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REFERENCE : 725817 9654A
AUTHORIZATION : Patricia Pujot
COST LIMIT : \$ 70.00

ORDER DATE : March 2, 1998
ORDER TIME : 10:39 AM
ORDER NO. : 725817-005
CUSTOMER NO: 9654A

CUSTOMER: Curtis R. Mosley, Esq
MOSLEY WALLIS & WHITEHEAD
1221 East New Haven Avenue
Melbourne, FL 32902

300002445853--9

DOMESTIC FILING

NAME: THE BARRINGER CONDOMINIUM ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -3 PM 1:09

RECEIVED
98 MAR -3 10:11:22
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

THE BARRINGER CONDOMINIUM ASSOCIATION, INC.

A Non-Profit Corporation Organized Under
The Laws of the State of Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned do hereby associate themselves for the purpose of forming a corporation. Pursuant to the provisions and the laws of the State of Florida, and do certify as follows:

ARTICLE I

The name of the corporation shall be THE BARRINGER CONDOMINIUM ASSOCIATION, INC. (hereinafter the corporation shall be referred to as the "Association"). The corporation shall have its principal place of business located at 777 North Highway A1A, Suite 201, Indialantic, Florida 32903.

ARTICLE II

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718 of the Florida Statutes, as amended to the date hereof, (hereinafter called the "Condominium Act"), for the operation of THE BARRINGER CONDOMINIUM, a condominium to be created pursuant to the provisions of the Condominium Act.

ARTICLE III

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

A. The Association shall have all of the common law and statutory powers of a corporation which are not in conflict with the terms of these Articles of Incorporation or the Condominium Act.

B. The Association shall have all of the powers and duties set forth in the Condominium Act and in the Declaration of Condominium of THE BARRINGER CONDOMINIUM (hereinafter called the "Declaration") and the By-Laws of the Association (hereinafter called the "By-Laws") if not inconsistent with the Condominium Act of the State of Florida.

C. All funds and the titles to all properties acquired by the Association, and their proceeds, shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws of the Association.

D. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

E. The Association shall operate, maintain and manage the surface water or stormwater management system(s) located upon any real property which the Association has charge and control of in a manner consistent with the St. Johns River Water Management District Permit No. 42-009-1508N requirements and applicable Water Management District rules, and shall assist in the enforcement of the restrictions and covenants contained therein.

F. 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 storm-water management system located upon any real property which the Association has charge or control of.

Said assessments shall be used for the maintenance and repair of the surface water or stormwater management systems including, but not limited to, work within retention areas, drainage structures and drainage easements.

G. 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 referred to in Article III, Paragraphs E and F 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 IV

A. The members of the Association shall consist of all of the record owners of condominium units of THE BARRINGER CONDOMINIUM hereinafter referred to as "Condominium Units", and after termination of a Condominium shall consist of those who are members at the time of such termination, and their successors and assigns, together with record owners of units in condominiums not terminated.

B. Membership shall be acquired by recording in the Public Records of Brevard County, Florida, a deed or other instrument establishing record title to a Condominium Unit in THE BARRINGER CONDOMINIUM, the owner designated by such instrument thus becoming a member of the Association, and the membership of the prior owner being thereby terminated, provided however, any party who owns more than one unit shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any unit.

C. 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 his unit.

D. On all matters upon which the membership shall be entitled to vote, there shall be one vote for each unit, which vote may be exercised or cast in such manner as may be provided in the By-Laws of the Association. Any person or entity owning more than one unit shall be entitled to one vote for each unit he owns, except as otherwise provided in the By-Laws.

ARTICLE V

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

ARTICLE VI

The names and addresses of the subscribers to these Articles of Incorporation are:

<u>NAMES</u>	<u>ADDRESSES</u>
Thomas M. Downs	1395 A 1 A, Unit #402 Satellite Beach, Florida 32937
Edward R. Lucas	1395 A 1 A, Unit #401 Satellite Beach, Florida 32937
Bonnie L. Ray	1395 A 1 A, Unit #402 Satellite Beach, Florida 32937

ARTICLE VII

The affairs of the Association shall be administered by a President, a Vice President, a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time designate. Any person may hold two offices, excepting that the same person shall not hold the office of President and Vice President. Officers of the Association shall be elected by the Board of Directors 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 names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

PRESIDENT	Edward R. Lucas See above
VICE PRESIDENT	Thomas M. Downs See above
SECRETARY/TREASURER	Bonnie L. Ray See above

ARTICLE VIII

A. The affairs of the Association shall be managed by a Board of Directors. The number of persons which shall constitute the entire Board of Directors shall be not less than three (3) nor more than seven (7). Until such time as Unit Owners other than the Developer own fifteen percent (15%) or more of the units which will ultimately be operated by the Association as set forth herein, the number of persons which shall constitute the entire Board of Directors shall be three (3), all of which shall be appointed by the Developer.

