

N 980000007234

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Orchid Acres Homeowners
Association, Inc.

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*****78.75 *****78.75

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DIVISION OF CORPORATION

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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SECRETARY OF STATE
DIVISION OF CORPORATION

Signature _____

Requested by: CS

12/21 9:56

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

R. Purinton DEC 21 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 21, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: ORCHID DUNES HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W98000028493

We have received your document for ORCHID DUNES HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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 (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 998A00059799

PREPARED BY AND RETURN TO:

Coe and Broberg, LLP
223 Peruvian Avenue
Palm Beach, Florida 33480

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
ORCHID DUNES HOMEOWNERS ASSOCIATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: ORCHID DUNES HOMEOWNERS ASSOCIATION, INC. The address of this corporation is 223 Peruvian Avenue, Palm Beach, FL 33480.

Article 2. Not For Profit. The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

Article 3. Duration. The duration (term) of the Corporation is perpetual.

Article 4. Purposes. The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To enforce the Declaration of Restrictions, Easements and Covenants of ORCHID DUNES (the "Declaration"), consisting of Ocean Homes in Indian River County, Florida, to be the Association referred to in said Declaration, and to assess Ocean Homes in accordance with said Declaration.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon non profit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Limitation. 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 the purposes set forth in Article 4 (Purposes) hereof.

Article 6. Members. The Corporation shall have Voting Members who shall be selected as provided in the By-Laws and shall have all the rights and privileges of members of the Corporation. The By-Laws shall also provide for Nonvoting Members, who shall consist of all of those persons who are from time to time, the record fee simple title holders in ORCHID DUNES, consisting of Ocean Homes set forth in the Declaration of Restrictions, Easements and Covenants of ORCHID DUNES recorded in the Public Records of Indian River County, Florida, which are constructed upon portions of the real property legally described as in (see Exhibit "A" attached). The Nonvoting Members shall have such rights and privileges as are set forth in the By-Laws, but shall not have the right to vote. The Developer of ORCHID DUNES shall transfer control of the Association to the Ocean Home Owners not later than (a) sixty (60) days after the Developer has sold the last Ocean Home to its final retail purchaser, or (b) five (5) years after the date of the Declaration, whichever is later; and each Ocean Home Owner shall thereafter be a voting Member of the Association and its voting privileges cannot thereafter be suspended or removed as long as it remains a Ocean Home Owner. The name and address of each initial Voting Member is as follows:

<i>Name</i>	<i>Address</i>
Peter S. Broberg	223 Peruvian Avenue Palm Beach, FL 33480
Martin Atkins	c/o 223 Peruvian Avenue Palm Beach, FL 33480

Article 7. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 223 Peruvian Avenue, Palm Beach, Florida 33480, and the name of its initial Registered Agent at that address is Peter S. Broberg.

Article 8. Initial Board of Directors. The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. The Voting Members shall elect the Directors at the annual meeting of Voting Members. The By-Laws may provide for *ex officio* and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

<i>Name</i>	<i>Address</i>
Martin Atkins	c/o 223 Peruvian Avenue Palm Beach, FL 33480
Peter S. Broberg	223 Peruvian Avenue Palm Beach, FL 33480
Dom Calderone	c/o 223 Peruvian Avenue Palm Beach, FL 33480

Article 9. Officers. The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the By-Laws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-Laws. The name and address of each initial Officer of the Corporation is as follows:

<i>Office</i>	<i>Name and Address</i>
President	Martin Atkins c/o 223 Peruvian Avenue Palm Beach, FL 33480
Secretary	Peter S. Broberg 223 Peruvian Avenue Palm Beach, FL 33480
Treasurer	Peter S. Broberg 223 Peruvian Avenue Palm Beach, FL 33480

Article 10. Incorporators. The name and address of each Incorporator (Subscriber) is as follows:

<i>Name</i>	<i>Address</i>
Peter S. Broberg	223 Peruvian Avenue Palm Beach, FL 33480

Article 11. By-Laws. The By-Laws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

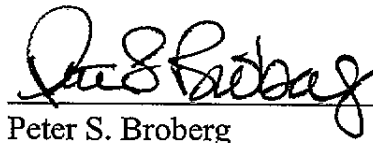
Article 12. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

Article 13. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 14. Commencement of Corporate Existence. In accordance with Section 617.014, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 18th day of December, 1998.

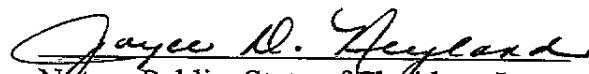
INCORPORATOR

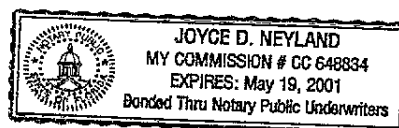

Peter S. Broberg

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing was acknowledged before me this 18th day of DECEMBER, 1998 by Peter S. Broberg, as Incorporator of ORCHID DUNES HOMEOWNERS ASSOCIATION, a Florida Corporation.


Notary Public, State of Florida at Large
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ORCHID DUNES HOMEOWNERS ASSOCIATION, INC., a Florida Corporation, which is contained in the foregoing Articles of Incorporation.

DATED this 18th day of December, 1998.



PETER S. BROBERG
"Registered Agent"

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