limited liability company, Manager of SR-100 Vest, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me.

Nancy A. O'Donnell  
Signature

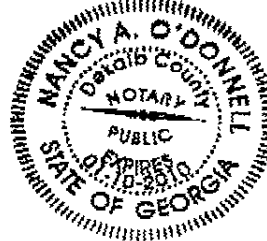
Notary Name:

Title/Rank: Notary Public, State of Georgia

Serial #:

My commission expires:

This instrument was prepared by:  
Weinstock & Scavo, P.C./Cathleen Robson Smith, Esq.  
3405 Piedmont Road, Suite 300  
Atlanta, Georgia 30305



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**CERTIFICATE CHANGING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - **BROOKHAVEN AT TOWN CENTER CONDOMINIUM ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at c/o Chiumento & Guntharp, P.A., 4 Old Kings Road, North, Suite B, Palm Coast, County of Flagler, State of Florida 32137, has named Michael D. Chiumento III, Esq., located at Chiumento & Guntharp, P.A., 4 Old Kings Road, North, Suite B, Palm Coast, Flagler County, Florida 32137, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

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

**CHIUMENTO & GUNTARP, P.A.**

By: 

Michael D. Chiumento III, Esq.

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