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The Fairfield Condominium Association, Inc.

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**ARTICLES OF INCORPORATION  
OF  
THE FAIRFIELDER CONDOMINIUM ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned incorporator has executed, adopted and caused to be delivered for filing, these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

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ORANGE COUNTY, FLORIDA

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation is THE FAIRFIELDER CONDOMINIUM ASSOCIATION, INC. (hereinafter called the "Association").

**ARTICLE II**

**PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal place of business and the mailing address of the Association is located at 19 N. Forest Avenue, Orlando, Florida 32804.

**ARTICLE III**

**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is 19 N. Forest Avenue, Orlando, Florida 32804 and the name of the initial registered agent at that address is Robert Carroll.

**ARTICLE IV**

**DEFINITIONS**

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meanings as those set forth in that certain Declaration of Condominium of The Fairfielder Condominium recorded in the Public Records of Orange County, Florida, as it may from time to time be amended (hereinafter called the "Declaration").

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## ARTICLE V

### PURPOSE AND POWERS OF THE ASSOCIATION

The Association shall be responsible for the affairs of The Fairfielder Condominium (the "Condominium") and shall act as the Board of Administration of the Condominium. The Association does not contemplate pecuniary gain or profit. The Association shall not pay dividends and no part of any income of the Association shall be distributed to its members, directors or officers. The Association shall have all the powers of a not for profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, any amendment to the Declaration, these Articles and the Bylaws, and to do and perform any and all acts of the Association for the benefit of the owners and for the maintenance, administration and improvements of the condominium property within its jurisdiction. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable, in whole or in part, to another not for profit property owners association incorporated pursuant to the applicable provisions of Florida Statutes Chapter 617 or its replacement, or to a governmental unit, community development district, public body, or similar entity.

## ARTICLE VI

### MEMBERSHIP

Section 1. Members. Every person or entity who is a record owner of fee simple title to any unit in the Condominium shall be a member of the Association. Notwithstanding anything else to the contrary set forth in this Article, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member of the Association. The Association membership of each owner shall be appurtenant to and may not be separated from the unit giving rise to such membership, and shall not be transferred except upon the transfer of title to such unit and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title to a unit shall operate automatically to transfer the membership in the Association appurtenant thereto to the new owner.

Section 2. Multiple Owners. Each vote in the Association must be cast as a single vote as provided in the Bylaws, and fractional votes shall not be allowed. In the event that joint or multiple owners are unable to agree among themselves as to how their vote shall be cast, they shall lose their right to vote on the matter in question. If any owner or owners cast a vote on behalf of a particular unit, it shall thereafter be conclusively presumed for all purposes that he or she was or they were acting with the authority and consent of all other owners thereof. In the event more than the appropriate

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number of votes are cast for a particular unit, none of said votes shall be counted and said votes shall be deemed void.

**ARTICLE VII**

**BOARD OF DIRECTORS**

The affairs of this Association shall be managed and administered by a Board of Directors consisting of not less than three (3) members. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Carroll	19 N. Forest Avenue Orlando, FL 32804
Richard T. Carroll	858 Bianca Drive Palm Bay, FL 32905
Susan Jersey	13 Stephen Street Derby, CT 06418

The members of the Association shall elect the directors by majority vote, for terms of two (2) years each as provided in the Bylaws.

**ARTICLE VIII**

**OFFICERS**

The day-to-day affairs of the Association shall be administered, subject to the direction and authority of the Board of Directors, by the officers of the Association, which may include a President, Vice President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The officers shall be appointed by the Board of Directors and they shall serve at the pleasure of the Board of Directors. The name and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
President:	Robert Carroll	19 N. Forest Avenue Orlando, FL 32804
Vice President:	Richard T. Carroll	19 N. Forest Avenue Orlando, FL 32804

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Secretary Robert Carroll 19 N. Forest Avenue  
Orlando, FL 32804

Treasurer: Robert Carroll 19 N. Forest Avenue  
Orlando, FL 32804

**ARTICLE IX**

**DURATION**

The corporation shall exist perpetually.

**ARTICLE X**

**AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

Section 1. Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapters 617 and 718, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 2. Adoption. Amendments shall be proposed and adopted in the manner provided in Chapters 617 and 718, Florida Statutes, provided such amendments may be adopted by the affirmative vote of a majority of the voting interests of the Association.

Section 3. Limitations. No amendment shall be made that is in conflict with the Declaration, nor shall any amendment make any change in the qualifications for membership in the Association without the approval in writing of all members and the joinder of all record holders of mortgages upon any condominium property.

**ARTICLE XI**

**BYLAWS**

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

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**ARTICLE XII**

**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 1. The Association shall defend, indemnify and hold harmless any person who is made a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, committee member, employee or agent of the Association:

(a) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit, or proceeding (other than one by or in the right of the Association), if he acted in good faith, and, with respect to any criminal action or proceedings, he had no reasonable cause to believe his conduct was unlawful; and

(b) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

Section 2. 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, of itself, create a presumption that the person did not act in good faith, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

Section 3. Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Association.

Section 4. Any indemnification under Section 1 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer, committee members, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (b) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority vote of members of the Association.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit or proceeding. Payment of such expenses

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shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

Section 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors, officers, committee members, employees or agents may be entitled under the Association's bylaws, agreement, vote of members or disinterested directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Notwithstanding the foregoing provisions, indemnification provided under this Article shall not include indemnification for any action of a director, officer, committee member, agent or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

Section 8. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, committee member, agent or employee of the Association in any of his capacities as described in Section 1, whether or not the Association would have the power to indemnify him or her under this Article.

Section 9. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

### ARTICLE XIII

#### INCONSISTENCY

In the event of any inconsistency between the terms and provisions contained in the Declaration and those contained in these Articles of Incorporation, the terms and provisions of the Declaration shall prevail.

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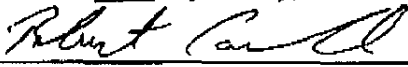
**ARTICLE XIV**

**INCORPORATOR**

The name and street address of the sole incorporator of these Articles of Incorporation is as follows:

Robert Carroll  
19 N. Forest Avenue  
Orlando, FL 32804

**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 16 day of July, 2008.

  
\_\_\_\_\_  
Robert Carroll




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**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR SERVICE OF PROCESS**

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

Having been named to accept service of process for The Fairfielder Condominium Association, Inc. at 19 N. Forest Avenue, Orlando, FL 32804, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
Robert Carroll

Dated: July 11, 2008

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