

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of ARBOR TRACE HOMEOWNER'S ASSOCIATION OF INDIAN RIVER COUNTY, INC., a Florida corporation, filed on May 11, 2000, as shown by the records of this office.

The document number of this corporation is N00000003134.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Eleventh day of May, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

**ARTICLES OF INCORPORATION
OF
ARBOR TRACE HOMEOWNER'S ASSOCIATION
OF INDIAN RIVER COUNTY, INC.**

FILED

MAY 11 PM 1:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**ARTICLE I
NAME**

The name of the Corporation shall be ARBOR TRACE HOMEOWNER'S ASSOCIATION of INDIAN RIVER COUNTY, INC. For convenience, the corporation will be referred to in this instrument as the Association. The place of business shall be % Ira C. Hatch, Esq., 1701, Highway A-1-A, Suite 220, Vero Beach, Florida, 32963 until changed by the owners at the first meeting.

**ARTICLE II
PURPOSES**

The purposes for which the Association is organized are as follows:

2.1 To establish, maintain and operate a Corporation not for profit, to uphold, maintain and promote the property interests and rights of member owners and residents of the property subject or herein after subject to the Master Declaration of Covenants, Reservations and Restrictions of ARBOR TRACE as recorded in the Public Records of Indian River County, Florida and as amended from time to time, and to do any other thing necessary or desirable in the interests of the safety, health protection, comfort and convenience, of such member property owners and residents.

2.2 To make and establish reasonable rules and regulations governing the use and maintenance of real property described above.

2.3 To collect, from time to time, regular and special assessments from owners to defray expenses of operation of the corporation, including, but not limited to, security, taxes, maintenance utilities, reserves and expenditures for capital improvements and repair of commonly-owned property with particular reference to entrance way, non-governmental roads and right-of-way areas, drainage facilities, sewage lines, storm water management systems, and common landscape area.

2.4 To enforce and abide by the provisions of any covenants or restrictions which are, and may be, applicable to the property and which may be adopted from time to time as provided in the By-Laws of the Association.

ARTICLE III
POWERS

The Association shall have all of the powers and privileges granted to association not for profit under the laws of the State of Florida and shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including but not limited to the following:

3.1 To promote the safety and health of members of the Association and their property interests and rights by providing, improving and maintaining lighting, entrance way, non-governmental roads and right-of-way areas, drainage facilities, sewage lines, storm water management systems, and common landscape area in and around the areas listed in this sub-article, and such other and further similar type services as may be reasonably necessary or desirable in Collier Club P.D.

3.2 To purchase insurance for properties owned by the Association; and insurance for the protection of the Association and its members, officers and directors.

3.3 To maintain, repair, replace and operate the corporate properties.

3.4 To make and establish covenants and restrictions governing the use and maintenance of property encumbered by the Master Declaration of Covenants and Restrictions of Arbor Trace, P.D., as amended from time to time.

3.5 To amend, modify or change any covenants and restrictions which are, have been, or may be applicable to Arbor Trace P.D.

3.6 To enforce the provisions of any covenants or restrictions, which are or may be made applicable to the property located within Arbor Trace, P.D. and which may be adopted from time to time as provided in the Master Declaration of Covenants, Conditions, Reservations and Restrictions of Arbor Trace P.D., as they may exist from time to time.

3.7 To levy and collect, from time to time, assessments and fines against members of the Association as provided for in the Master Declaration of Covenants, Conditions, Reservations and Restrictions of Arbor Trace, P.D..

3.8 To reconstruct improvements comprising the items and areas lying within Arbor Trace, P.D. as described in paragraph 3.1 above, and designated as common areas on any plats of property located in the Arbor Trace, P.D. and the Master Declaration of Covenants, Conditions, Reservations and Restrictions of Arbor Trace, P.D., and to repair and maintain the same.

3.9 To employ personnel to perform the services required for the proper management and operations of the Associations.

3.10 To own and hold fee simple title to lands within reasonable proximity to the corporate properties, upon which the entrance way, non-governmental roads and right-of-way areas, drainage facilities, sewage lines, storm water management systems, and common landscape area are, or may be, constructed for the benefit of lot owners, and to manage, control and maintain the same; provided, however, that such facilities shall and must be for the use and enjoyment of all lot owners in the corporate properties to be established upon the lands previously described herein.

3.11 To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water management system.

3.12 The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Master Declaration of Covenants, Conditions, Reservations and Restrictions of Arbor Trace, P.D. and the By-Laws.

ARTICLE IV ADDITIONAL PURPOSE AND POWERS OF THE ASSOCIATION

The Association shall operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the St. John River Water Management District Permit No. 4-061-0169 requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

ARTICLE V EXISTENCE AND DURATION

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

ARTICLE VI MEMBERS

7.1 Membership. Every person or entity, including Arbor Trace Developers, Inc. its successors or assigns (hereinafter "Developer"), who is a record Owner of a fee or undivided fee interest in any lot which is now or hereinafter maybe subject to the Master Declaration of Covenants, Conditions, Reservations and Restrictions of Arbor Trace, P.D. shall be a member of the Association; provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

7.2 Voting Rights. As long as the Developer is the owner of a lot, the Association shall have two classes of voting membership:

Class A: Class A members shall be all those Owners as defined in Section 1 with the exception of the Developer. Class A members shall be entitled to one vote for each lot which they hold the interests required for membership. When more than one person holds such interest or

interests in any lot, all such persons shall be members, and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such lot which is owned by more than one person.

