

1201 HAYS STREET
TALLAHASSEE, FL 32302
904/203-0393 FAX

800-342-8086



N9500002824

ACCOUNT NO. : 07213000032

REFERENCE : 613940 6469C

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : June 12, 1995

200001511052

ORDER TIME : 12:06 PM

ORDER NO. : 613940

CUSTOMER NO: 6469C

CUSTOMER: Mr. Sandy Agnew
MAGUIRE VOORHIS & WELLS, P.A.

Suite 303
1499 S. Harbor City Boulevard
Melbourne, FL 32901

DOMESTIC FILING

NAME: SUNTREE ESTATES HOMEOWNERS
ASSOCIATION, 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: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN JUN 15 1995

FILED
95 JUN 13 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~1175-1173~~

~~2175~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SUNTREE ESTATES HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W95000011938

We have received your document for SUNTREE ESTATES HOMEOWNERS ASSOCIATION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 695A00028747

FILED
95 JUN 13 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SUNTREE ESTATES HOMEOWNERS ASSOCIATION, INC. A Corporation Not For Profit

THE UNDERSIGNED, for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, certifies that:

ARTICLE I Name

The name of this corporation is SUNTREE ESTATES HOMEOWNERS ASSOCIATION, INC. The corporation is sometimes referred to herein as the "Association".

ARTICLE II Definitions

All terms defined in the Declaration of Covenants and Restrictions for Suntree Estates (the "Covenants") shall have the same meanings when used herein.

ARTICLE III Principal Office and Agent

The principal place of business and initial registered office of the Association is 7205 Waelti Drive, Melbourne, Florida, 32940. The Registered Agent of the Association is Steve Winterfeldt.

ARTICLE IV Objects, Purposes and Powers

Section 4.1: This Association is a corporation not for profit. No part of its net earnings shall inure to the benefit of any private shareholder or member.

Section 4.2: The objects and purposes for which this Association is organized are as follows:

4.2.1: To operate, maintain and manage the surface water or stormwater management system in a manner consistent with the St. Johns River Water Management District

Permit No. _____ requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

4.2.2: To establish, maintain, operate and provide all community services of every kind and nature required or desired by the members including without limitation those services and functions described in the Declaration.

4.2.3: To provide for the enforcement of the Covenants

4.2.4: To engage in such other activities as may be to the mutual benefit of the members and the owners of portions of the Subdivision.

4.2.5: To own, operate and manage properties conveyed to it in accordance with the Covenants.

4.2.6: To do such other things as may be necessary and proper to carry out and accomplish the above objects and purposes.

Section 4.3: In furtherance of the aforesaid objects, purposes and powers, the Association shall have all of the powers of a Corporation Not for Profit organized and existing under the laws of the State of Florida, which powers shall include, but are not limited to, the power:

4.3.1: To 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.

4.3.2: To make, levy and collect Assessments from its members and to expend the proceeds of such Assessments for the benefit of its members.

4.3.3: To bring and defend suits on behalf of the Association.

4.3.4: To make and enforce reasonable rules and regulations governing the use of the property owned by the Corporation.

4.3.5: To maintain, repair, replace and operate those portions of the property that the Association has the duty or right to maintain, repair, replace and operate under these Articles and the By-Laws of the corporation.

4.3.6: To contract for the management of its property and to delegate to such contractors all powers and duties of the Corporation.

4.3.7: To employ personnel to perform the services authorized by these Articles and by the By-Laws of the Association.

4.3.8: To purchase insurance upon its property for the protection of the Association and its members.

4.3.9: To reconstruct improvements constructed on its property after casualty or other loss.

4.3.10: To make additional improvements to its property.

4.3.11: To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities including but not limited to marinas, lakes and other recreational facilities, whether or not contiguous.

ARTICLE V

Members

Section 5.1: The members of this Association shall consist of all owners of record title to Lots in the Subdivision. The first Board of Directors named in these Articles of Incorporation and other Directors selected by the Class B member, regardless of such ownership of real property in the Subdivision shall also be members of the Corporation until termination of the Class B membership as provided in Section 5.3 hereof.

Section 5.2: Membership in this Association cannot be transferred in any manner except as may be provided in the By-Laws.

Section 5.3: The Association shall have two (2) classes of membership: Class A and Class B.

Class A members shall be all persons owning one (1) or more Lots. Class A members shall be entitled to one (1) vote for each Lot owned.

Class B member shall be the Developer. The Class B member shall be entitled to three (3) votes for each Lot owned.

The Class B membership shall terminate at such time as (a) the then Class B member so designates in writing delivered to the Association, (b) one hundred twenty (120) days after seventy percent (70%) of the Lots are owned by persons other than Developer, or (c) three (3) years after conveyance of the first Lot to a Class A member, whichever shall first occur.

When fifty percent (50%) of the Lots are owned by Class A members other than Developer, the Class A members shall be entitled to elect one-third (1/3) of the members of the Board of Directors.

When more than one (1) person holds an ownership interest in any Lot, the vote for such Lot shall be exercised as the owners of all such interests determine among themselves, but in no event shall more than one (1) vote be cast with respect to each Lot. In the event of a disagreement among such persons and an attempt by two (2) or more of them to cast the vote of such Lot, such vote shall not be recognized and the Lot shall not be counted for any purpose until such dispute is resolved.

