

FRESE, NASH & TORPY, P.A.
ATTORNEYS AT LAW

GARY B. FRESE †◇
CHARLES IAN NASH *
VINCENT G. TORPY, JR.
GREGORY S. HANSEN ‡
RICHARD E. TORPY
J. PATRICK ANDERSON †
LAURA L. ANDERSON *
STEPHEN P. HEUSTON
PATRICK F. ROCHE

CRIS BATES FOSTER
OF COUNSEL

930 S. HARBOR CITY BLVD.
SUITE 505
MELBOURNE, FLORIDA 32901
(407) 984-3300
FAX (407) 951-8741

† BOARD CERTIFIED IN TAXATION
* BOARD CERTIFIED IN WILLS,
TRUSTS & ESTATES
‡ BOARD CERTIFIED IN CIVIL TRIAL LAW
◇ BOARD CERTIFIED IN REAL ESTATE LAW

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July 29, 1998

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

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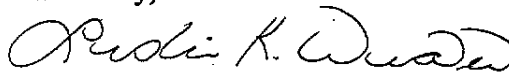
Re: *The Winner Building Owners Association, Inc.*

Dear Sir or Madam:

Enclosed find an original plus one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$122.50 representing the filing fee. I would appreciate receiving a certified copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,



Leslie K. Weaver
Secretary for Gary B. Frese

/lkw
Enclosures as stated

APPROVED
AND
FILED
98 JUL 31 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
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ARTICLES OF INCORPORATION

98 JUL 31 PM 12:25

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE WINNER BUILDING OWNERS ASSOCIATION, INC.

(A Corporation Not For Profit)

In order to form a corporation under the provisions of Chapter 617 of the laws of the State of Florida for Corporations Not For Profit, we, the undersigned, hereinafter referred to as "Developer", hereby create a corporation for the purpose and with the powers hereinafter mentioned.

ARTICLE I

The name of the corporation shall be **THE WINNER BUILDING OWNERS ASSOCIATION, INC.** (hereinafter referred to as the "Association").

ARTICLE II

The purposes and objects of the Association shall be to serve as an entity pursuant to Section 718.111, Florida Statutes, hereinafter called the "Condominium Act", and to administer the operation and management of **THE WINNER BUILDING OWNERS ASSOCIATION, INC.** to be established in accordance with the Condominium Act by the recording of a Declaration of Condominium with respect to the following described property, situate, lying and being in Indian River County, Florida, to-wit:

Lots 11, 12, 13, and the west 20 feet of Lot 14, LESS the north 3 feet thereof, and TOGETHER with that part of the east 5 feet of Lot 14, as described in Official Records Book 97, Page 389, all in Block 2, replat of Conn Addition, as recorded in Plat Book 3, Page 5, of the Public Records of Indian River County, Florida,

and to undertake the performance of the acts and duties incident to and administration of the operation and management of said Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation, and which may be contained in the formal Declaration of Condominium which will be recorded in the Public Records of Indian River County, Florida; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members, and the Association shall make no distributions of income to its members, directors or officers.

ARTICLE III

The initial street and mailing address of the principal place of business of the Association is 6425 Anderson Way, Melbourne, Florida, 32940. The initial address in Florida of the initial registered office of this Association is 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of this Association at that address is Gary B. Frese.

ARTICLE IV

The Association shall have the following powers:

1. The Association shall have all of the powers and privileges granted to Corporations Not For Profit under the law pursuant to which this Association is chartered and not in conflict with the Condominium Act of the State of Florida or these Articles of Incorporation.
2. The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles of Incorporation and the Declaration of Condominium.
3. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including but not limited to, the following:
 - (a) To make and establish reasonable rules and regulations governing the use of Units and common elements in said Condominium as said terms may be defined in said Declaration of Condominium to be recorded.
 - (b) To buy, sell, lease, mortgage or otherwise deal with any and all property, whether real or personal.
 - (c) To levy and collect assessments against Members of the Association to defray the common expenses of the Condominium as may be provided in said Declaration of Condominium and in the Bylaws of this Association which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Units in said Condominium.
 - (d) To maintain, repair, replace, operate and manage the Condominium and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvements of Condominium property.
 - (e) To contract for the management of the Condominium and to delegate to such contractor all of the powers and duties of the Association except those which may be required by the Declaration of Condominium to have approval of the Board of Directors or membership of the Association.

(f) To enforce the provisions of said Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the Rules and Regulations governing the use of said Condominium as may be hereafter established.

(g) To approve or disapprove the transfer, lease, mortgage and ownership of Units as may be provided by the Declaration of Condominium and by the Bylaws.

(h) To execute, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration of Condominium aforementioned.

(i) All funds and the titles to all property 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 Bylaws of the Association.

ARTICLE V

The qualification of the Members, the manner of their admission to membership and termination of such membership and voting by Members shall be as follows:

1. The record Owners of all Units in said Condominium shall be Members of the Association, and no other persons or entities shall be entitled to membership except as provided in item 5 of Article IV hereof.

2. Membership shall be acquired by recording in the Public Records of Indian River County, Florida, a deed or other instrument establishing record title to a Unit in THE WINNER BUILDING OWNERS ASSOCIATION, INC., 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 that any party who owns more than one Unit shall remain a Member of the Association so long as he/she shall retain title to or a fee ownership interest in any Unit.

3. The interest 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 its Unit. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purpose authorized herein, in the Declaration of Condominium, and in the Bylaws which may be hereafter adopted.

