

N9600000 5118

LAW OFFICES OF
POTTER, MCCLELLAND, MARKS & HEALY, P. A.

WILLIAM C. POTTER
CLIFTON A. MCCLELLAND, JR.
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PATRICK F. HEALY
TIMOTHY M. WILLIAMS

HARRY A. JONES
OF COUNSEL

FIRST UNION BANK BUILDING, SUITE 400
700 SOUTH HANCOCK STREET
PORT ORFORD BOX 9500
MELBOURN, FLORIDA 32602-0500
(407) 904-0700
FAX (407) 780-4000

December 27, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

100001673921
-12/29/95--01030--014
*****70.00 *****70.00

Re: SAN SEBASTIAN WOODS HOMEOWNERS ASSOCIATION, INC.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of the subject corporation. Please file the original and return a copy to the undersigned.

We have also enclosed a Certificate designating the registered agent and our check in payment of the following costs:

| | |
|--|----------------|
| Filing Fee, Articles of Incorporation | \$35.00 |
| Filing Fee, Registered Agent Designation | \$35.00 |
| Total | <u>\$70.00</u> |

Thank you for your assistance in this matter.

Sincerely,


PATRICK F. HEALY

PFH:cm
Enclosures

FILED
56 OCT -7 AM 9:53
TALLAHASSEE, FLORIDA

W96-380 SN JAN 05 1996
00789, 00634, 00626, 02295, 00671



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 5, 1996

PATRICK F. HEALY
P.O. BOX 2523
MELBOURNE, FL 32902-2523

SUBJECT: SAN SEBASTIAN WOODS HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W96000000380

We have received your document for SAN SEBASTIAN WOODS HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 596A00000642

LAW OFFICES OF
POTTER, McCLELLAND, MARKS & HEALY, P. A.

WILLIAM C. POTTER
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FIRST UNION BANK BUILDING, SUITE 400
700 SOUTH DANDY STREET
PORT OFFICE BOX 4500
MILWAUKEE, FLORIDA 33002-0500
(407) 984-8700
FAX: (407) 780-4092

October 2, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Attention: Sandy Ng - Document Specialist

Re: SAN SEBASTIAN WOODS HOMEOWNERS ASSOCIATION, INC.
Ref. No. W96000000380

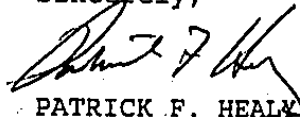
Dear Ms. Ng:

Enclosed are an original and one copy of the Articles of Incorporation and Acceptance of Registered Agent of the subject corporation. Please file the original and return a copy to the undersigned.

Also enclosed is a copy of your letter of January 5, 1996 concerning the enclosed documents. Our check covering the filing fee and Registered Agent Designation was previously forwarded to you.

Thank you for your assistance in this matter. Please contact me if you have any questions concerning these documents.

Sincerely,



PATRICK F. HEALY

PFH:cm
Enclosures

ARTICLES OF INCORPORATION
OF
SAN SEBASTIAN WOODS HOMEOWNERS ASSOCIATION, INC.
A NONPROFIT CORPORATION

FILED
95 OCT -7 AM 9:53
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of legal age, at least two of whom are citizens of the State of Florida, acting as incorporators of a corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation:

ARTICLE I.

The name of the corporation (called the association) is SAN SEBASTIAN WOODS HOMEOWNERS ASSOCIATION, INC.

ARTICLE II.

The association is a non-profit corporation.

ARTICLE III.

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The period of its duration is perpetual.

ARTICLE IV.

The specific primary purposes for which the association is formed are to:

1. Provide for maintenance, preservation, and architectural control of the residence lots and common area within a certain subdivided tract of real property described generally as San Sebastian Plat No. 1 (more particularly described in Exhibit A);

2. to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the

association for such purpose; and

3. to operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. 4-009-0121-M2 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.

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.

