

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of FAIRWAY VILLAS OF MILES GRANT ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on June 13, 1979, as shown by the records of this office.

The charter number for this corporation is 747610.



CER 101
12-78

Given under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the
14th day of June, 1979.

LeRoy M. ...
Secretary of State

ARTICLES OF INCORPORATION

OF

FAIRWAY VILLAS OF MILES GRANT ASSOCIATION, INC.

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

ARTICLE I

Name and Definitions

The name of the corporation shall be FAIRWAY VILLAS OF MILES GRANT ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the Bylaws of the Association as Bylaws.

ARTICLE 2

Purpose

The purpose for which the Association is organized is to provide an entity pursuant to F.S. 718.12 for the operation of FAIRWAY VILLAS OF MILES GRANT condominiums, located upon the following lands in Martin County, Florida:

COMMENCE at the intersection of the northerly right-of-way line of Cove Road East and the East boundary of WILLIAM LUKERT TRACT, as recorded in Deed Book 114, Page 228, of the Public Records of Palm Beach County, Florida; thence North 66°22'51" East, along the said North right-of-way line of Cove Road East, 239.67 feet; thence North 23°37'09" West, 45.00 feet to the POINT OF BEGINNING;

thence North 68°06'24" West, 280.55 feet;
 thence North 24°04'15" West, 230.89 feet;
 thence North 65°55'45" East, 135.00 feet;
 thence North 48°32'44" East, 236.58 feet;
 thence North 64°09'56" East, 759.00 feet;
 thence South 10°48'09" East, 424.18 feet;
 thence South 68°37'08" East, 60.00 feet;
 thence South 23°54'20" East, 75.00 feet;
 thence South 66°05'40" West, 209.25 feet;
 thence North 23°54'20" West, 62.87 feet;
 thence South 66°05'40" West, 70.00 feet;
 thence South 23°54'20" East, 62.87 feet;
 thence South 66°05'40" West, 290.64 feet;
 thence South 66°22'51" West, 201.58 feet;
 thence North 23°37'09" West, 42.58 feet;
 thence South 66°22'51" West, 20.00 feet;
 thence South 23°37'09" East, 42.58 feet;
 thence South 66°22'51" West, 77.46 feet;
 to the Point of Beginning. Said lands lying in Martin County, Florida.

ARTICLE 3

Powers

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

3.1. General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the terms of these Articles.

3.2. Enumeration. The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and any applicable Declaration of Condominium, and all of the powers and duties reasonably necessary to operate such condominiums pursuant to its Declaration and as it may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.

b. To use the proceeds of assessments and charges in the exercise of its powers and duties.

c. To buy or lease both real and personal property for condominium use, and to sell or otherwise dispose of property so acquired.

d. To maintain, repair, replace and operate the condominium property and property acquired or leased by the Association for use by unit owners.

e. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.

f. To reconstruct and repair improvements after casualty and to construct additional improvements of the condominium property.

g. To make and amend reasonable regulations respecting the use and appearance of the property in the condominium; provided, however, that all those regulations and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Association before they shall become effective.

h. To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of units as may be provided by the Declaration of Condominium and the Bylaws.

i. 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.

j. To contract for the management of the condominium and to delegate to the contractor all powers and duties of the Association except those that are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.

k. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to grant leases of those portions for this purpose.

l. To employ personnel to perform the services required for proper operation of the condominium (and to purchase or lease a unit in the condominium from its owner in order to provide living quarters for a manager of the

condominium).

m. To own, operate and maintain Association properties, the expenses of which shall be equitably apportioned to those parcels entitled to use the facilities.

3.3 Purchase of units. (Except as provided for living accommodations of management personnel,) the Association shall not have the power to purchase a unit of the condominium except at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the condominium.

3.4. Condominium property. 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.

3.5. Distribution of income. The Association shall make no distribution of income to its members, directors or officers.

3.6. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

ARTICLE 4

Members

4.1. Membership. 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 the termination and their successors and assigns.

4.2. Evidence. After approval of the transfer, or of the ownership, of a unit in the manner required by the declaration of condominium, change of membership in the Association shall be established by (a) recording in the public records of Martin County, Florida, a certificate of the Association stating the approval required by the declaration, (b) recording in the public records of Martin County, Florida, a deed or other instrument establishing a public record of the transfer of the title substantiating the membership, and (c) delivery to the Association of a certified copy of the recorded instruments. The owner receiving title of the unit by those instruments will be a member of the Association and the membership of the prior owner will be terminated.

