

HARRY A. JONES
ATTORNEY AT LAW

HARBOR TOWNE
11 A. MAX BREWER PARKWAY
TITUSVILLE, FLORIDA 32796

March 18, 1999

P. O. BOX 6447
TITUSVILLE, FLORIDA 32782-6447
(407) 264-0334
FAX: (407) 269-6840

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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*****70.00 *****70.00

Re: Whispering Woods Homeowners Association of Titusville, Inc.
a non-profit corporation

Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Incorporation for the above-captioned corporation, together with check in the sum of \$70.00 to cover your filing fees.

Please stamp the copy of the Articles with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

Harry A. Jones
Harry A. Jones

HAI/re
Enc.

Ruth

GAVE
AUTHORIZATION BY PHONE TO
CORRECT Articles
DATE 3/26/99
DOC. EXAM mm

FILED
99 MAR 22 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WHISPERING WOODS HOMEOWNERS ASSOCIATION
OF TITUSVILLE, INC.
A NON-PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Chapter 617 of the Florida Statutes, (1989), as amended, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

The name of this corporation shall be WHISPERING WOODS HOMEOWNERS ASSOCIATION OF TITUSVILLE, INC., hereinafter called the "Association".

ARTICLE II: DURATION

This Association shall have perpetual existence commencing upon the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III: PURPOSE

The Association does not contemplate pecuniary gain or profit to the members thereof, and the purposes for which it is formed are to provide for the maintenance and preservation of lots and common area within WHISPERING WOODS PHASE I, as described in the Plat thereof as recorded in Plat Book 37, Page 4, Public Records of Brevard County, Florida and for such other properties as may be brought within the jurisdiction of the Association, including but not limited to the following specific purposes:

(a) Promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association;

(b) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called "Declaration", applicable to the property and recorded in Official Records Book 3207, Page 0441 Public Records of Brevard County,

Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(c) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to 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 against the property of the Association;

(d) In addition to the other matters as specified in the Declaration, 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. The 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.

(e) Acquire (by gift, purchase or otherwise), own, hold, Improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes as set forth in the By-Laws provided that any such merger, consolidation or annexation shall have the assent of the members of the Association by a vote of a majority of a quorum of the members of the Association present in person or by proxy at a meeting called for that purpose;

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

(h) The Association shall 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. 42-009-08801 requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

ARTICLE IV: INCORPORATOR

The names and post office addresses of the incorporator to these Articles of Incorporation is as follows, to-wit-

SANDRA L. M. CERRATO
6330 Whispering Lane
Titusville, FL 32780

ARTICLE V: VOTING RIGHTS & MEMBERSHIP

Every person or entity who is a record owner of a fee interest in any unit or projected unit which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any unit or projected unit which is subject to assessment by the Association.

ARTICLE VI: NOTICE AND QUORUM FOR MEETINGS OF THE ASSOCIATION

Meetings of the Association shall be called by written notice sent to all members not less than fourteen (14) days nor more than thirty (30) days prior to the meeting, and the notice shall set forth the purpose of the meeting. Presence at the meeting of members or of proxies entitled to cast fifty percent (50%) of all votes of the membership shall constitute a quorum.

ARTICLE VII: BOARD OF DIRECTORS

The Board of Directors of this Association shall consist of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association but shall never be less than three (3). The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

GREG BELL
4830 East Key Drive
Titusville, FL 32780

KATHY ANDERSON
6401 Whispering Lane
Titusville, FL 32780

SANDRA L. M. CERRATO
6330 Whispering Lane
Titusville, FL 32780

At the first annual meeting the members shall elect three (3) directors to serve for a term of one (1) year each.

ARTICLE VIII: OFFICERS

The affairs of this Association shall be managed by the officers which shall consist of a President, Vice-President, Secretary and Treasurer. The officers shall be elected at the annual meeting of the Board of Directors and they shall serve for a term of one (1) year each. The names and addresses of the persons who are to act in the capacity of officers until the selection of their successors are:

President
and Treasurer:

SANDRA L. M. CERRATO
6330 Whispering Lane
Titusville, FL 32780

Vice President

GREG BELL
4830 East Key Drive
Titusville, FL 32780

Secretary:

KATHY ANDERSON
6401 Whispering Lane
Titusville, FL 32780

ARTICLE IX: BY-LAWS

The By-Laws of the Association shall be adopted, altered, amended or rescinded at a regular or special meeting of the members of the Association, by a vote of a majority of members present in person or by proxy.

ARTICLE X: AMENDMENT

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

ARTICLE XI: INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Association is 127 Park Avenue, Titusville, Florida 32780 and the name of the initial registered agent of this Association at that address is SANDRA L. M. CERRATO. The principal office is also the registered office.

ARTICLE XII: DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused the assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to 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 40-C42.027, -F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of Florida, the undersigned incorporator of this Association, has executed these Articles of Incorporation this 17th day of March, 1999.

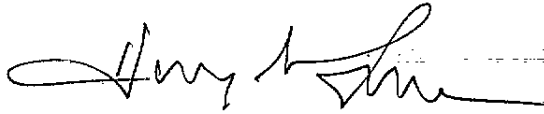


SANDRA L. M. CERRATO

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared SANDRA L. M. CERRATO, personally known to me to be the incorporator described in and who executed the foregoing Articles of Incorporation of WHISPERING WOODS HOMEOWNERS ASSOCIATION OF TITUSVILLE, INC., and she acknowledged that she subscribed the said instrument for uses and purposes set forth therein, and he did take an oath.

WITNESS my hand and official seal this 17th day of March, 1999.



Notary Public, State of Florida
My Commission Expires:

Harry A. Jones
My Commission Expires
March 1, 2001
Continental Fidelity Insurance, Inc.

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with 48-091 and 607.034 of the Florida Statutes, the following is submitted:


That WHISPERING WOODS HOMEOWNERS ASSOCIATION OF TITUSVILLE, INC., desiring to qualify under the laws of the State of Florida, with its principal office in the City of Titusville, State of Florida, has named SANDRA L. M. CERRATO, 127 Park Ave., Titusville, Florida 32780, as its Registered Agent to accept service of process within the State of Florida.

Dated: March 17, 1999.


SANDRA L. M. CERRATO

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: March 17, 1999.


SANDRA L. M. CERRATO
Registered Agent

FILED
99 MAR 22 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA