

State of Florida

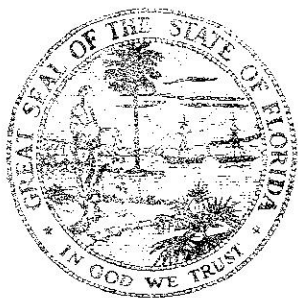


Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of WINDS OF PARADISE OWNERS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on October 28, 1983, as shown by the records of this office.

The charter number of this corporation is 770967.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
31st day of October, 1983.



George Firestone
Secretary of State

CER-101

ARTICLES OF INCORPORATION

776087

OF

WINDS OF PARADISE OWNERS ASSOCIATION, INC.

(A Corporation Not-For-Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I

The name of the proposed corporation shall be WINDS OF PARADISE OWNERS ASSOCIATION, INC., hereinafter referred to as "Association" or "Corporation".

ARTICLE II

The purposes and objects of the corporation shall be to administer the operation and management of the Townhouses to be established hereunder by Dave McWilliams Construction Corp. and Franklyn Development Corporation of Brevard, Inc., hereinafter referred to as "Developer", the Townhouse complex to be established in accordance with the laws of the State of Florida upon the following described property situate, lying and being in Brevard County, Florida, to wit:

Lots 2, 3, and 4, Block 2, OCEAN SHORES SUBDIVISION, according to the Plat thereof, as recorded in Plat Book 9, page 6, Public Records of Brevard County, Florida; and Lots 1, 2, 3, 4, 14, 15, 16 and 17, and that portion of vacated Walters Drive lying between these lots, Block 3, OCEAN SHORES SUBDIVISION, according to the Plat thereof, as recorded in Plat Book 9, page 52 Public Records of Brevard County, Florida.

and to undertake the performance of the acts and duties incident to the administration of the operation and management of the Townhouses in accordance with the terms, provisions, conditions and authorizations contained in these Articles and which may be contained in the Winds of Paradise Declaration of Covenants, Conditions and Restrictions which will be recorded in the Public Records of Brevard County, Florida, on or before commencement of improvements on the above described real property; and to own, operate, lease, sell, trade and

otherwise deal with such property, whether real or personal as may be necessary or convenient in the administration of said Winds of Paradise.

The Corporation shall be conducted as a non-profit organization for the benefit of its members.

These Articles of Incorporation shall not constitute notice to anyone, regardless of whether a copy of these Articles of Incorporation shall be recorded in the Public Records of Brevard County, Florida, of any right, title or interest in the aforesaid land by, or on the part of this Corporation, and these Articles of Incorporation shall not encumber the aforesaid land in any manner.

ARTICLE III

The Corporation shall have the following powers:

1. It shall have all the powers and privileges granted to corporations not-for-profit under the law pursuant to which this corporation is chartered, and all of the powers and privileges which may be granted unto said corporation or exercised by it under any other applicable laws of the State of Florida.

2. It shall have all the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including but not limited to the following:

A. To make and establish reasonable rules and regulations governing the use of the units and the common elements in Winds of Paradise as said terms may be defined in said Declaration of Covenants, Conditions and Restrictions.

B. To levy and collect assessments against members of the Corporation to defray the common expenses of Winds of Paradise as may be provided in said Declaration and in the By-Laws of this Corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing, and otherwise trading and dealing with such property whether real or personal including the units in Winds of Paradise, which may be necessary or convenient in the operation and management of Winds of Paradise and in accomplishing the purposes set forth in said Declaration.

C. To maintain, repair, replace, operate and manage Winds of Paradise and the property comprising same, including the right to reconstruct improvements after casualty, and to make further improvements to the property.

D. To contract for the management of Winds of Paradise and to delegate to such contractor all of the powers and duties of the Corporation except those which may be required by the Declaration to have approval of the Board of Administration or membership of the Corporation.

E. To enforce the provisions of said Declaration, these Articles of Incorporation and the By-Laws of the Corporation which may be hereafter adopted, and the rules and regulations governing the use of Winds of Paradise as the same may be hereafter established.

F. To now or hereafter acquire and enter into leases and agreements of every nature, whereby the Corporation acquired leaseholds, memberships and other possessory or use interests in land or facilities, including recreational and communal facilities, to provide enjoyment, recreation, or other use or benefit to the owners of the units, all as may be deemed by the Board of Administration to be in the best interests of the Corporation.

G. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to said Declaration or the Statutes of the State of Florida.

ARTICLE IV

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The owners of all units in Winds of Paradise shall be members of the Corporation, and no other persons or entities shall be entitled to membership, except as provided in paragraph 5 of this Article IV.

2. Membership shall be established by the acquisition of fee title to a unit in Winds of Paradise, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to, or his entire fee ownership interest in any unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more units, or who may own a fee ownership interest in two or more units, so long as such party shall retain title to or a fee ownership interest in any unit.

3. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to this unit. The funds and assets of the Corporation shall belong solely to the Corporation, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the said By-Laws.

4. On all matters on which the membership shall be entitled to vote, there shall be only one vote for each unit, which vote may be exercised or cast by the owner or owners of each unit in such manner as may be provided in the By-Laws hereafter adopted by the Corporation. Should any member own more than one unit, such member shall be entitled to exercise or cast as many votes as he owns units in the manner provided by said By-Laws.

5. The Developer has the right to appoint the first Board of Administration consisting of three members. The Developer may appoint any replacements to said first Board should vacancies occur. Notwithstanding any terms and provisions hereinbefore or hereinafter, control and selection of the Board of Administration shall always be in accordance with these Articles and the By-Laws. Notwithstanding any provision in this Article to the contrary the Developer may elect to turn over control of the Association to the unit owners at any time.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The principal office of the Corporation shall be located at:

1790 N. Highway A-1-A, Suit 101
Satellite Beach, Florida 32937

but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Administration. The Registered Agent in charge at that address is David T. McWilliams.

ARTICLE VII

The affairs of the Corporation shall be administered by the President of the Corporation, assisted by the Vice-President, Secretary and Treasurer,

and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Administration.

ARTICLE VIII

The affairs of the Corporation shall be managed by the Board of Administration. The first Board of Administration of the Corporation shall consist of three members as named herein. The number of members of succeeding Boards of Administration shall be as provided from time to time by the By-Laws of the Corporation. The members of the Board of Administration shall be elected by the members of the Corporation at the annual meeting of the membership, as provided by the By-Laws of the Corporation; and each member of the Board of Administration shall be a member of the Corporation or shall be the authorized representative of a member of the Corporation or of any other legal entity which is an owner member. The Member of the Board of Administration named in these Articles will serve until their successors have been elected and qualified and so long as the Developer is entitled to elect any Board members, such Board members as the Developer is entitled to elect shall be elected by the Board of Directors of the Developer.

ARTICLE IX

The Board of Administration shall elect a President, Vice President, Secretary and Treasurer, or Secretary/Treasurer, and as many additional Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Administration shall determine. The President shall be elected from among the membership of the Board of Administration, but no other officer needs to be a Board member. The same person may hold two offices, the duties of which are not incompatible.

ARTICLE X

The names and post office addresses of the members of the first Board of Administration who, subject to the provisions of these Articles, the By-Laws, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

DAVID T. McWILLIAMS - 353 Albacore Place
Melbourne Beach, FL 32952

MICHAEL E. MAGUIRE - 938 Sea Palm Lane
Satellite Beach, FL 32937

JOEL S. MOSS - 484 Oak Ridge Drive
Indialantic, FL 32903

ARTICLE XI

The subscribers to these Articles of Incorporation are the three persons herein named to act and serve as members of the first Board of Administration of the Corporation, the names of the subscribers and their respective post office addresses being more particularly set forth in Article X above.

ARTICLE XII

The officers of the Corporation who shall serve until the first election under these Articles shall be the following:

President David T. McWilliams

Vice President Joel S. Moss

Secretary/Treasurer Michael E. Maguire

ARTICLE XIII

The original By-Laws of the Corporation shall be adopted by the Board of Administration, and thereafter such By-Laws may be altered or rescinded.

ARTICLE XIV

Every Board member and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a board member or officer of the Corporation, whether or not he is a Board member or officer of the Corporation at the time such expenses are incurred, except in such cases wherein the Board member or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Board member or officer seeking such reimbursement or indemnification, the

indemnification herein shall only apply if the Board of Administration approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Board member or officer may be entitled.

ARTICLE XV

These Articles may be amended in either of the following manners:

1. So long as the Developer is entitled to elect a majority of the members of the Board of Administration as provided in the Declaration, the Developer may amend these Articles of Incorporation by a majority vote of the Board of Administration.
2. After the owner members of the Corporation have become entitled to elect a majority of the Board of Administration as provided herein, any amendment to these Articles of Incorporation may be approved as follows:
 - A. An amendment may be proposed by the Board of Administration of the corporation acting upon a vote of the majority of the members of the Board of Administration, or it may be proposed by members of the Corporation owning a majority of the units in the Townhouses, whether meeting as members or by instrument in writing signed by them.
 - B. Upon any amendment being proposed by said Board of Administration or members, such proposed amendment shall be transmitted to the President of the Corporation who shall thereupon call a Special Meeting of the members of the Corporation, for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed amendment, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such Special Meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the records of the Corporation, postage thereon prepaid.

C. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member.

D. At the Special Meeting, the amendment must be approved by an affirmative vote of not less than 75% of the members voting for such amendment to become effective. Thereupon the amendment shall be transcribed and certified in such form as is necessary to register the same with the Secretary of State of Florida.

E. At any meeting held to consider the amendment, the written vote of any member of the Corporation shall be recognized if such member is not in attendance at such meeting or is represented thereat by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to such meeting.

IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seals this 9 day of August, 1983.

David T. McWilliams (Seal)
DAVID T. McWILLIAMS
Michael E. Maguire (Seal)
MICHAEL E. MAGUIRE
Joel S. Moss (Seal)
JOEL S. MOSS

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME personally appeared DAVID T. McWILLIAMS, MICHAEL E. MAGUIRE and JOEL S. MOSS, to me well known and known to me to be the persons described in and who executed the foregoing instrument and acknowledged to and before me that they executed said instrument for the purposes herein expressed.

WITNESS my hand and official seal, this 9 day of August, 1983.

Jeanette O'Sullivan (Seal)

NOTARY PUBLIC STATE OF FLORIDA
COMMISSION EXPIRES 12-31-85
JEANETTE O'SULLIVAN
185

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 607.034.
Florida Statutes:

WINDS OF PARADISE OWNERS ASSOCIATION, INC.

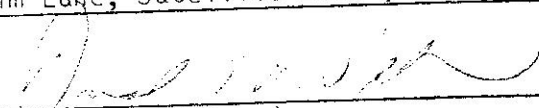
a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 1790 N. A1A, Suite 101, in the city of Satellite Beach, County of Brevard, State of Florida, has named DAVID T. McWILLIAMS, located at 1790 N. A1A, Suite 101, City of Satellite Beach, County of Brevard, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

NAME	TITLE	SPECIFIC ADDRESS
<u>DAVID T. McWILLIAMS</u>	<u>(P)</u>	<u>353 Abacore Place, Melbourne Beach, FL 32951</u>
<u>JOEL S. MOSS</u>	<u>(VP)</u>	<u>484 Oak Ridge Drive, Indialantic, FL 32903</u>
<u>MICHAEL E. MAGUIRE</u>	<u>(S/T)</u>	<u>938 Sea Palm Lane, Satellite Beach, FL 32937</u>

DIRECTORS:

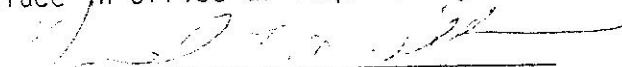
	SPECIFIC ADDRESS
<u>DAVID T. McWILLIAMS</u>	<u>353 Abacore Place, Melbourne Beach, FL 32951</u>
<u>JOEL S. MOSS</u>	<u>484 Oak Ridge Drive, Indialantic, FL 32903</u>
<u>MICHAEL E. MAGUIRE</u>	<u>938 Sea Palm Lane, Satellite Beach, FL 32937</u>

By 
(Corporate Officer)

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

Filing fee: \$3.00


(Resident Agent)

FILED

Oct 2 1993