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## FLORIDA PROFIT/NON PROFIT CORPORATION

Oak Grove Villas at Vero Beach Community Association, Inc.

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ARTICLES OF INCORPORATION  
OF  
OAK GROVE VILLAS AT VERO BEACH COMMUNITY ASSOCIATION, INC.

The undersigned incorporator (the "Incorporator"), for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following articles of incorporation (the "Articles").

PREAMBLE

Vero 18 Developers, LLC., a Florida limited liability company ("the Declarant") owns certain property in Indian River County, Florida (the "Subject Property") and intends to execute and record a Declaration of Covenants and Restrictions of Oak Grove Villas at Vero Beach (the "Declaration") which will affect the Subject Property. Oak Grove Villas at Vero Beach Community Association, Inc. (the "Association") is being formed pursuant to these Articles to administer the Declaration and to perform the duties and exercise the powers pursuant to the Declaration, as and when the Declaration is recorded in the Public Records of Indian River County, Florida with a copy of these Articles attached as an exhibit thereto. All of the definitions contained in the Declaration shall apply to these Articles and to the bylaws of the Association (the "Bylaws").

ARTICLE I  
NAME

The name of the corporation shall be Oak Grove Villas at Vero Beach Community Association, Inc.

ARTICLE II  
PURPOSES

The purposes for which the Association is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
2. To enforce and exercise the duties of the Association as provided in the Declaration.

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430  
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H07000297800 3)))
- (e.) Florida Bar No. 180595

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3. To promote the health, safety, welfare, comfort, social and economic benefit of the Members of the Association.

### ARTICLE III POWERS

The Association shall have all of the powers and rights granted to it pursuant to applicable Florida law including, but not necessarily limited to, all the following powers:

1. The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles and the Declaration, and all of the powers and duties reasonably necessary to implement and effectuate the purposes of the Association and perform all of the acts, functions, rights and duties provided in or contemplated by the Declaration, including but not limited to, the following:

(a) To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

(b) To make, establish and enforce reasonable rules and regulations (the "Rules and Regulations") in accordance with the Declaration in order to govern the Subject Property and the use and maintenance thereof.

(c) To make and collect Assessments against Members of the Association in accordance with the Declaration, in particular but not as a limitation, including adequate Assessments for the costs and operation of the Surface Water Management System (as such term is defined in the Declaration).

(d) To use the proceeds of Assessments in accordance with the Declaration in order to exercise the powers and duties of the Association.

(e) To undertake the maintenance, repair, replacement and operation of the various portions of the Subject Property and/or other property leased or acquired by the Association for the benefit of the Members in accordance with the Declaration.

(f) To purchase and maintain insurance in accordance with the Declaration.

(g) To reconstruct the improvements upon the various portions of the Subject Property and/or other property leased or acquired by the Association for the benefit of the Members in accordance with the Declaration.

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(h) To undertake such other actions necessary to enforce and administer to the provisions of the Declaration, the Articles, the Bylaws and the Rules and Regulations in connection with the use and maintenance of the Subject Property.

(i) To contract for management for the Association and/or to delegate all management powers and duties of the Association to such parties as determined by the Association in accordance with the Declaration.

(j) To employ such personnel as may be necessary to perform the duties of the Association under the Declaration.

(k) To acquire, sell or lease and to enter into any agreements whereby the Association acquires, sells or leases any interest in real or personal property, whether by fee or otherwise, whether or not contiguous to all or any portion of the Subject Property, provided that all of such transactions are in accordance with the Declaration.

(l) To satisfy the obligations of the Association.

(m) To enter into contracts and agreements for the purpose of effectuating the Declaration, the Articles, the Bylaws and the rules and regulations of the Association (the "Rules and Regulations") as promulgated from time to time.

(n) To grant and modify easements and to dedicate property owned by the Association to any public or quasi-public agency, authority or utility company for in accordance with the Declaration.

(o) To sue and be sued.