ARTICLE VI

Term

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. This Corporation shall exist in perpetuity.

ARTICLE VII

Board of Directors

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than ^{three} Directors nor more than nine (9) Directors. The first Board of Directors shall consist of ^{three} members. The Board of Directors shall be elected by the members of the Corporation entitled to vote. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

President	Steve Winterfeldt 7205 Waelti Drive Melbourne, Florida 32940
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Secretary/Treasurer	Larry Gullledge 7205 Waelti Drive Melbourne, Florida 32940
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Hubert C. Normile, Jr.
1499 S. Harbor City Blvd.
Melbourne, Florida 32901

The Directors of the Association shall be elected at the time and in the manner provided for in the By-Laws.

ARTICLE VIII

Officers

The officers of the Association shall consist of a President, one (1) or more Vice Presidents, a Secretary and a Treasurer. The officers in the Association shall be elected by the Board of Directors of the Association in accordance with the provisions of the By-Laws of the Association. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. The initial officers are:

ARTICLE IX

Indemnification

Section 9.1: Third Party Actions. 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 completed action, suit or proceeding, or appeal therefrom, whether civil, criminal, administrative, investigative or otherwise (other than any action by or in the right of the Association) by reason of the fact that he or his testator or intestate is or was a director, officer or employee of the Association, or at the express or implied request of the Association is or was serving as a director, trustee, officer, or employee of another Association or a partnership, joint venture, trust or other enterprise (including without limitation any affiliated association, partnership, joint venture, trust or other enterprise), against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and 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, had no reasonable cause to believe his conduct was unlawful.

Section 9.2: Derivative Actions. 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 completed action or suit by or in the right of the Association, or appeal therefrom, to procure a judgment in its favor by reason of the fact that he or his testator or intestate is or was a director, officer or employee of the Association, or at the express or implied request of the Association is or was serving as a director, trustee, officer or employee of another Association or a partnership, joint venture, trust or other enterprise (including without limitation any affiliated Association, partnership, joint venture, trust or other enterprise), against expenses (including attorney's fees and amounts paid in settlement) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or

not opposed to the best interests of the Association; provided however, that no person shall be entitled to indemnification under this Section 9.2 in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Association.

Section 9.3: Successful Defense. To the extent that a director, officer or employee has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.1 or 9.2 of this Article IX, or in defense of any claim, issue or matter therein, such determination shall constitute conclusive evidence of such person's right to be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, and the president or a vice president of the Association shall direct the reimbursement of all such expenses to such person.

Section 9.4: Determination of Propriety of Indemnification. No person seeking indemnification under Section 9.1 or 9.2 of this Article IX shall be indemnified unless pursuant to a determination by a court or unless the board of directors or the shareholders in good faith by a majority vote of a quorum of directors or shareholders, as the case may be, who were not parties to such action, suit or proceeding determine that the standards set forth in such sections have been met in the circumstances. The Association may provide for additional indemnification and rights to any person (including without limitation those persons referred to in Sections 9.1 and 9.2 of this Article IX), in each case except as otherwise ordered by a court or prohibited by law.

ARTICLE X

Contracts

Until termination of the Class I membership, the Association shall not enter into any contract unless the same is terminable after transfer of control to the Class A members upon not more than ninety (90) days written notice to the other party.

ARTICLE XI

Dissolution

Section 11.1: 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, F.A.C, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

Section 11.2: No member, director, or officer of the Association or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association. Unless agreed to the contrary by seventy-five percent (75%) of each and every class of membership, upon dissolution of the Association, the assets of the Association shall be granted, conveyed and assigned to an appropriate public body, agency or agencies, utility or utilities or any one (1) or more of them or to any one (1) or more non-profit associations, trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No disposition of the Association's assets shall divest or diminish any right or title of any member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such Covenants.

ARTICLE XII **Amendment of Articles**

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the members of the Association entitled to vote.

ARTICLE XIII **By-Laws**

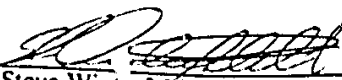
The Association shall adopt By-Laws governing the conduct of the affairs of the Association. The By-Laws shall be altered, amended or rescinded as provided in the By-Laws.

ARTICLE IX **Subscribers**

The names and residences of the subscribers to these Articles of Incorporation are as follows:

Steve Winterfeldt
7205 Waelti Drive
Melbourne, Florida 32940

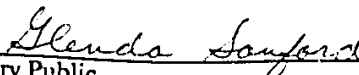
IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 13 day of March, 1995.


Steve Winterfeldt, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

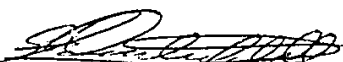
THE FOREGOING INSTRUMENT was acknowledged before me this 13th day of March, 1995, by STEVE WINTERFELDT, who is personally known to me or who produced _____ as identification, and who did take an oath.




Notary Public
Name of Notary: _____

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


STEVE WINTERFELDT, Registered Agent

Date: 3/12/95