

ARTICLES OF INCORPORATION
OF
WOODBRIIDGE COMMUNITY ASSOCIATION, INC.
(A Corporation Not For Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation Not For Profit, pursuant to Chapter 617, of the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: WOODBRIIDGE COMMUNITY ASSOCIATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of said corporation shall be located at 3482 South Street, Titusville, Florida 32780. The Directors of the corporation may change the location of the principal office of said corporation from time to time. The initial registered office of the corporation shall be 3482 South Street, Titusville, Florida 32780 and the registered agent shall be JOHN MORELL, whose business address is the same as the registered office of the corporation.

ARTICLE III - PURPOSES

The purposes of this corporation are to own, operate and manage the common area and facilities for members of the corporation and corporate property at WOODBRIIDGE TOWNHOUSES situate in Brevard County, Florida, and to maintain the common areas of WOODBRIIDGE TOWNHOUSES, including roads, lift stations and rights of way; and to, in general, manage the affairs of WOODBRIIDGE TOWNHOUSES and its property and protect the aesthetic qualities and beauty of WOODBRIIDGE TOWNHOUSES, as well as the use and occupants of the Lots in WOODBRIIDGE TOWNHOUSES; to undertake such activities and projects as will unite in companionship its members and insure the continuation of enjoyable living conditions at WOODBRIIDGE TOWNHOUSES and to maintain the value of the Lots in WOODBRIIDGE TOWNHOUSES. In order to carry out these purposes, the corporation shall have the powers provided by Florida Statute 617.021, as amended from time to time, as well as all other express and implied powers of corporations not for profit, provided or allowed by or through the laws of the State of Florida.

ARTICLE IV - QUALIFICATION OF MEMBERS
AND MANNER OF ADMISSION

The members of this corporation shall consist of owners of lots in WOODBRIIDGE TOWNHOUSES. Such lot owners shall automatically become members upon acquisition of their Lot as evidenced by a recorded deed conveying such Lot to the Lot owner.

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Their membership shall terminate upon their ceasing to be Lot owners as evidenced by a recorded conveyance or distribution of such Lot to a third party.

ARTICLE V - TERM OF EXISTENCE

The term for which this corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statute 617, as amended.

ARTICLE VI - NAMES AND RESIDENCES OF SUBSCRIBERS

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

JOHN MURELL	3482 South Street Titusville, Florida 32786
MARY MURELL	3482 South Street Titusville, Florida 32780
JOANNE F. MURELL	3482 South Street Titusville, Florida 32780

ARTICLE VII - OFFICERS AND DIRECTORS

The affairs of this corporation shall be managed by a governing Board called the Board of Directors, who shall be elected at the Annual Meeting of the corporation. Vacancies on the Board of Directors may be filled until the next Annual Meeting, in such manner as provided by the By-Laws. The officers shall be: a President, Vice President, Secretary and Treasurer. They shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such time as shall be provided by the By-Laws of the corporation.

ARTICLE VIII - NAMES OF OFFICERS

The names of the officers who are to serve until the first appointment or election next following the filing of these Articles of Incorporation, pursuant to Florida Statutes, Chapter 617, as amended, are as follows:

<u>NAME</u>	<u>OFFICE</u>
MARY MURELL	President
JOHN MURELL	Vice President
JOANNE F. MURELL	Secretary/Treasurer

ARTICLE IX - NAMES AND ADDRESSES OF DIRECTORS

The number of Directors shall initially be three (3). The number may be increased or decreased as provided in the By-Laws of the Corporation, but shall never be less than three (3). The first Board of Directors who shall serve until the election at the regular Annual Meeting next following the filing of these Articles of Incorporation, pursuant to Florida Statutes, Chapter 617, as amended, are:

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<u>NAME</u>	<u>ADDRESS</u>
MARY MURELL	3482 South Street Titusville, Florida 32780
JOHN MURELL	3482 South Street Titusville, Florida 32780
JOANNE F. MURELL	3482 South Street Titusville, Florida 32780

ARTICLE X - BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-laws.

ARTICLE XI - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the corporation, and the written consent of WOODBRIDGE GROUP, INC. so long as it holds any Lots in WOODBRIDGE TOWNHOUSES for sale in the ordinary course of business.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the corporation), by reason of the fact that he is or was a director or officer of the corporation, against any and all expenses (including attorneys' fees, court costs, and appellate costs and fees), judgment, fines and amount paid in settlement incurred by him in connection with such an action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided, however, that if any past or present officer or director sues the corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The corporation is authorized to purchase insurance to provide funds for the indemnification heretofore set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from corporate funds. If there are no funds

available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

ARTICLE XIII - RIGHTS OF DECLARANT

WOODBRIIDGE GROUP, INC., a Florida corporation, which is the developer of WOODBRIDGE TOWNHOUSES, shall have full right and authority to manage the affairs and exclusive right to elect the Directors of the Association (who need not be Lot owners) until the following shall occur:

A. When fifteen percent (15%) or more of the lots that will be operated ultimately by the Association are conveyed to owners other than WOODBRIDGE GROUP, INC., such Lot owners shall be entitled to elect not less than one-third (1/3) of the Board of Directors.

B. Within one (1) year after seventy-five percent (75%) or within three (3) months after ninety percent (90%) of the Lots that will be operated ultimately by the Association are conveyed to owners other than WOODBRIDGE GROUP, INC., such Lot owners shall be entitled to elect a majority of the Board of Directors.

C. WOODBRIDGE GROUP, INC. shall be entitled to elect at least one (1) member of the Board of Directors as long as it holds any Lot available for sale in the ordinary course of business. During the period WOODBRIDGE GROUP, INC. is in control of the Association, the Directors shall exercise all rights which would otherwise be exercisable by the Association members.

IN WITNESS WHEREOF, the subscribers have affixed their signatures hereto this 12 day of February, 1987.

John Sirelli
JOHN SIRELLI
Joanne F. Sirelli
JOANNE F. SIRELLI
Mary Sirelli
MARY SIRELLI

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above stated corporation at registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.

John Murell
JOHN MURELL

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above to take acknowledgments, personally appeared JOHN MURELL, JOANNE F. MURELL and MARY MURELL to me known to be the persons described as subscribers in, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to these Articles of Incorporations.

WITNESS my hand and official seal in the County and State last aforesaid this 11 day of February, 1987.

Ronald H. McQueen
Notary Public
My Commission Expires: 6-22-87

FILED
FEB 25 PM 1:25
TALLAHASSEE, FLORIDA

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