

FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 21, 1994

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

The Articles of Incorporation for WATERFORD POINTE HOMEOWNERS ASSOCIATION OF BREVARD, INC. were filed on November 21, 1994 and assigned document number N94000005732. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Brenda Baker, Corporate Specialist
New Filings Section

Letter Number: 594A00050333

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of WATERFORD POINTE HOMEOWNERS ASSOCIATION OF BREVARD, INC., a Florida corporation, filed on November 21, 1994, as shown by the records of this office.

The document number of this corporation is N94000005732.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the Twenty-first day of November, 1994



CR2EO22 (2-91)

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION OF WATERFORD POINTE HOMEOWNERS ASSOCIATION OF BREVARD, INC.

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, all of whom are residents of the State of Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I NAME OF CORPORATION

The name of the corporation is WATERFORD POINTE HOMEOWNERS ASSOCIATION OF BREVARD, INC., a corporation not for profit organized under Chapter 617 of the Florida Statutes (hereinafter referred to as the "Association").

ARTICLE II PRINCIPAL OFFICE

The principal office of the Association is located at 2 Suntree Place, Melbourne, Florida 32940, which shall be the initial registered office and mailing address of the Association.

ARTICLE III REGISTERED AGENT/INCORPORATOR

Miles D. Igo, whose address is 2 Suntree Place, Melbourne, Florida 32940, is the sole Incorporator of the Association. James H. Fallace, whose address is 1900 So. Hickory Street, Melbourne, Florida 32901 is hereby appointed as the initial registered agent of the Association.

ARTICLE IV PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is organized and for which it is to be operated are to provide for maintenance, preservation, and care of the property of the Association, and to provide the architectural control of the residence lots and common area within that certain tract of property described on Exhibit "A" attached hereto and incorporated herein by this reference (hereinafter referred to as the "Property"), and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes. In connection therewith, the Association shall have the following powers:

(a) To exercise all the powers and privileges and to perform all the duties and obligations of the Association as set forth in a Declaration of Covenants, Conditions and Restrictions of Waterford Pointe (the "Declaration"), applicable to the Property and recorded in the Office of the Clerk of the Circuit Court, Brevard County, Florida at O.R.B. 3415 Page 1239, and as the same may be amended from time to time as therein provided;

(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments due to the Association or any other person affiliated with the Association pursuant to the terms of the Declaration; to pay all expenses in connection therewith; and to pay all office and other expenses incident to the conduct of business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) To 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) To borrow money, and with the assent of two-thirds (2/3) of each class of 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) To dedicate, sell or transfer all or any part of the common areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer unless otherwise set forth in the Declaration;

(f) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members;

(g) To annex additional property and common areas in the manner set forth in the Declaration;

(h) To have and to exercise any and all powers, rights and privileges which a corporation organized under Florida law, including Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

(i) To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management systems, including but

not limited to work within retention areas, drainage structures, and drainage easements.

(j) To operate maintain and manage the surface water or stormwater management system in a manner consistent with the St. John's River Water Management District permit requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained therein.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner or a fee or undivided fee interest in any lot which is subject to the Declaration, including contract sellers, shall be a member of the Association with the voting rights described in Article VI hereof. The foregoing shall not to include persons or entities who hold an interest merely as security for the performance of any 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 VI VOTING RIGHTS

The Association shall have two classes of voting membership with the relative rights and preferences as follows:

Class A: Class A members shall be all owners, with the exception of the Declarant, of any plot of land shown upon any recorded plat of the Property ("Lot" or "Lots"). Each Class A member shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, each such person shall be members, however, the vote for such Lot shall be exercised as they collectively determine, and 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 (as defined in the Declaration), who shall be entitled to three (3) votes for each Lot owned. Unless converted earlier and voluntarily by the Declarant, the Class B membership shall cease and be converted to Class A membership upon the first to occur of either of the following events:

- (a) the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or
- (b) six (6) years from the date of the original recording of the Declaration in the public records of Brevard County, Florida; or

(c) at the election of the Declarant (whereupon the Class A Members shall be obligated to elect the Board of Directors and assume control of the Association).

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The Board of Directors shall be elected at the first meeting of the Association in the manner described in the Bylaws.

ARTICLE VIII
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of 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 non-profit corporation, association, trust or other organization to be devoted to such similar purpose.

In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code, and be approved by St. John's River Water Management District prior to such termination, dissolution, or liquidation.

ARTICLE IX
EXISTENCE AND DURATION

The existence of the Corporation shall commence with the filing of these Articles of Incorporation with the Secretary State, Tallahassee, Florida. The Corporation shall exist in perpetuity.

ARTICLE X
AMENDMENTS

The Association shall have the right to amend these Articles at any time upon the affirmative vote of 2/3 of each class of the voting interests of the Association as described in Article VI hereof. Amendments may be proposed by resolution approved by a majority of the Board of Directors; provided, however, that no amendment shall make any changes in the qualifications for

membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

ARTICLE XI
BYLAWS

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

ARTICLE XII
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties; merger, consolidation and/or dissolution of this corporation; mortgaging of common areas; dedication and conveyance of common areas; and amendment of these Articles of Incorporation or the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 8th day of November, 1994.

Miles D Igo
Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 8 day of November, 1994, by Miles D. Igo who is personally known to me and did not take an oath.

Kellie Shepard
Signature of Notary Public

Kellie Shepard
Print Name of Notary Public
Notary Public State of Florida
My Commission Expires:



KELLIE SHEPARD
My Commission 00310109
Expires Oct. 28, 1997
Bonded by ANB
800-852-5878


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENCY UPON WHOM PROCESS
MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

WATERFORD POINTE HOMEOWNERS ASSOCIATION ^{OF BREVARD} INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, and State of Florida, has named James I. Fallace, located at 1900 So. Hickory Street, Melbourne, Florida 32901, as its agent to accept service of process within the state.

ACCEPTANCE

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I affirm that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


JAMES H. FALLACE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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