Subsequent to Unit Owners, other than the Developer, obtaining ownership of fifteen Percent

Subsequent to Unit Owners, other than the Developer, obtaining ownership of fifteen Percent (15%) or more of the units ultimately to be operated by the Association the number of Directors which shall constitute the entire Board of Directors shall be three (3), two (2) of whom shall be appointed by the Developer and one (1) of whom shall be elected by the Unit Owners other than the Developer.

The Developer shall relinquish all special rights, express or implied, through which the Developer as Declarant may direct or directly control, direct, modify or veto any action of the Association, its Executive Board, or a majority of the Unit Owners, and the control of the Owners' Association shall pass to the owners of the units within the project not later than the earliest of the following:

- (a) Three (3) years after fifty percent (50%) of the units that will ultimately be operated by the Association have been conveyed to Purchasers; or
- (b) Three (3) months after ninety percent (90%) of the units that will ultimately be operated by the Association have been conveyed to Purchasers; or
- (c) When all of the units that will ultimately be operated by the Association have been completed, some of them have been conveyed to Purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or
- (d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business.
- (e) Seven (7) years after recordation of the Declaration of Condominium, or in the case of an association which may ultimately operate more than one (1) condominium, seven (7) years after recordation of the Declaration for the first condominium it operates, or in the case of an association operating a phase condominium created pursuant to S. 718.403, Florida Statutes, seven (7) years after recordation of the Declaration creating the initial phase, whichever shall occur first.

Regardless of which of the above events shall be the first to occur, the number of Directors who shall constitute the entire Board of Directors shall be three (3) to be elected by Unit Owners other than the Developer and to be appointed by the Developer as follows:

- a. The owners, other than the Developer, of units in THE BARRINGER CONDOMINIUM shall elect a total of two (2) Directors.
- b. For so long as the Developer holds at least five percent (5%) of any units in the Condominium operated by the Association for sale in the ordinary course of its business, all members of the Board of Directors not elected by the Unit Owners in accordance with subparagraph a. above shall be appointed by the Developer.
- c. All members of the Board of Directors elected by Unit Owners other than the Developer shall be members of the Association. Any member of the Board of

Directors appointed by the Developer need not be a member of the Association.

B. The first annual membership meeting shall be held in January of the year following the date upon which the declaration of condominium has been filed in the Public Records of Brevard County, Florida.

C. 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, or until removed, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Thomas M. Downs	1395 A 1 A, Unit #402 Satellite Beach, Florida 32937
Edward R. Lucas	1395 A 1 A, Unit #401 Satellite Beach, Florida 32937
Bonnie L. Ray	1395 A 1 A, Unit #402 Satellite Beach, Florida 32937

The term "Units that will ultimately be operated by the Association" shall refer to the approximate thirty-four (34) Condominium Units to be constructed as part of THE BARRINGER CONDOMINIUM, if Phase II is added to the Condominium.

ARTICLE IX

Every Director and every Officer of the Association shall be indemnified by the association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to all other rights and remedies to which such Director or Officer may be entitled.

ARTICLE X

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

A. In any legal action in which the Association may be exposed to liability in excess of the insurance coverage protecting it and its members, the Association shall give notice of the exposure within a reasonable time to all members who may be exposed to the liability, whereupon such members shall have the right to intervene and defend in such action.

B. The Association shall maintain accounting records according to good accounting practices which shall be open to inspection by members or their duly authorized representatives at all reasonable times, and written summaries which shall be supplied at least annually to members or their duly authorized representatives.

ARTICLE XII

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

A. Notice of the subject matter of a proposed Amendment shall be included in the notice of any meeting at which a proposed Amendment is to be considered.