4.3. Assignment. 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 the unit for which that share is held.

4.4. Voting. A member of the Association shall be entitled to at least one vote for each unit owned by him. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE 5

Directors

5.1. Number and qualification. The affairs of the

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Association shall be managed by a board consisting of the number of directors determined by the Bylaws, but not less than three directors, and in the absence of that determination shall consist of three directors. Directors need not be members of the Association.

5.2. Duties and powers. All of the duties and powers of the Association existing under the Condominium Act, Declaration of Condominium, these Articles and Bylaws shall be exercised exclusively by the board of directors, its agents, contractors or employees, subject only to approval by unit owners when that is specifically required.

5.3. Election; removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the Bylaws.

5.4. Term of first directors. Except as may be provided by statute, the first election of directors by members of the Association other than the developer of the condominium shall not be held until after the developer has closed the sales of all of the units of the condominium, or until after 1/1/81, whichever occurs first. The directors named in these Articles shall serve until their successors are elected by the members other than the developer; and any vacancies in their number occurring before the time for the election of their successors by the members other than the developer, shall be filled by the remaining first directors, or if there are none, then by the developer.

5.5. First directors. 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:

Chester W. Cook, Jr. 201 S.W. Monterey Road
Stuart, Fla. 33494

Sally Ann Cook 201 S.W. Monterey Road
Stuart, Fla. 33494

Gerald W. Bashant 1310 N.W. Lakeside Trail
Stuart, Florida 33494

ARTICLE 6

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 its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the board of directors. The names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

President: Chester W. Cook, Jr.
201 S.W. Monterey Road
Stuart, Fla. 33494

Vice President and Assistant Secretary:

Gerald W. Bashant
1310 N.W. Lakeside Trail
Stuart, Fla. 33494

Secretary-Treasurer:

Sally Ann Cook
201 S.W. Monterey Road
Stuart, Fla. 33494

ARTICLE 7

Indemnification

Every director and officer of the Association, and every member of the Association serving the Association at its request, 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 or by reason of his serving or having served the Association at its request, whether or not he is a director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification shall apply only when the board of directors approves the 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 that person may be entitled.

ARTICLE 8

Bylaws

The first Bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded by the directors and members in the manner provided by the Bylaws.

ARTICLE 9

Amendments

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

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

9.2. Adoption. 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 considering the amendment may express their approval in writing, providing the approval is delivered to the secretary at or prior to the meeting. The approvals must be either

a. by not less than 66 2/3% of the entire membership of the board of directors and by not less than 66 2/3% of the votes of the entire membership of the Association; or

b. by not less than 70% of the votes of the entire membership of the Association.

9.3. Limitation. Provided, however, that no amendment

shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any change in §§3.3 to 3.6 of Article 3, entitled "Powers", without approval in writing by all members and the joinder of all record owners of mortgages upon units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4. Recording. A copy of each amendment shall be accepted and certified by the Secretary of State and be recorded in the public records of Martin County, Florida.

ARTICLE 10

Term

The term of the Association shall be perpetual.

ARTICLE 11

Subscribers

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Chester W. Cook, Jr.
201 S.W. Monterey Road
Stuart, Fla. 33494

Sally Ann Cook
201 S.W. Monterey Road
Stuart, Fla. 33494

Gerald W. Bashant
1310 N.W. Lakeside Trail
Stuart, Fla. 33494

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 23rd day of May, 1979.


CHESTER W. COOK, JR.



SALLY ANN COOK


GERALD W. BASHANT

STATE OF FLORIDA
COUNTY OF MARTIN

CHESTER W. COOK, JR., SALLY ANN COOK and GERALD W. BASHANT. appeared before me, and after being duly sworn, they acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed in the Articles on this 23 day of May, 1979.

(Notary Seal)


Notary Public
My Commission Expires: Sept 25,
1981