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Attorneys and Counsellors at Law  
A Partnership Including Professional Associations

T. Mitchell Barlow, P.A.  
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July 28, 1999

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

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-08/02/99--01066--002  
\*\*\*122.50 \*\*\*\*\*78.75

Re: CATHEDRAL OAKS HOMEOWNERS ASSOCIATION, INC.

Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation for "Cathedral Oaks Homeowners Association, Inc.". Also enclosed is our firm's check in the amount of \$122.50 to cover the filing fees. The breakdown of the filing fees on this corporation is as follows:

\$ 35.00	Filing fee
\$ 35.00	Certificate of designation of registered agent
<u>\$ 32.50</u>	Certified copy
\$122.50	

Kindly file the original Articles of Incorporation in your offices and return the copy to us.

Thank you for your attention to this matter. If you should have any questions, I would be pleased to hear from you.

Sincerely,

*Kathleen A. Kessel*

Kathleen A. Kessel  
Secretary to T. M. Barlow

K. Rolfe AUG 10 1999

kk  
Enclosures

FILED  
99 AUG -2 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**CATHEDRAL OAKS HOMEOWNERS ASSOCIATION, INC.**

**FILED**  
99 AUG -2 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By these Articles of Incorporation (the "Articles"), the undersigned Incorporator forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions:

**ARTICLE I**  
**NAME**

The name of the corporation shall be "Cathedral Oaks Homeowners Association, Inc." For convenience, the corporation shall be referred to in this instrument as the "Association".

**ARTICLE II**  
**DURATION**

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

**ARTICLE III**  
**DEFINITIONS**

The following words shall have the definitions set forth below for purposes of these Articles:

- 3.1 "Articles" shall mean these Articles of Incorporation.
- 3.2 "Association" shall mean and refer to Cathedral Oaks Homeowners Association, Inc., a Florida corporation not for profit, and its successors and assigns.

3.3 "Board" or "Board of Directors" shall mean the Board of Directors of the Association.

3.4 "Bylaws" shall mean the Bylaws of the Association.

3.5 "Declarant" shall mean H. L. Clark, III.

3.6 "Declaration" shall mean that certain Declaration of Covenants, Conditions and Restrictions for Cathedral Oaks Subdivision dated as of March 13, 1999, and recorded at Official Records Book 3114, page 2272 of the Public Records of Brevard County, Florida, as they may be modified or amended from time to time.

3.7 "Lot" shall mean and refer to a lot designated as such on the recorded plat of Cathedral Oaks Subdivision as recorded at Plat Book 36, page 88 of the Public Records of Brevard County, Florida.

3.8 "Member" shall mean and refer to all those Owners who are Members of the Association as provided in Article VII hereof.

3.9 "Owner" shall mean and refer to the record owner, whether one (1) or more persons or entities, of the fee simple title to any Lot which is a part of the Subject Property.

3.10 "Subject Property" shall mean and refer to the real property described in, and made subject to the Declaration.

3.11. "Cathedral Oaks" and "Subdivision" shall mean the residential subdivision according to the plat of the Subject Property to be recorded in the Public Records of Brevard County, Florida.

All other terms defined in the Declaration and used in these Articles shall have the meanings set forth in the Declaration.

ARTICLE IV  
PRINCIPAL OFFICE

The principal office of the Association shall be located at 1901 Highway A1A, Suite 4, Indian Harbour Beach, Florida 32937.

ARTICLE V  
REGISTERED OFFICE AND AGENT

H. L. Clark, III, whose address is 1901 Highway A1A, Suite 4, Indian Harbour Beach, Florida 32937, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI  
PURPOSE AND POWERS OF THE ASSOCIATION

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association is formed to provide for, and among other things, the improvement, maintenance and preservation of the Property and the Common Areas to promote the health, safety and welfare of the Owners. The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and

the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of the Subject Property and Common Areas within its jurisdiction, including, without limitation, the surface water management system located within the Subject Property as permitted by the St. Johns River Water Management District (the "Surface Water Management System"). In this regard, the Association shall have the specific power and authority to:

1. operate and perform routine custodial maintenance of the Surface Water Management System;
2. establish rules and regulations regarding the Surface Water Management System;
3. assess members for the cost of operating and maintaining the Surface Water Management System and to enforce the collection of such assessments in the manner provided in the Declaration; and
4. contract for services to provide for operation and routine custodial maintenance of the Surface Water Management System.

Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferrable, in whole or in part, to any developer, management agent, governmental unit, public body, or similar entity. Any instrument effecting such a transfer shall specify the duration thereof and the means of revocation.

#### ARTICLE VII MEMBERSHIP

Each Owner shall be a Member of the Association. Any person or entity who holds any interest merely as security for the performance of any obligation shall not be a Member.

The Association membership of each Owner shall be appurtenant to the Lot giving rise to such membership, and shall not be transferred except upon the transfer of title to said Lot and then only to the transferee of title thereto. Any prohibited separate transfer of the Association membership shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

#### ARTICLE VIII VOTING RIGHTS

The Association shall have two classes of voting Members, as follows:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owner. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant or a successor developer and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

1. Three (3) months after ninety percent (90%) of the residential Lots in the Subdivision have been conveyed by the Declarant (or successor developer) to Members (excluding conveyances to builders, contractors, or others who purchase a parcel for the purpose of constructing improvements thereon for resale), or

2. Upon the election of the Declarant or a successor developer.

ARTICLE IX  
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors whose number may increase or decrease from time to time as provided by the Bylaws of the Association; provided that there shall always be at least three (3) Directors. The initial Board shall consist of three (3) Directors who shall serve in that capacity until the appointment or election of their successors. The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
H. L. Clark, III	1901 Hwy. A1A, Suite 4 Indian Harbour Beach, Florida 32937
Brian D. Clark	1901 Hwy. A1A, Suite 4 Indian Harbour Beach, Florida 32937
Carol H. Clark	1901 Hwy. A1A, Suite 4 Indian Harbour Beach, Florida 32937

The members of the Board of Directors shall be elected at the annual meeting of Members by a majority vote of the Class A Members present at such meeting.

ARTICLE X  
OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at a meeting designated for such purpose, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve for an initial term or until their successors are elected by the Board of Directors are as follows:

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<u>Office</u>	<u>Name</u>	<u>Address</u>
President	H. L. Clark, III	1901 Highway A1A, Suite 4 Indian Harbour Beach, Florida 32937
Secretary/Treasurer	Brian D. Clark	1901 Highway A1A, Suite 4 Indian Harbour Beach, Florida 32937

#### ARTICLE XI BYLAWS

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

#### ARTICLE XII INDEMNIFICATION

11.1 Indemnification. 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 whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such 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, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matter as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being

for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

11.2 Expenses of Lawsuits. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

11.3 Insurance. The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

### ARTICLE XIII AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

13.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members, which may be either the annual or a special meeting.

13.2 Notice. Within the time and in the manner provided in the Bylaws for the giving of notice of meeting of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

13.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of sixty percent (60%) of the votes entitled to be cast thereon.

13.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

13.5 Agreement. If the Members holding sixty percent (60%) of the votes entitled to be cast, as provided above, sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 13.1 and 13.3 had been satisfied.

13.6 Action Without Directors. The Members may amend these Articles without an act of the Directors (a) if the requirements of subsection 13.2 and 13.3 are satisfied; or (b) if the requirements of subsection 13.5 are satisfied.

13.7 Limitations. No amendment shall make any changes in the qualifications for members nor the voting rights of Members without the unanimous approval in writing by all members. No amendment shall be made that is in conflict with the Declaration.

13.8 Filing. A copy of each amendment shall be filed with the Florida Secretary of State.

13.9 Dissolution. In the event the Association is dissolved, the assets of the Association, including, without limitation, the Surface Water Management System, shall, prior to dissolution, be dedicated to a governmental body or conveyed to a non-profit corporation or other entity acceptable to the St. Johns Water Management District for purposes of ensuring that the Surface Water Management System will be operated and routine custodial maintenance will be performed in accordance with the requirements of such district.

#### ARTICLE XIV INCORPORATOR

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

<u>Name</u>	<u>Address</u>
H. L. Clark, III	1901 Highway A1A, Suite 4 Indian Harbour Beach, Florida 32937

#### ARTICLE XV NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these Articles of

Incorporation to be executed as of the 7 day of July, 1999.

H L Clark III  
H. L. Clark, III

STATE OF FLORIDA     )  
                                      )  
COUNTY OF BREVARD )

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 7TH day of July, 1999, by H. L. Clark, III, who is personally known by me or has produced Photo ID as identification.

H L Clark III  
Notary Public



Helen Jackson  
Commission # 00834952  
Expires May 10, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

[Signature]  
NOTARY PUBLIC  
Helen Jackson


CERTIFICATE DESIGNATING REGISTERED  
AGENT FOR SERVICE OF PROCESS

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

Cathedral Oaks Homeowners Association, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 1901 Highway A1A, Suite 4, Indian Harbour Beach, Florida 32937, has named H. L. Clark, III, located at the above-referenced office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said acts relative to keeping open said office.

  
\_\_\_\_\_  
H. L. Clark, III, Registered Agent  
Dated 7/7/99\_\_\_\_\_

**FILED**  
99 AUG -2 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA