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**ROSSWAY MOORE
& TAYLOR**

ATTORNEYS AND COUNSELORS AT LAW

THE OAK POINT PROFESSIONAL CENTER
5070 NORTH HIGHWAY A-1-A
SUITE 200

VERO BEACH, FLORIDA 32963

October 1, 1999

JOHN E. MOORE, III*
BRADLEY W. ROSSWAY
JAMES A. TAYLOR, III*
MICHAEL J. SWAN
OF COUNSEL

*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA

99 OCT 25 AM 8:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE
(561) 231-4440
FACSIMILE
(561) 231-4430

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Secretary of State
State of Florida
Division of Corporations
Florida Dept. of State
409 East Gaines Street
Tallahassee, FL 32399

RE: The Cascades of Vero Property Owners' Association, Inc.

Dear Sir/Madam:

In regard to the above, please find enclosed the Articles of Incorporation for filing with the Secretary of State's Office.

This firm's check in the amount of \$125.00 is also enclosed to cover your filing fee, the Registered Agent fee, and your fee for the certified copy.

Thank you for your assistance and for returning the certified copy of the Articles of Incorporation to this office in the enclosed, self-addressed, stamped envelope.

Sincerely,

James A. Taylor, III

JAT:smt\Clerk-2.SS

Encs.

CC: Mr. David Dubov, w/enc.

F. CHESLER

OCT 26 1999

FILED
99 OCT 25 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE CASCADES OF VERO
PROPERTY OWNERS' ASSOCIATION, INC.

The undersigned incorporator hereby forms a not-for-profit corporation under Chapter 617 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

THE CASCADES OF VERO PROPERTY OWNERS' ASSOCIATION, INC.

The principal place of business of this corporation (herein-after referred to as either the "corporation" or as the "Association") shall be 6363 N.W. 23rd Terrace, Boca Raton, Florida 33496, and the mailing address shall be the same.

ARTICLE II. PURPOSE OF POWERS

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential Lots and Common Area within that certain tract of property described as:

See EXHIBIT "A" attached hereto and incorporated herein by reference;

and to 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 and for this purpose to:

(a) 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, Easements, Rights, Limitations, and Restrictions, and Limitations of The

Cascades of Vero (hereinafter referred to as the "Declaration"), applicable to the property and to be recorded in the Office of the Clerk of the Circuit Court of Indian River 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;

(b) 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;

(c) 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;

(d) borrow money, and with the asset of two-thirds (2/3rds) of the voting interests of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the two-thirds (2/3rds) of the voting interests of the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of the voting interests of the members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of the voting interests of the members;

(g) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Florida Not-for-Profit Corporation Act by law may now or thereafter have or exercise.

ARTICLE III. MEMBERSHIP

Every person or entity, who is a record owner of a fee or undivided fee interest of any Lot 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 Lot which is subject to assessment by the Association.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 6363 N.W. 23rd Terrace, Boca Raton, Florida 33496, and the name of the initial registered agent of the corporation at that address is **DAVID DUBOV**.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant, as defined in the Declaration, and shall be entitled to ten (10) votes for each Lot owned.

ARTICLE VII. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than eighty (80.0%) percent of the voting interests 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 acceptance, such assets shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall have initially three (3) directors. The names and street addresses of the initial directors are as follows:

DAVID DUBOV - Director
6363 N.W. 23rd Terrace
Boca Raton, Florida 33496

JOAN DUBOV - Director
6363 N.W. 23rd Terrace
Boca Raton, Florida 33496

HARVEY DUBOV - Director
6363 N.W. 23rd Terrace
Boca Raton, Florida 33496

The manner in which the directors shall be elected shall be as specified and set forth in the By-Laws adopted by the corporation.

ARTICLE IX. AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five (75%) percent of the voting interests of the members. The right to amend the By-Laws shall be vested in the members as set forth therein.

ARTICLE X. INCORPORATOR

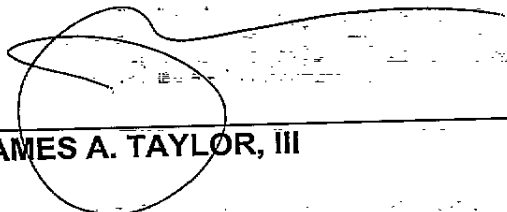
The name and street address of the incorporator to these Articles of Incorporation are as follows:

ROSSWAY MOORE & TAYLOR
c/o James A. Taylor, III
5070 N. Highway A-1-A, Suite 200
Vero Beach, Florida 32963.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 8th day of October, 1999.

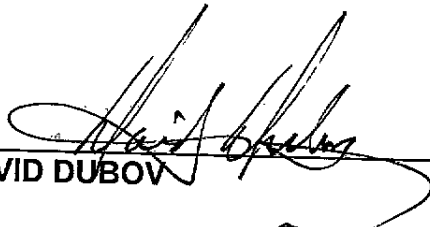
ROSSWAY MOORE & TAYLOR

By:


JAMES A. TAYLOR, III

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

DAVID DUBOV, whose address is as follows: 6363 N.W. 23rd Terrace, Boca Raton, Florida 33496, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, *Florida Statutes*, and other applicable law.



DAVID DUBOV
Date: October 8, 1999

Cascades\Articles.Inc.

FILED
99 OCT 25 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA