

LEVINE, FRANK, EDGAR & TELEPMAN PA

A Professional Association of Attorneys

Jay Steven Levine
Also admitted to practice in Washington, D.C.

Charles W. Edgar, III

Jeffrey H. Frank
Board Certified
Consumer and Business Bankruptcy Law
American Bankruptcy Board of Certification

James S. Telepman
Board Certified
Business Litigation Lawyer
Certified Mediator-Circuit Civil and Bankruptcy

Paul Safran, Jr.

October 28, 1998

N 980000006255
900002677179-1
10/30/98-D1097-008
*****78.75 *****78.75

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

RE: Articles of Incorporation
Sawgrass Lakes at Palm Bay Association, Inc.

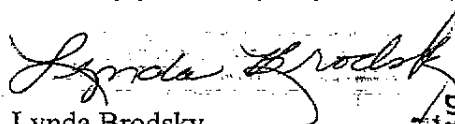
Gentlemen:

Enclosed please find an original of the Articles of Incorporation of Sawgrass Lakes at Palm Bay Association, Inc.. Also enclosed is our check in the amount of \$78.75 representing the filing fee, registered agent fee and certified copy fee.

Kindly file the original Articles Incorporation and return a certified copy in the preaddressed, stamped envelope enclosed.

If you have any questions or require additional information, please let us know.

Sincerely yours,



Lynda Brodsky
Legal Assistant

llb
Enclosures
c:\myfiles\corp\sos.ltr

FILED
98 OCT 30 PM 12:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

THIS INSTRUMENT PREPARED BY:
LEVINE, FRANK, EDGAR & TELEPMAN, P.A.
3300 PGA Boulevard, Suite 500
Palm Beach Gardens, Florida 33410
(561) 626-4700

FILED
98 OCT 30 PM 12:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SAWGRASS LAKES AT PALM BAY ASSOCIATION, INC.

(A Corporation Not-For-Profit Under the Laws of the State of Florida)

The undersigned incorporates by these Articles for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and adopts the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS

The name of the corporation is SAWGRASS LAKES AT PALM BAY ASSOCIATION, INC., and its street and mailing address are c/o Steven L. Perry, 1 S.W. Osceola Street, Suite 2, Post Office Box 1469, Stuart, Florida 34995.

ARTICLE II

DEFINITIONS

For convenience, the corporation shall be referred to in this instrument as the "Association"; the Declaration of Covenants and Restrictions for SAWGRASS LAKES AT PALM BAY, as the "Declaration"; these Articles of Incorporation as the "Articles"; and the By-Laws of the Association as the "By-Laws". All other definitions contained in the Declaration are incorporated herein by reference.

ARTICLE III

PURPOSE, POWERS AND DUTIES

Section 3.1 Purpose. The purpose for which the Association is organized is to provide an entity for the operation of SAWGRASS LAKES AT PALM BAY, located in Brevard County, Florida. The Association is organized and shall exist on a non-stock basis as a

corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director, or officer.

Section 3.2 Powers and Duties; General. For the accomplishment of its purposes, the Association shall have all the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by the Declaration, the By-Laws or the corporate statute. The powers of the Association shall also be as set forth in the Declaration and By-Laws.

Section 3.3 Powers: Specific

The powers of the Association shall include but not be limited to the following:

- A. To make and collect annual and special assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties; and to levy and collect Charges.
- B. To protect, maintain, repair, replace and operate the Properties pursuant to the Governing Documents.
- C. To purchase insurance upon the Properties for the protection of the Association and its members, as required by law.
- D. To make improvements of the Properties.
- E. To reconstruct improvements after casualty.
- F. To make, amend, and enforce reasonable rules and regulations governing the use of the Properties, inclusive of the Lots, the operation of the Association, and including the frequency, time, location, notice and manner of the inspection and copying of official records.
- G. To contract for the management and maintenance of the Community, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- H. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Properties and the Association.

- I. To purchase a Lot, but only at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount of the judgment plus interest and publication costs.

ARTICLE IV

MEMBERSHIP AND VOTING IN THE ASSOCIATION

The Members of the Association shall be as provided in Section 1.20 of the Declaration. The Owners of each Lot, collectively, shall be entitled to that vote as set forth in the By-Laws, and the manner of exercising voting rights shall be as set forth in the By-Laws.

ARTICLE V

DIRECTORS

Section 5.1 General. The method of election of Directors shall be as set forth in the By-Laws. Other provisions regarding Directors, including their qualifications, meetings, removal and resignation, are as contained in the By-Laws.

Section 5.2 First Board of Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mark Soverel	1 SW Osceola Street, Suite 2 P.O. Box 1469 Stuart, Florida 34995
Lee Kimmel	3680 Sugarhill Road Jensen Beach, Florida 34957
Christopher Dalfo	1 SW Osceola Street, Suite 2 P.O. Box 1469 Stuart, Florida 34994

ARTICLE VI

OFFICERS

Section 6.1 General. The affairs of the Association shall, to the extent delegated by the Board of Directors, be administered by the officers holding the offices designated in the By-Laws. Other provisions regarding officers, including their appointment, removal and resignation, are as provided in the By-Laws.

Section 6.2 First Officers. The names and addresses of the first officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Mark Soverel Suite 2 P.O. Box 1469 Stuart, Florida 34995	1 SW Osceola Street
Vice President	Mark Soverel P.O. Box 1469 Stuart, Florida 34995	1 SW Osceola Street, Suite 2
Secretary/Treasurer	Mark Soverel P.O. Box 1469 Stuart, Florida 34995	1 SW Osceola Street, Suite 2

ARTICLE VII

BY-LAWS

The initial By-Laws of the Association have been adopted by the Board of Directors, and may be altered, amended or rescinded by the vote of both the Board of Directors and Members of the Association in the manner provided in the By-Laws; with the vote of the Board alone permitted only if and as permitted in the By-Laws.

ARTICLE VIII

AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

Section 8.1 Proposal. Amendments to these Articles may be proposed by the Board of Directors or by written petition signed by the owners of one-fourth (1/4) of the Lots.

Section 8.2 Procedure; Notice and Format. Upon any amendment or amendments to these Articles being proposed as provided above, the proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting, unless insufficient time to give proper notice remains before that meeting. Any amendment may be considered at the annual or a special members meeting. The full text of any amendment to the Articles shall be included in the notice of the Owners' meeting of which a proposed amendment is considered by the Owners. New words shall be inserted in the text by underlining and words to be deleted shall be lined through with hyphens; however, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Articles. See provision ___ for present text."

Section 8.3 Vote Required. Except as otherwise provided by Florida law, or by special provisions in the Governing Documents, these Articles may be amended by concurrence of a majority of the entire Board of Directors and not less than 2/3 of the voting interests of the entire membership of the Association. If the amendments were proposed by a written petition signed by the Owners pursuant to Section 8.1 above, the concurrence of the Board of Directors shall not be required.

Section 8.4 Certificate; Recording and Effective Date. A copy of each Amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of the County. The Amendment shall be effective when the Certificate and copy of the Amendment, and any joinders and consents required, are recorded in the Public Records of the County. The certificate must identify the Book and Page of the Public Records where the Articles are recorded.

Section 8.5 Provisos. Notwithstanding any provision in these Articles to the contrary, the following shall apply:

- A. So long as the Developer controls the Board of Directors as provided for in the By-Laws, these Articles may be amended by the vote of the Developer alone; and after such control is relinquished, so long as the Developer owns any Lot in the Community, no amendment may be made without the written consent and joinder of the Developer.
- B. No amendment shall operate to unlawfully discriminate against any Lot or class or group of Lots.

- C. No amendment shall diminish or impair any of the rights, privileges, powers and/or options provided in these Articles in favor of or reserved to record owners of any institutional mortgages unless the Institutional Mortgagee shall join in the execution of the amendment.
- D. An amendment to these Articles that adds, changes or deletes a greater or lesser quorum or voting requirement must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.
- E. Article X of these Articles may be amended by the vote of a majority of the entire membership of the Board of Directors, without the need for membership approval, if a statement of change of registered agent and/or office is filed with the Secretary of State.

ARTICLE IX

TERM

The term of the Association shall be perpetual.

ARTICLE X

REGISTERED AGENT AND REGISTERED OFFICE

The initial Registered Office of the Association shall be S.W. Osceola Street, Suite 2, Stuart, Florida 34994, with the privilege of having its office and branch office at other places within or without the State of Florida. The initial Registered Agent at that address shall be Steven L. Perry.

IN WITNESS WHEREOF I have set my hand and seal this 15 day of October, 1998.

DATED: October 15, 1998 1998


MARK SOVEREL


Witness


Witness

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of **SAWGRASS LAKES AT PALM BAY ASSOCIATION, INC.** at the place designated in these Articles, I agree to act in the capacity and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED THIS 22 DAY OF Oct., 1998.

REGISTERED AGENT:



Print: MARK SOVEREL

FILED
98 OCT 30 PM 12:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B-7