(p) To operate, maintain and manage the Surface Water Management System (as such term is defined in the Declaration) in a manner consistent with the requirements of permit number 40-061-98992-1 issued by the District (as such term is defined in the Declaration) and applicable District rules, and to enforce, in particular but not as a limitation, the provisions of the Declaration relating to the Surface Water Management System.

2. All funds and the title to all properties owned by the Association, including all proceeds thereof shall be held in trust for the Members in accordance with the Declaration.

3. The Association shall make no distribution of income to its Members, directors or officers.

4. The powers of the Association shall be subject to and shall be exercised in accordance with applicable Florida law, the provisions of the Declaration, the Articles and the Bylaws.

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#### ARTICLE IV MEMBERS

1. All Owners shall be members of the Association. Membership as to each Lot shall be established and transferred as provided by the Declaration, the Articles and the Bylaws. Transfer of membership in the Association shall be established by the recording in the Public Records of Indian River County, Florida, of an instrument of conveyance establishing record title to a Lot (collectively, an "Instrument"), and the delivery to the Association of a certified copy of such Instrument, whereupon the record Owner of a Lot designated by such Instrument shall become a Member of the Association and the membership in the Association of the prior Owner of such Lot shall be thereby terminated. Prior to the recording of the Declaration the Declarant shall be the sole Member of the Association.

2. Each Member's share in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to such Owner's Lot.

3. Each Lot shall be entitled to one (1) vote on all matters upon which the Members are entitled to vote, and the vote for each such Lot shall be cast by Members in the manner provided by the Bylaws. Notwithstanding the foregoing, for so long as Declarant is entitled to appoint the majority of the board of directors (the "Board") of the Association, each Lot owned by Declarant shall be entitled to three (3) votes on all matters upon which the Members are entitled to vote.

4. The Bylaws shall provide for an annual meeting of the Members of the Association and shall make provision for special meetings. The Bylaws shall permit that any action required or permitted to be taken at any annual or special meeting of the Members of the Association to be undertaken without a meeting, without prior notice and without a vote, if the action is taken by the Members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all Members entitled to vote on such action were present and voted. Any such action so undertaken without a meeting shall be evidenced by one or more written consents describing the action taken and dated and signed by the Members having the requisite number of votes entitle to vote on such action.

#### ARTICLE V DIRECTORS

1. The affairs of the Association shall be managed by the Board which Board shall consist of not less than three (3) Members, except that any director (a "Director") elected or appointed by the Declarant need not be a Member. The number of Directors may be changed in conformity with the requirements of the Bylaws.

- (a) Edward H. Gilbert, Esq.
- (b) 5100 Town Center Circle, Suite 430  
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- (d) ((H07000297800 3)))
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2. All of the duties and powers of the Association existing under the Declaration, the 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 by the Declaration.

3. Unless otherwise required by applicable Florida law, the Declarant shall have the right to appoint all of the Directors until such time as Declarant has conveyed ninety percent (90%) of the Lots to Members other than the Declarant, and thereafter, Declarant shall have the right to appoint one (1) Director as permitted by Florida law, or, if Florida law does not specify, for so long as the Declarant holds for sale in the ordinary course of its business at least five percent (5%) of the Lots. The Declarant may waive its right to elect one or more Director by written notice to the Association, and thereafter such Directors shall be elected by the Members other than the Declarant. At such time as the Declarant is no longer permitted to appoint any Director, all of the Directors shall be elected by the Members in the manner provided in the Bylaws.

4. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws; provided that Directors appointed by the Declarant may only be removed by the Declarant, and vacancies on the Board shall be filled by the Declarant if, at the time such vacancy is to be filled, the Declarant is entitled to appoint the Director to fill such vacancy.

5. Directors that are not appointed by Declarant shall be elected at the annual or special meeting of the Members in the manner determined by the Bylaws. Such Directors elected by the Members may be removed in the manner provided by the Bylaws and vacancies on the Board shall be filled in the manner determined by the Bylaws.

