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TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 540821 6162B

AUTHORIZATION : *Laura Knight*

COST LIMIT : \$ 70.00

ORDER DATE : February 9, 1995

ORDER TIME : 9:51 AM

ORDER NO. : 540821

CUSTOMER NO: 6162B

CUSTOMER: Mr. Bobbi Doerner
GRAY HARRIS ROBINSON
KIRSCHENBAUM & PEEPLES

505 North Orlando Avenue
Cocoa Beach, FL 32931

DOMESTIC FILING

N95000000676

NAME: THE FAIRWAYS HOMEOWNERS
ASSOCIATION, INC.

XXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXXXX ____ FLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIAL : *pm*

FILED
95 FEB -9 11:57
TALLAHASSEE, FL
SEC. OF STATE

2-10-95
cl

W95-3075
022501654,671



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 9, 1995

Please advise the 9th filing date

CORPORATION INFORMATION SERVICES INC.
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: THE FAIRWAYS HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W95000003075

We have received your document for THE FAIRWAYS HOMEOWNERS ASSOCIATION, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6930.

Tim Murphy
Corporate Specialist

Letter Number: 295A00005893

ARTICLES OF INCORPORATION
OF
THE FAIRWAYS
HOMEOWNERS ASSOCIATION, INC.

FILED
95 FEB -9 AM 11:57
SEC. OF STATE
TALLAHASSEE, FLORIDA

For the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, the undersigned incorporator hereby adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation shall be THE FAIRWAYS HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws." The principal office address of the corporation is 4505 West Cheney Highway, Titusville, FL 32780.

ARTICLE 2

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Corporation Act (the "Act") as it exists on the date hereof for the operation of a subdivision located in Brevard County, Florida known as "THE FAIRWAYS AT THE GREAT OUTDOORS."

ARTICLE 3

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Brevard County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4

POWERS

The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.

4.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act and all of the powers and duties reasonably necessary to operate the subdivision pursuant to the Declaration and as more particularly described in the By-Laws and these Articles, as they may be amended from time to time, including, but not limited to, the following:

(a) To make and collect Assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.

(c) To purchase insurance upon the Property and insurance for the protection of the Association, its officers, directors and Lot Owners.

(d) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the property and for the health, comfort, safety and welfare of the Lot Owners.

(e) To approve or disapprove the leasing, transfer, ownership and possession of Lots as may be provided by the Declaration.

(f) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Property.

(g) To contract for the management and maintenance of the Property and to authorize a management agent (who may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records and enforcement of rules.

(h) To allocate expenses of the in the manner contemplated by the By-Laws.

4.3 Distribution of Income; Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency.

4.4 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act.

ARTICLE 5

MEMBERS

5.1 Membership. The members of the Association shall consist of all of the record title owners of Lots and their successors and assigns.

5.2 Assignment. 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 for which that share is held.

5.3 Voting. On all matters upon which the membership, or any appropriate constituency thereof, shall be entitled to vote, there shall be only one vote for each Lot, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot owned.

5.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE 6

TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7

INCORPORATOR

The name and address of the incorporator of the Association is as follows:

NAME	ADDRESS
JAMES W. PEEPLES III	P. C. Box 320757 Cocoa Beach, FL 32932-0757

ARTICLE 8

OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Larry McDaniel 4505 West Cheney Highway Titusville, FL 32780
Vice President:	Lynn R. Hansel 4505 West Cheney Highway Titusville, FL 32780
Secretary/Treasurer:	Barry Weinstein 4505 West Cheney Highway Titusville, FL 32780

ARTICLE 9

DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors. Directors appointed by the Developer need not be members of the Association or residents of units in the Condominium.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by all or appropriate portions of the Lot Owners when such approval is specifically required and except as provided in the Declaration.

9.3 Election; Removal. Directors of the Association shall be elected at their annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

9.4 Term of Developer's Directors. The Developer shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.

9.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, as provided in the By-Laws, are as follows:

Larry McDaniel
4505 West Cheney Highway
Titusville, FL 32780

Lynn R. Hansel
4505 West Cheney Highway
Titusville, FL 32780

Barry Weinstein
4505 West Cheney Highway
Titusville, FL 32780

ARTICLE 10

INDEMNIFICATION

10.1 Indemnity. 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 director, 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, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or 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, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. 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 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, had reasonable cause to believe that his conduct was unlawful.

10.2 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

10.3 Advances. 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 affected director, officer, employee or agent 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 10.

10.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

10.5 Insurance. 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 is or 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 him and incurred by him in any such capacity, or 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.

10.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

ARTICLE 11

BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws and the Declaration.

ARTICLE 12

AMENDMENTS

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


12.1 Notice and Adoption. Amendments to those Articles shall be proposed by the Board of Directors and, after notice to members within the time and in the manner provided for in the Florida Statutes. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon.

ARTICLE 13

INITIAL REGISTERED OFFICE; ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this corporation shall be at 505 North Orlando Avenue, P. O. Box 320757, Cocoa Beach, Florida 32932-0757, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be JAMES W. PEEPLES III.

IN WITNESS WHEREOF, the incorporator has affixed his signature the day and year set forth below.



JAMES W. PEEPLES III, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BREVARD)

THE FOREGOING INSTRUMENT was acknowledged before me this 8th
day of FEBRUARY, 1995, by JAMES W. PEEPLES, III, as
Incorporator of THE FAIRWAYS HOMEOWNERS ASSOCIATION, INC., a
Florida corporation not for profit, who is personally known to
me, or who produced _____
as identification, and who did take an oath.

My commission expires:

Lindsay Anne Yuleman
Notary Public Signature

Lindsay Anne Yuleman
Print Notary Public Name


95 FEB-19 11:57
FILED
SEP
TALLAHASSEE

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

In compliance with the laws of Florida, the following is submitted:

First -- That desiring to organize under the laws of the State of Florida with its principal office, at City of Titusville, County of Brevard, State of Florida, the corporation named in the said articles has named JAMES W. PEEPLES III, whose office address is 505 North Orlando Avenue, P. O. Box 320757, Cocoa Beach, Florida 32932-0757, as its statutory Registered Agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



JAMES W. PEEPLES III
Registered Agent

DATED this 8th day of February, 1996