

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of THE CASUARINA CLUB OWNERS ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on June 19, 1979, as shown by the records of this office.

The charter number for this corporation is 747736.



CER 101
12-74

Given under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the
20th day of June, 1979

Leah M. [Signature]
Secretary of State

FLORIDA — STATE OF THE ARTS

ARTICLES OF INCORPORATION
OF

THE CASUARINA CLUB OWNERS ASSOCIATION, INC.

(A Corporation Not For Profit)

FILED
JUN 19 3 58 PM '79
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes 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:

ARTICLE I

The name of the corporation shall be THE CASUARINA CLUB OWNERS ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The principal office of the Association will be located at P. O. Box 3146, Indialantic, Florida 32903.

ARTICLE III

ERIC R. JONES, whose address is 312 S. Harbor City Blvd., Melbourne, Florida 32901 is hereby appointed the initial registered agent of this Association.

ARTICLE IV

The purposes and objects of the corporation shall be to administer the operation and management of a condominium to be established hereunder by: JO NELL NIELSON, hereinafter in these Articles referred to as "Developer"; the condominium apartment complex to be established in accordance with the laws of the State of Florida upon that certain real property situate, lying and being in Brevard County, Florida, to wit:

Lots 5, 6, 7 and 8, Block 41, Section "B" Indialantic-By-The-Sea, Plat Book 3, Page 91; and Lots 5, 6 and North 1/2 of Lot 7, Block 99a, Indialantic-By-The-Sea, Section "E" Plat Book 10, Page 41, 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 said condominium in accordance with terms, provisions, conditions and authorizations contained in these Articles and which may be contained in the Declaration of Condominium which will be recorded in the Public Records of Brevard County, Florida; 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 condominium.

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

SECS 2085 PAGE 843

ARTICLE V

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 the powers and privileges which may be granted to the said corporation or exercised by it under any other applicable laws in the State of Florida including the condominium act, of the Florida Statutes.

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 apartment units and the common elements in the condominium as said terms may be defined in said Declaration of Condominium.

b. To fix, levy, collect and enforce payment of assessments against members of the corporation to defray the common expenses of the condominium as may be provided in said Declaration of Condominium and in the Bylaws of the corporation which may be hereinafter adopted.

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

d. To contract for the management of the condominium and to delegate to such contractor all the powers and duties of the corporation except those which may be required by the Declaration of Condominium to have approval of the Board of Directors or membership of the corporation.

e. To enforce the provisions of said Declaration of Condominium, these Articles of Incorporation, and the Bylaws of the corporation which may be hereinafter adopted, and the rules and regulations governing the use of the condominium as the same may be hereinafter established.

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

g. To have and exercise any and all powers, rights and privileges, which a corporation organized under the Not-For-Profit Corporation Law of the State of Florida may by law now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

The qualifications 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 apartment units in the condominium shall be members of the corporation, and no other persons or entities shall be entitled to membership, except as provided in paragraph 4 of this Article.

2. Membership shall be established by the acquisition of fee title to an apartment unit in the condominium, 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 apartment unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more apartment units, so long as such parties shall retain title to or fee ownership interest in any one apartment 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 apartment unit. The funds and assets of the corporation shall belong solely to the corporation, subject to limitations that the same be expended, held or used for benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium and in the said Bylaws.

4. On all matters on which the membership shall be entitled to vote, there shall be only one vote for each apartment unit in the condominium, which vote may be exercised or cast by the owner or owners of each apartment unit in such manner as may be provided in the Bylaws hereinafter adopted by the corporation. Should any member own more than one apartment unit, such member shall be entitled to exercise or cast as many votes as he owns apartment units, in the manner provided by the said Bylaws. The Developer shall retain control of the corporation and shall be entitled to elect all members of the Board of Directors thereof until the Developer has conveyed title to 75% of the apartment units, elects to voluntarily relinquish control of the corporation to the owners but no later than January 1, 1980.

ARTICLE VII

The corporation shall have perpetual existence.

ARTICLE VIII

The affairs of the corporation shall be administered by the President of the corporation, Secretary and Treasurer, subject to the directions of the Board of Directors.

ARTICLE IX

The affairs of the corporation shall be managed by the Board of Directors. The first Board of Directors of the corporation shall consist of three members as named herein. The members of the Board of Directors shall be elected by members of the corporation at the annual meeting of the membership as provided by the Bylaws of the corporation, and each member of the Board shall be members of the corporation or shall be the authorized representative of a member. The members of the Board of Directors named in these Articles will serve until their successors have been elected and qualified.

ARTICLE X

The Board of Directors shall elect the President, Secretary and Treasurer and as many additional officers as the Board shall determine. The President shall be elected from among the membership of the Board of Directors, 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 XI

The names and addresses of the members of the Board of Directors who, subject to the provisions of these Articles, the Bylaws, 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:

<u>NAME</u>	<u>ADDRESS</u>
JO HELL NILSSON	P.O. Box 3146, Indialantic, FL 32903
ERIC R. JONES	312 S. Harbor City Blvd. Melbourne Fl.
VERNON LOVRENSKY	419 Riverview Lane, Melbourne Beach, Fla.

ARTICLE XII

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

ARTICLE XIII

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

President
Secretary
Treasurer

JO NELL NILSSON
ERIC R. JONES
VERNON LOVRENSKY

ARTICLE XIV

The original Bylaws of the corporation shall be adopted by the Board of Directors, and thereafter such Bylaws may be altered or rescinded by a three-fourth vote of the members.

ARTICLE XV

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 or 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 Directors approve such settlement and reimbursement as being in the best interest of the corporation.

ARTICLE XVI

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 Directors as provided in the Declaration of Condominium establishing the condominium project which will be administered by this corporation, the Developer may amend these Articles of Incorporation by a majority vote of the Board of Directors.

2. After the owner-members of the corporation have become entitled to elect the majority of the Board of Directors provided herein, any amendment to these Articles of Incorporation must be proved as follows:

a. An amendment may be proposed by the Board of Directors of the corporation acting upon a vote of the majority of the members of the Board or it may be proposed by members of the corporation owning a majority of the units in the condominium, whether meeting as members or by instrument in writing signed by them.

b. Upon any amendment being proposed by said Board of Directors 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 20 days nor later than 60 days from the receipt by him of the proposed amendment, and it shall be the duty of the Secretary to give 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 10 days nor more than 30 days before the date set for such special meeting.

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 it be 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 in order 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 the State of Florida; and upon the registering of the same, a certified copy thereof shall be recorded in the Public Records of Brevard County, Florida within ten days from date the amendment was registered.

e. At any meeting held to consider an 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.

3. Notwithstanding the foregoing provision of this Article, no amendment to these Articles shall be made, adopted or become effective without the prior written consent to such amendment having first been obtained from the Developer until the Developer shall have sold and conveyed title to at least 75% of the apartment units, or until the Developer voluntarily terminates its control of the corporation, or until January 1, 1980, whichever first occurs.

4. The name and address of the resident agent of this corporation is as follows:

ERIC R. JONES
312 S. Harbor City Blvd.
Melbourne, Florida 32901

OFFICIAL RECORDS 2085 PAGE 848

IN WITNESS WHEREOF, the subscribers have hereunto set their hands
and seals this 1 day of June, 1978.⁹

Jo Nell Nilsson
P.O. Box 3146, Indialantic, FL

Jo Nell Nilsson
JO NELL NILSSON

Eric R. Jones
312 S. Harbor City Blvd.
Melbourne, FL 32901

Eric R. Jones
ERIC R. JONES

Vernon Lovrensky
419 Riverview Lane
Melbourne Beach, Fla. 32951

Vernon Lovrensky
VERNON LOVRENSKY

STATE OF FLORIDA)
COUNTY OF BREVARD)

Before me, the undersigned authority, personally appeared JO NELL
NILSSON, ERIC R. JONES and Vernon Lovrensky
acknowledged that they executed the foregoing Articles of Incorporation for the
purposes therein expressed, this 1st day of June, 1978.

Carl E. [Signature]
Notary Public
State of Florida at Large
My Commission Expires: [Date]

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES SEPT. 20 1982
BONDED THRU GENERAL INS. UNDERWRITERS

- 7 -