6. The Bylaws shall permit actions to be undertaken by the Board without a meeting if the action is taken by all of the Directors, which action must be evidenced by one or more written consents describing the action taken and signed by each Director.

7. The names and addresses of the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
William Vento	11030 North Kendall Drive, Suite 100 Miami, Florida 33176
Johanny Vasquez	11030 North Kendall Drive, Suite 100 Miami, Florida 33176
Ramon Pallin	11030 North Kendall Drive, Suite 100 Miami, Florida 33176

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430  
Boca Raton, Florida 33486
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- (e.) Florida Bar No. 180595

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## ARTICLE VI OFFICERS

The officers (the "Officers") of the Association shall be a president, a vice president, a secretary, an assistant secretary, a treasurer and such other Officers as the Board may from time to time by resolution create. The affairs of the Association shall initially be administered by the Officers named hereinafter in these Articles. Any vacancy shall be filled by appointment of the Board. The Officers need not be Members of the Association, and the same person may hold one or more office simultaneously, provided that no person may serve as simultaneously as President and Secretary. The Officers shall serve for an annual term at the pleasure of the Board of Directors. The names of the Officers who are hereby appointed shall serve until their successors are designated by the Board are as follows:

<u>Name</u>	<u>Office</u>
William Vento	President
Johanny Vasquez	Secretary
Ramon Pillin	Treasurer

## ARTICLE VII INDEMNIFICATION

1. The Association shall indemnify any person (an "Indemnified Person") who is or was a party, or is threatened to be made a party, to any pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (collectively, an "Action"), other than an Action by the Association against such an Indemnified Person, by reason of the fact that such Indemnified Person is or was a Director, employee, Officer or agent of the Association, against expenses (including attorneys' fees incurred at all levels), judgments, fines and amounts paid in settlement by such Indemnified Person in connection with such Action, provided that such Indemnified Person acted in good faith and in a manner reasonably believed by such Indemnified Person to be in, or not opposed to, the best interests of the Association; and with respect to any criminal Action, provided such Indemnified Person had no reasonable cause to believe such Indemnified Person's conduct was unlawful. Notwithstanding the foregoing, no such indemnity shall be required by the Association in respect to any Action where such Indemnified Person shall be adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of such Indemnified Person's duty to the Association, unless and only to the extent that it is determined by the court or other such body wherein the Action was brought shall determine, upon application, that despite the adjudication of such liability for gross negligence or willful misfeasance or malfeasance in the performance of such Indemnified Person's duty to the Association, but in view of all the circumstances, such Indemnified Person is fairly and

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reasonably entitled to such indemnity as the court or other such body wherein the Action was brought shall deem proper. The termination of any Action 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 Indemnified Person did not act in good faith and in a manner that such Indemnified Person reasonably believed to be in, or not opposed to, the best interests of the Association; and with respect to any criminal Action, that such Indemnified Person had no reasonable cause to believe that such Indemnified Person's conduct was unlawful.

2. Expenses incurred by an Indemnified Person in defending an Action may be paid by the Association in advance of the final disposition of such Action as authorized by the Board, provided that such Indemnified Person provides the Board with an undertaking to repay any expenses so advanced by the Board unless it is ultimately determined that such Indemnified Person is entitled to the indemnification authorized hereinabove.

3. The indemnification authorized hereinabove 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, the Bylaws, any agreement, the vote of members or otherwise. Furthermore, the indemnification authorized hereinabove shall not terminate in the event that an Indemnified Person ceases to be a Director, Officer, employee or agent of the Association, and the indemnification authorized hereinabove shall inure to the benefit of such Indemnified Person's heirs, personal representatives and successors.

4. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association, or who was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against or incurred by such person in any such capacity which arose from such person's status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article VII.

#### ARTICLE VIII BYLAWS

The Bylaws of the Association shall be adopted by the Board and may be altered, amended or rescinded in the manner provided in the Bylaws.

