

Law Office

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May 23, 1996

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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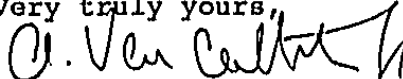
Re: Articles of Incorporation/
Autumn Pines Homeowners' Association, Inc.
File No. A2-101

Dear Sir:

Enclosed herewith for filing please find the executed original and copy of the Articles of Incorporation for the above-referenced corporation.

Upon filing, please provide me with a certified copy of the document. A check for your fees in the amount of \$122.50 is enclosed.

Very truly yours,



A. Van Catterton, Jr.

AVC:jc
Enclosures

cc: Client

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FILED
96 MAY 28 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
AUTUMN PINES HOMEOWNERS ASSOCIATION, INC.
A Corporation Not For Profit**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is Autumn Pines Homeowners Association, Inc.

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence, commencing on the date of the filing of these Articles by the Department of State.

**ARTICLE III
PURPOSE**

This Corporation is organized for the following purposes:

A. This Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this Corporation include the adoption and maintenance of standards for the Autumn Pines Subdivision ("Subdivision") through rules and regulations for preservation, beautification and maintenance of the common areas of the Subdivision, to prepare annual budgets to provide for the costs of said projects, to manage annual membership fees collected by the Corporation and to account for said funds.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the Corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations of a similar nature under the Internal Revenue Code, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its stated purposes.

**ARTICLE IV
DIRECTORS**

There shall be three members of the initial Board of Directors of the Corporation. The manner in which Directors are to be

ollected or appointed shall be as set forth in the Bylaws. The number of Directors may be changed from time to time by Amendment of the Bylaws; however, there shall never be less than three (3) Directors.

ARTICLE V MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any lot located in the Subdivision shall be a member. Multiple or joint owners of a single lot shall be limited to one membership per each lot. Membership shall be appurtenant to and may not be separated from ownership of said lots. The manner of admission of members shall otherwise be regulated by the Bylaws of the Corporation.

ARTICLE VI SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is Lawrence W. Wuensch, 1002 Springfield Court, Rockledge, Florida 32955.

ARTICLE VII PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office and mailing address of the Corporation shall be 1002 Springfield Court, Rockledge, Florida 32955.

ARTICLE VIII AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended by the affirmative vote of the owners of a majority of all of the lots in the Subdivision.

ARTICLE IX NONSTOCK BASIS

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the Bylaws.

ARTICLE X DISSOLUTION

The Corporation may be dissolved with the assent given in

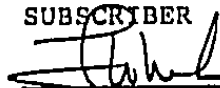
writing and signed by the owners of not less than two-thirds (2/3) of the lots in the subdivision. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created, or shall be granted, conveyed, and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 1990 West New Haven Avenue, Suite 104, Melbourne, Florida 32904, and the initial registered agent of this Corporation at that address shall be A. Van Catterton, Jr.

IN WITNESS WHEREOF, the undersigned Subscriber has caused these presents to be executed this 12th day of April, 1996.

SUBSCRIBER



Lawrence W. Wuensch

FILED

CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS

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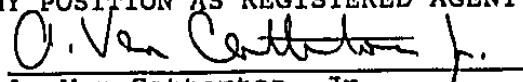
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapters 48 and 607, Florida Statutes, the following is submitted in compliance with said Acts.

Autumn Pines Homeowners Association, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 1990 West New Haven Avenue, Suite 104, Melbourne, Florida 32904, has named A. Van Catterton, Jr., located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF 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.


A. Van Catterton, Jr.
Registered Agent