4. On all matters on which the membership shall be entitled to vote, there shall be only those votes for each Unit as set forth in the Declaration of Condominium, notwithstanding the fact that the Unit is owned by more than one person, and such vote or votes may be exercised by the Owner or Owners of each Unit in such manner as may be provided in the Bylaws hereafter adopted by the Association. Should any Owner or Owners own more than one Unit, such Owner or Owners shall be entitled to exercise or cast only as many votes as are allocated to the particular Units owned, in the manner provided by the Bylaws.

5. Until such time as the land described in Article II shall be submitted to a Plan of Condominium Ownership by the recordation of a Declaration of Condominium, the membership of the Association shall be comprised of the subscriber to these Articles.

ARTICLE VI

The Association shall have perpetual existence.

ARTICLE VII

The principal office of the Association shall be located at the condominium property in Indian River County, Florida, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors; furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE VIII

1. The Affairs of the Association shall be managed by a Board of Directors. The number of persons which will constitute the entire Board of Directors shall not be less than two (2) nor more than six (6).

Unit Owners other than the Developer shall be entitled to elect additional directors pursuant to Section 718.301(1) of the Florida Statutes.

After the Developer ceases to own any Units, all directors shall be elected by Unit Owners.

2. The number of directors constituting the initial Board of Directors of the corporation is two (2). The names and addresses of said persons who are to serve on the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Tom Corbitt	6425 Anderson Way Melbourne, Florida 32940
Genevieve Corbitt	6425 Anderson Way Melbourne, Florida 32940

ARTICLE IX

The affairs of the Association shall be administered by the officers in accordance with the Bylaws. The president and such other officers and assistant officers as the Board of Directors may from time to time designate shall constitute the officers of the Association. The 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:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Genevieve Corbitt	President/Treasurer	6425 Anderson Way Melbourne, Florida 32940
Tom Corbitt	Vice-President/Secretary	6425 Anderson Way Melbourne, Florida 32940

ARTICLE X

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors and the Members of this Association.

ARTICLE XI

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/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved, by reason of his/her being or having been a director or officer at the time such expenses are incurred except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of any claim for reimbursement or indemnification herein shall only apply if 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 directors or officers may be entitled.

The Board of Directors may, and shall if the same is reasonably available, purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance should be paid by the Unit Owners as part of the common expense.

ARTICLE XII

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the directors, or by the Members of the Association owning a majority of the Units whether meeting as Members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or Members, such proposed amendment or amendments shall be transmitted to the president of the Association, or other officer of the

Association in the absence of the president, who shall thereupon call a special meeting of the Members of the Association for a date not sooner than fourteen (14) days nor later than sixty (60) days from the receipt by him/her of the proposed amendment or amendments, and it shall be the duty of the secretary to give to each Member written or printed notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than fourteen (14) days nor more than sixty (60) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the Member at his post office address as it appears in the records of the Association and the postage thereon prepaid. Any Member, may by written waiver of notice signed by such Member, waive such notice, and such waiver when filed in the records of the Association whether before or after the holding of the meeting shall be deemed equivalent to the giving of such notice to such Member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of a majority of the Board of Directors and an affirmative vote of the Members owning not less than four (4) of the units in order for such amendment or amendments to be effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of the State of Florida and upon the registration of such amendment or amendments with the said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Indian River County, Florida, within twenty (20) days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these Articles of Incorporation, the written vote of any Member of the Association shall be recognized, if such Member is not in attendance at such meeting or represented there by proxy, provided such written vote is delivered to the secretary of the Association at or prior to such meeting.

Provided, however, that no amendment shall make changes in the qualifications for membership nor the voting rights of the Members, nor change in Article III, Paragraph 3.1, without approval in writing of all Members and the joinder of all record Owners of mortgages on the Units, including the Developer. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

Notwithstanding the foregoing, any amendment signed by the Owners of all the Units shall become immediately effective.

ARTICLE XIII

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation or partnership shall be affected or invalidated by reason of the fact that any director or officer of the Association is pecuniarily or otherwise interested therein.

APPROVED
AND
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ARTICLE XIV

SECRETARY OF STATE
FLORIDA

The name and address of the subscribers to these Articles of Incorporation are as follows:

Name

Address

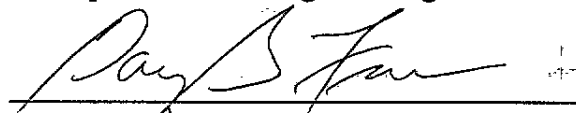
Gary B. Frese

930 S. Harbor City Blvd., Suite 505
Melbourne, Florida 32901

ARTICLE XV

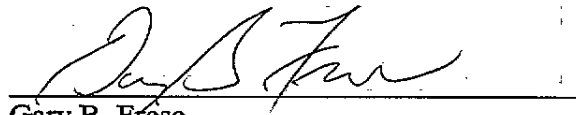
The initial registered agent of the Association is Gary B. Frese and the street address of the initial registered office of the Association is 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida, 32901. This corporation shall have the right to change such registered agent and office from time to time as provided by law.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Gary B. Frese
Registered Agent

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 29 day
of July, 1998.




Gary B. Frese

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, GARY B. FRESE, who is personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation and did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 29 day of
July, 1998.



Notary Public
State of Florida at Large

My Commission Expires:



Leslie K. Weaver
MY COMMISSION # CC550544 EXPIRES
August 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.