#### ARTICLE IX AMENDMENTS

Amendments to these Articles (an "Amendment") shall be proposed and adopted in the following manner:

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430  
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1. A resolution approving a proposed Amendment may be adopted by the Board, or an Amendment may be proposed by a petition signed by a majority of the Members of the Association.
2. A meeting of the Members for the purpose of voting on the proposed Amendment shall be called by the Board within the time and in the manner provided in the Bylaws, and the notice of such meeting shall include the proposed Amendment or Amendments therewith.
3. At the meeting called for the purpose of voting on the proposed Amendment, a vote of the Members entitled to vote thereon shall be taken, and the proposed Amendment shall be adopted if such proposed Amendment receives the affirmative vote of two thirds (2/3) of all of the Members eligible to vote.
4. Notwithstanding the foregoing, if all of the Directors and Members possessing not less than the minimum number of votes necessary to authorize any such Amendment execute one or more written consents adopting the Amendment, then such Amendment shall thereby be adopted without the necessity of a meeting and a vote thereat.
5. No Amendment that is in conflict with the Declaration shall be adopted.
6. Upon adoption of an Amendment, an appropriate amendment to these Articles shall be executed and delivered to the Department of State as provided by Florida law, and a copy of same, certified by the Secretary of State, shall be recorded in the public records of the county in which the Subject Property is located.

#### ARTICLE X TERM

The Association shall commence its existence upon the filing of these Articles with the Secretary of State of the State of Florida, and such existence shall continue perpetually thereafter. In the event of termination, dissolution or liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System (as such term is defined in the Declaration) must be (i) transferred to and accepted by an entity which complies with the provisions of Section 40C-42.027, F.A.C, or any successor thereto; and (ii) must be approved by the District (as such term is defined in the Declaration) prior to such termination, dissolution or liquidation.

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430  
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**ARTICLE XI**  
**INCORPORATOR**

The name and address of the Incorporator of these Articles is as follows:

Edward H. Gilbert, Esq.  
5100 Town Center Circle, Suite 430  
Boca Raton, Florida 33486

**ARTICLE XII**  
**AFFILIATED TRANSACTIONS**

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its directors or officers are Directors or Officers of the Association shall be invalid, void or voidable solely as a result of the foregoing, or solely as a result of the fact that such Director or Officer is present at, or participates in, meetings of the Board or a committee thereof which authorized the contract or transaction, or solely as a result of the fact that the votes of such Director and Officers are counted for such purpose. No Director or Officer shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction. Furthermore, such interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee thereof that has the power to authorize such a contract or transaction.

**ARTICLE XIII**  
**REGISTERED AGENT**

The initial registered agent of the Association shall be:

E.H.G. Resident Agents, Inc.  
5100 Town Center Circle, Suite 430  
Boca Raton, Florida 33486

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430  
Boca Raton, Florida 33486
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ARTICLE XIV  
INITIAL PRINCIPAL OFFICE

The initial principal office of the Association shall be:

11030 North Kendall Drive, Suite 100  
Miami, Florida 33176

NOW, THEREFORE, for the purpose of forming this corporation under the laws of the State of Florida, the Incorporator has executed these Articles this 12<sup>th</sup> day of December, 2007.

Incorporator:

By: 

Edward H. Gilbert

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430  
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H07000297800 3)))
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

OAK GROVE VILLAS AT VERO BEACH COMMUNITY ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 11030 North Kendall Drive, Suite 100, Miami, Florida 33176, has named E.H.G. Resident Agents, Inc., located at 5100 Town Center Circle, Suite 430, Boca Raton, Florida 33486, as its agent to accept service of process within Florida.


  
Edward H. Gilbert

Title: Incorporator

Date: December 12, 2007

The undersigned, having been named to accept service of process for the Association at the place designated in this certificate, hereby agrees to act in such capacity and further agrees to comply with the provisions of all applicable statutes relative to the proper and complete performance of such duties.

E.H.G. Resident Agents, Inc.

By:   
Edward H. Gilbert, President

Date: December 12, 2007

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430  
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