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AUTHORIZATION : Patricia Pyatt

COST LIMIT : \$ 122.50

ORDER DATE : May 22, 1995

ORDER TIME : 3:08 PM

ORDER NO. : 603114

800001450003

CUSTOMER NO: 05105A

CUSTOMER: Mr. Boaz Bar-navon
TRANSWORLD REALTY & MANAGEMENT
CORP

1356 Richwood Circle
Rockledge, FL 32955

DOMESTIC FILING

NAME: AVALON HOMEOWNERS ASSOCIATION
OF BREVARD COUNTY, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS: T. BROWN MAY 23 1995

FILED
95 MAY 22 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AVALON HOMEOWNERS ASSOCIATION OF BREVARD COUNTY, INC.

FILED
95 MAY 22 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the office of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be AVALON HOMEOWNERS ASSOCIATION OF BREVARD COUNTY, INC. For convenience, the corporation shall herein be referred to as the "Association".

ARTICLE II

PURPOSES AND POWERS

The Association shall have the following powers:

- A. To operate AVALON, a platted subdivision within the City of Rockledge, Brevard County, Florida (hereinafter referred to as "Avalon"), and to undertake to perform and carry out the acts and duties incident to the administration of Avalon in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-laws and the Declaration of Covenants and Restrictions recorded among the Public Records of Brevard County, Florida (hereinafter referred to as the "Declaration").
- B. To borrow money and issue evidences of indebtedness in furtherance of any and all of the objects of its business; to secure same by mortgage, deed of trust, pledge or other lien.
- C. To carry out the duties and obligations, and receive the benefits of same, of the Declaration.
- D. To establish, By-laws, rules and regulations for the operation of the Association and to provide for the formal administration and enforcement of same.
- E. To contract for services in furtherance of the Association's duties.
- F. To acquire, own, operate, mortgage, lease, sell, insure, grant, receive, assign, or trade property, whether real or personal, as may be necessary or convenient in the administration of The Enclave.
- G. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the By-laws and the Declaration.

- II. The Association shall operate, maintain and manage the surface water or stormwater management system in a manner consistent with the St. Johns River Water Management District permit number 42-009-1946N requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein and in the Declaration.
- I. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

ARTICLE III

MEMBERS

- A. Each fee simple Lot Owner in Avalon shall automatically be a member of the Association.
- B. Membership shall terminate for any member upon the divestment of title to said Lot.
- C. Membership, and the share of each member in the funds and assets of the Association, is appurtenant to each Lot and can not be assigned, hypothecated or transferred in any manner.
- D. On all matters as to which the membership shall be entitled to vote, there shall be only one vote per each Lot. Owners of more than one Lot are entitled to vote the number of times equal to the lots they own. All votes shall be exercised in the manner as provided by the By-laws and the Declaration.
- E. In the event of a replat, amendment to the plat, divestment, addition, combining, or division of Lots in the Subdivision in the manner provided for in the By-laws and Declaration, the membership may be increased or decreased accordingly.

ARTICLE IV

EXISTENCE

The Association shall have perpetual existence.

ARTICLE V

INCORPORATOR

The Incorporator of these Articles Of Incorporation is Boaz Bar-Navon, 1305 Gem Circle, Rockledge, Florida, 32955.

ARTICLE VI

DIRECTORS

A. The Association affairs shall be managed by a Board of Directors composed initially of three persons.

B. The number of Directors to be elected, the manner of their election, and their respective terms, shall be as set forth in the By-laws. Should a vacancy occur on the Board, the remaining Directors shall select a member to fill the vacancy until the next annual meeting of the membership.

The following persons shall constitute the initial Board of Directors and they shall hold office for the term and in accordance with the provisions of the Association's By-laws:

BOAZ BAR-NAVON	1305 Gem Circle Rockledge, Fl. 32955
NICK N. RAHAL	1384 Heritage Acres Blvd. Rockledge, Fl. 32955
DONNA BAR-NAVON	1305 Gem Circle Rockledge, Fl. 32955

ARTICLE VII

OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-laws, who shall serve at the pleasure of the Board of Directors. The names and addresses of the initial Officers who shall serve until the first election of Officers pursuant to the provisions of the By-laws are as follows:

BOAZ BAR-NAVON President/Treasurer	1305 Gem Circle Rockledge, Fl. 32955
DONNA BAR-NAVON Vice Pres./Secretary	1305 Gem Circle Rockledge, Fl. 32955
NICK N. RAHAL Vice Pres./Asst. Secretary	1384 Heritage Acres Blvd. Rockledge, Fl. 32955

ARTICLE VIII

BY-LAWS

The By-laws of the Association shall be adopted by the initial Board of Directors. The By-laws may be amended in accordance with the provisions set forth therein.

ARTICLE IX

AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation shall be proposed and adopted as follows:

- A. Notice of the subject matter of any proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.
- B. A resolution for adoption of an effective amendment must be proposed and approved by a majority vote of the Board of Directors and by a 75% vote of the membership.
- C. A copy of each amendment adopted shall be filed within ten days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Law.

ARTICLE X

INDEMNIFICATION

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being or having been a Director or Officer of the Association, whether or not the Director or Officer is still active as same at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misconduct or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. 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.

ARTICLE XI

INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal office of the Association shall be at 1384 Heritage Acres Blvd., Rockledge, Florida 32955 or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The initial registered agent therein is Boaz Bar-Navon.

ARTICLE XII

DISSOLUTION LANGUAGE

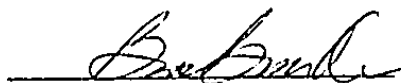
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes and shall at such time qualify as an exempt organization under Sections 501(c)(3) of the Internal Revenue Code. Any such assets so disposed of shall be disposed of by the Court having jurisdiction to dissolve corporations located in the county in which the principal office of the Corporation is then located, to a corporation then organized exclusively for such purposes or to organizations, as said court shall determine, which are organized and operated exclusively for such purposes. Notwithstanding the foregoing to the contrary, 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 system must be transferred to and accepted by an entity which would comply with Section 40C-42.027 of the Florida Administrative Code; and be approved by the St. Johns River Water Management District prior to such termination, dissolution or final liquidation.

IN WITNESS WHEREOF I HAVE HEREUNTO SET MY HAND AND SEAL this 16th
day of May, 1995.


Incorporator
Boaz Bar-Navon

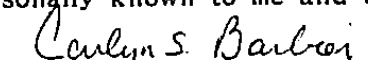
Acceptance of Registered Agent:

I hereby accept my appointment as registered agent as provided for in the foregoing Articles of Incorporation.


Boaz Bar-Navon

STATE OF FLORIDA }
COUNTY OF BREVARD }

The foregoing document was acknowledged before me the day and date abovementioned by Boaz Bar-Navon and he further acknowledged said act to be his free act and deed and he is personally known to me and did take an oath.


NOTARY PUBLIC

