

ARTICLES OF INCORPORATION

OF

BARBIZON CONDOMINIUM ASSOCIATION, INC.

FILED
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TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes (1971), and certify as follows:

1. The name of the corporation shall be BARBIZON CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the Association.

2. (A) The purpose for which the Association is organized is to provide an entity pursuant to Section 12 of the Condominium Act, Chapter 711, Florida Statutes (1971), for the operation of BARBIZON, a condominium, to be located upon the following lands in Brevard County, Florida: Schedule "A" attached.

(B) The Association shall make no distributions of income to its members, directors or officers.

3. The powers of the Association shall include and be governed by the following provisions:

(A) The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

(B) The Association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration of Condominium, and as it may be amended from time to time, including but

not limited to the following:

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- (1) To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.
- (2) To use the proceeds of assessments in the exercise of its powers and duties.
- (3) To maintain, repair, replace and operate the condominium property.
- (4) To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.
- (5) To reconstruct improvements after casualty and the further improvement of the property.
- (6) To make and amend reasonable regulations respecting the use of the property in the condominium.
- (7) To approve or disapprove the leasing, transfer, mortgage and ownership of units as provided by the Declaration of Condominium and the Bylaws of the Association.
- (8) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the condominium.
- (9) To contract for the management of the condominium and to delegate to such contractor and manager all powers and duties of the Association, except such as are specifically required by the Declaration

of Condominium to have approval of the Board of Directors of the membership of the Association.

(10) To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.

(11) To employ personnel to perform the services required for proper operation of the condominium.

(C) The Association shall have the power to purchase a unit in the condominium and to hold, lease, mortgage and convey the same, in the name of the Association.

(D) All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws.

4. (A) The members of the Association shall consist of all of the record owners of units in the condominium, and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

(B) After receiving approval of the Association as required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Brevard County, Florida, a deed or other instrument establishing a record title to a unit in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association, and the membership of the prior

owner is terminated.

(C) The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to his unit.

(D) The owner of each unit shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

5. (A) The affairs of the Association will be managed by a board consisting of the number of directors fixed by the Bylaws, but not less than three directors. Directors need not be members of the Association.

(B) The directors of the Association shall be elected at the annual meeting of the members in the manner specified in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The first election of directors shall not be held until after the developer has closed the sales of all of the units in the condominium known as BARBIZON, a condominium, or until developer elects to terminate control of the said condominium, or until after December 31, 1975, whichever occurs first. The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

(D) The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Carl McIntire 426 Collings Avenue, Collingswood, New Jersey
Maurice Bryson 180 Fern Ave., Collingswood, New Jersey
Burchelle J. Bashaw 8701 Astronaut Boulevard, Cape Canaveral, Florida

6. 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 its first meeting following the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board of Directors. The addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Carl McIntire
426 Collings Avenue, Collingswood, New Jersey
Vice-President: Burchelle J. Bashaw
8701 Astronaut Boulevard, Cape Canaveral, Florida
Secretary- Maurice Bryson
Treasurer: 180 Fern Avenue, Collingswood, New Jersey

7. 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 or any settlement of 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 director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests 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.

8. The first 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.

9. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(B) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the secretary at or prior to the meeting. Except as hereinafter provided, approval of a proposed amendment must be either by:

(1) Not less than 75% of the entire membership of the Board of Directors and not less than 75% of the votes of the entire membership of the Association; or

(2) Until the first election of the Board of Directors, only by all of the Directors.

(C) No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.C of

Article III hereof, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

(D) A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Brevard County, Florida.

10. The term of the Association shall be perpetual.

11. The name and addresses of the subscribers to these Articles of Incorporation are as follows:

Carl McIntire	426 Collings Avenue, Collingswood, New Jersey
Burchelle J. Bashaw	8701 Astronaut Boulevard, Cape Canaveral, Florida
Maurice Bryson	180 Fern Avenue, Collingswood, New Jersey

12. The name of the Resident Agent of this corporation and his address is as follows: B. J. Bashaw, 8701 Astronaut Boulevard, Cape Canaveral, Florida.


IN WITNESS WHEREOF, the subscribers have herunto affixed their signatures on this 11th day of August, 1976.

Carl McIntire
CARL MCINTIRE

Burchelle J. Bashaw
BURCHELLE J. BASHAW

Maurice Bryson
MAURICE BRYSON

This is to certify that I accept the designation as
registered agent of Barbizon Condominium Association, Inc.



B. J. Bashaw

STATE OF NEW JERSEY :

: ss.

COUNTY OF CAMDEN :

BE IT REMEMBERED, that on this 13th day of August 1976, before me, the subscriber, a Notary Public of New Jersey personally appeared CARL MCINTIRE, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

William C. Eickman

STATE OF NEW JERSEY :

: ss.

COUNTY OF CAMDEN :

BE IT REMEMBERED, that on this 14th day of August 1976, before me, the subscriber, a Notary Public of New Jersey personally appeared MAURICE DRYSON, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

William C. Eickman

STATE OF FLORIDA :

: ss.

COUNTY OF BREVARD :

BE IT REMEMBERED, that on this 26 day of August 1976, before me, the subscriber, a Notary Public of New Jersey personally appeared BURCHELLE J. BASHAW, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Burchelle J. Bashaw
Jan. 14, 1976
Notary Public

STATE OF FLORIDA

DEPARTMENT OF STATE



I certify that the following is a true and correct copy of

CERTIFICATE OF INCORPORATION

OF

BARBIZON CONDOMINIUM ASSOCIATION, INC.

filed in this office on the 27th day of August,

19 76 .

Charter Number: 736708

GIVEN under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the
30th day of August,

19 76

A handwritten signature in cursive script, likely of the Secretary of State, is written over the printed name.

SECRETARY OF STATE