B. A resolution for the adoption of a proposed Amendment may be proposed by the Board of Directors of the Association or by the members of the Association. Members may propose such an amendment by instrument in writing directly to the President or Secretary of the Board signed by not less than ten percent (10%) of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at a regularly constituted meeting thereof. Upon an Amendment being proposed as therein provided, the President, or, in the event of his refusal or failure to act, the Vice President, or in the event of his refusal or failure to act, the Board of Directors, shall call a meeting of the membership to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering such Amendment. Directors and members not present in person at the meeting or by proxy delivered to the Secretary at or prior to the meeting, may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be either by:

(1) Not less than sixty-six and two-thirds percent (66 2/3%) of the entire membership of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the entire membership of the Association; or

(2) Not less than seventy-five percent (75%) of the votes of the entire membership of the Association, provided however, that until such time as a majority of the members of the Board of Directors of the Association shall be elected by Unit Owners other than the Developer, all Amendments to the Articles of Incorporation shall be approved as set forth in sub-paragraph (1) above.

C. Provided however, that no Amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change which has been made in writing by all members and the joinder of all record owners of mortgages on the Condominium Units, including the Developer. No Amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium, nor shall any Amendment make any change which would in any way be detrimental to the sale of units by the Developer or assess the Developer as a Unit Owner for capital improvements. Any increase in assessment for common expenses without discrimination against the Developer shall not be deemed to be detrimental to the sale of units.

D. A copy of each Amendment shall be filed with the Department of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Department of State shall be

recorded in the Public Records of Brevard County, Florida.

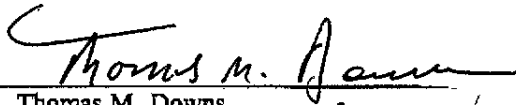
ARTICLE XIII

Whenever referred to in these Articles of Incorporation, the term "Developer" shall refer to BARRINGER LIMITED PARTNERSHIP, a Florida Limited Partnership, its successors or assigns.

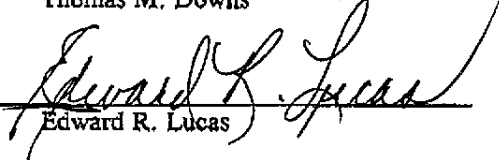
ARTICLE XIV

The Registered Agent to accept service of process within this State for said corporation shall be Curtis R. Mosley. The address of the registered office of this corporation shall be 1221 E. New Haven Avenue, Melbourne, Florida 32901.

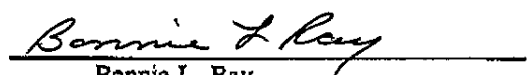
IN WITNESS WHEREOF, the Subscribers have affixed their signatures hereto this 26 day of February, 1998.



Thomas M. Downs



Edward R. Lucas



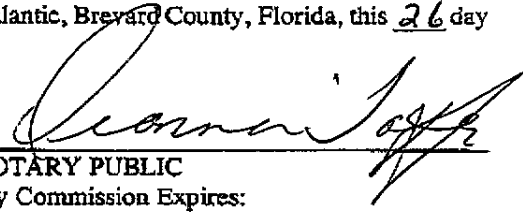
Bonnie L. Ray

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared Thomas M. Downs, Edward R. Lucas, and Bonnie L. Ray, who, after being duly sworn, according to law, acknowledged that they

executed the foregoing Articles of Incorporation for the purposes expressed therein.

WITNESS my hand and official seal in Indialantic, Brevard County, Florida, this 26 day
of February, 1998.



NOTARY PUBLIC
My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been named in Article XIV to accept service of process upon THE BARRINGER CONDOMINIUM ASSOCIATION, INC. at the place designated in the foregoing Articles of Incorporation, does hereby accept to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open an office for said Association.

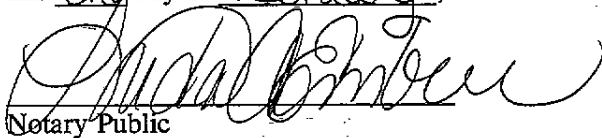
The location of the registered office of said corporation is 1221 E. New Haven Avenue, Melbourne, Brevard County, Florida 32901.

IN WITNESS WHEREOF the name and seal of said registered agent is hereby affixed at Melbourne, Brevard County, Florida, this 26 day of FEBRUARY, 1998.

 _____ (L.S.)

Curtis R. Mosley
Registered Agent for
THE BARRINGER CONDOMINIUM ASSOCIATION, INC.

Subscribed and sworn to before me
this 26 day of February, 1998.


Notary Public

My commission expires:



Linda A. Embree
MY COMMISSION # CC671463 EXPIRES
August 12, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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