Class B: The Class B member shall be the Developer. The Class B member shall be entitled to 300 votes. When the Developer has sold in the aggregate ninety percent (90%) of the Lots in all phases of the Arbor Trace Development which will eventually be encumbered by this Master Declaration of Covenants and Restrictions, the Class B Membership shall cease to exist. Voting Rights. The Association shall have two classes of voting membership:

ARTICLE VIII BOARD OF DIRECTORS

8.1 The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3), nor more than five (5) persons as determined by the Bylaws. The initial Board of Directors shall consist of three (3) Directors. Directors need not be members of the Association. Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided by the By-Laws of the Association. The Directors of the Association shall be elected at the annual meeting of the Association.

8.2 The Directors named in these Articles will serve until the first election of Directors and any vacancies in their number occurring before the first election will be filled by the remaining Directors.

8.3 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:

<u>Name:</u>	<u>Address:</u>
Charles Mechling	1999 Pointe West Drive Vero Beach, FL 32966
Ira C. Hatch	1701 Highway A1A, Ste. 220 Vero Beach, FL 32963
Stephen Melchiori	1999 Pointe West Drive Vero Beach, FL 32966

ARTICLE IX OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws of the Association. Said officers shall be elected by the Board of Directors annually at its 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 will serve until their successors are designated, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Charles Mechling	1999 Pointe West Drive Vero Beach, FL 32966	President
Stephen Melchiori	1999 Pointe West Drive Vero Beach, FL 32966	Secretary

ARTICLE X BYLAWS

The first By-Laws of the Corporation 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

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

11.1 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.

11.2 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 such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided. Such amendment must be approved by not less than two-thirds (2/3) of the Board of Directors and an affirmative vote either in person or by proxy, of a majority of the votes entitled to be cast and any duly called regular or special meeting of the members.

11.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon the Owner's individual lot. No amendment shall be made that is in conflict with the Master Declaration of Covenants, Conditions, Reservations and Restrictions of Arbor Trace, P.D.

11.4 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded on the public records of Indian River County, Florida.

ARTICLE XII
SUBSCRIBERS

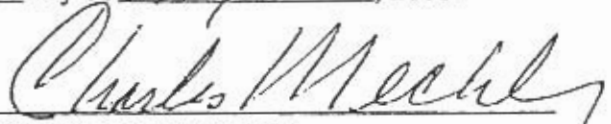
The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Charles Mechling	1999 Pointe West Drive Vero Beach, FL 32966
Ira C. Hatch	1701 Highway A1A, Ste. 220 Vero Beach, FL 32963
Stephen Melchiori	1999 Pointe West Drive Vero Beach, FL 32966

ARTICLE XIII
REGISTERED AGENT

The street address of the initial registered office of the Association is: 1701 Highway A-1-A, Suite 220, Vero Beach, FL 32963, and, the name of the initial registered agent of the Association at that address is Ira C. Hatch.

IN WITNESS WHEREOF, we, the undersigned, being each and all of the original subscribers to the corporation herewith above named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, do hereby make, subscribe, acknowledge and file this certificate, hereby jointly and severally declaring and certifying the facts herein stated are true and that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, and accordingly have set our hands and seals at Vero Beach, Indian River County, Florida, this 8 day of May, 2000.


CHARLES MECHLING


IRA C. HATCH


STEPHEN MELCHIORI

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME appeared CHARLES MECHLING, to me personally known and who executed the forgoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed and who did not take an oath.

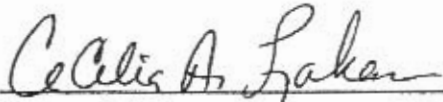
Witness my hand and official seal, this 8 day of MAY, 2000.


Ira C. Hatch
Commission # 00 892142
Expires Jan. 20, 2004
Bonded Thru
Atlantic Bonding Co., Inc.
Notary Public.
My Commission Expires

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME appeared Ira C. Hatch to me personally known and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein and who did not take an oath.

WITNESS my hand and official seal, this 8 day of MAY, 2000.


CeCelia A. Lakas
Notary Public
My Commission Expires:



CeCelia A. Lakas
MY COMMISSION # CC752918 EXPIRES
June 21, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME appeared STEPHEN MELCHIORI, to me personally known and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed and who did not take an oath.

WITNESS my hand and official seal, this 8 day of MAY, 2000.


Ira C. Hatch
Commission # 00 892142
Expires Jan. 20, 2004
Bonded Thru
Atlantic Bonding Co., Inc.
Notary Public
My Commission Expires

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of ARBOR TRACE HOMEOWNER'S ASSOCIATION of INDIAN RIVER COUNTY, INC.



IRA C. HATCH

FILED
00 MAY 11 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 11, 2000

CAPITOL SERVICES
1406 HAYS ST., STE. 2
TALLAHASSEE, FL 32301

The Articles of Incorporation for ARBOR TRACE HOMEOWNER'S ASSOCIATION OF INDIAN RIVER COUNTY, INC. were filed on May 11, 2000 and assigned document number N00000003134. 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/UNIFORM BUSINESS 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/UNIFORM BUSINESS REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT/UNIFORM BUSINESS 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/UNIFORM BUSINESS 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/UNIFORM BUSINESS REPORT NOTICES REACH YOU.

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

Tracy Smith, Document Specialist
New Filing Section

Letter Number: 300A00026517