In furtherance of such purposes, the association shall have power to:

(a) Perform all of the duties and obligations of the association as set forth in a certain Second Amended Declaration of Covenants, Conditions, and Restrictions (the declaration) applicable to the subdivision recorded in the public records of Brevard County, Florida;

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the declaration, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the association, including all licenses, taxes, or governmental charges levied or imposed on the property of the association;

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease,

transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(d) Borrow money and mortgage, pledge, convey by deed of trust, or hypothecate any or all of the real or personal property it owns as security for money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the common areas it may hold legal title to to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale, or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument of two-thirds of each class of members;

(g) Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the association shall be financed by assessments on members as provided in the declaration, and no part of any net earnings shall inure to the benefit of any member.

ARTICLE V.

The street address of the initial registered office of the association is 700 S. Babcock Street, Suite 400, Melbourne, Florida 32901, and the name of its initial registered agent at such address is Patrick F. Healy.

ARTICLE VI.

The corporation's principal office is 6949 West Nasa Blvd., Melbourne, FL 32904 and its mailing address is P.O. Box 40, Melbourne, FL 32902.

ARTICLE VII.

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the association, shall be a member of the association and shall be entitled to voting rights in the association. Membership and voting rights shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

ARTICLE VIII.

The association shall have two classes of voting members as follows:

Class A. Class A members shall be all owners with the exception of the declarant as such term is defined in the declaration, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as such members may determine among themselves, but in no event

shall more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B member shall be the declarant, as such term is defined in the declaration, who shall be entitled to four (4) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership as provided in the declaration.

ARTICLE IX.

The number of directors constituting the board of directors of the association is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

| <u>Name</u> | <u>Address</u> |
|---------------------|--|
| Charles E. Buchanan | 6949 W. Nasa Boulevard Melbourne, Florida 32904 |
| William F. Howard | 6949 W. Nasa Boulevard Melbourne, Florida 32904 |
| Marilyn Howard | 6949 W. Nasa Boulevard Melbourne, Florida 32904 |

The manner in which the directors are elected or appointed is specified in the corporation's bylaws.

ARTICLE X.

On dissolution, the assets of the association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

. . . 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.

ARTICLE XI.

The name and street address of each incorporator is:

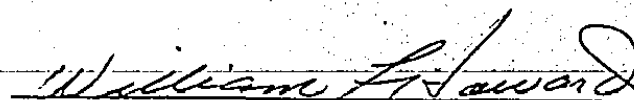
| <u>Name</u> | <u>Address</u> |
|---------------------|--|
| Charles E. Buchanan | 6949 West Nasa Boulevard Melbourne, Florida 32904 |
| William F. Howard | 6949 West Nasa Boulevard Melbourne, Florida 32904 |
| Marilyn Howard | 6949 West Nasa Boulevard Melbourne, Florida 32904 |

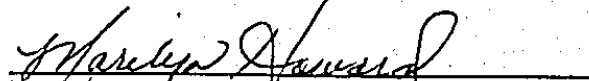
ARTICLE XII.

These Articles may be amended by an affirmative vote of at least two-thirds (2/3) of the total votes entitled to be cast.

Executed at Melbourne, Florida, on September 27, 1996.


CHARLES E. BUCHANAN


WILLIAM F. HOWARD


MARILYN HOWARD

State of Florida
County of Brevard

I, Judy R Strickland, a notary public, do hereby certify that on September 27, 1996, personally appeared before me CHARLES E. BUCHANAN, WILLIAM F. HOWARD, and MARILYN HOWARD who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and are well known to me, or who produced _____ as identification.

In witness whereof I have hereunto set my hand and seal the day and year above written.

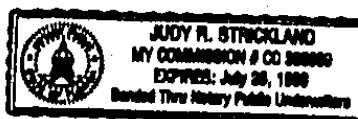
Judy R Strickland

Notary Public

Printed Name: JUDY R. STRICKLAND

My Commission Expires: 7/26/98

My Commission Number: CC 39579



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

OF

SAN SEBASTIAN WOODS HOMEOWNERS ASSOCIATION, INC.

I understand the duties of and hereby accept appointment as the registered agent of SAN SEBASTIAN WOODS HOMEOWNERS ASSOCIATION, INC., at the initial registered office of the Corporation at 700 South Babcock Street, Suite 400, Melbourne, Florida 32902.

Dated this 27th day of September, 1996.


PATRICK F. HEALY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT -7 AM 9:53

FILED