

ARTICLES OF INCORPORATION  
OF  
VILLA RIVIERA CLUB, INC.

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes (1967), and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be VILLA RIVIERA CLUB, INC. For convenience, the corporation shall be referred to in this instrument as the Association.

ARTICLE II

PURPOSE

2.1 The purpose for which the Association is organized is to provide an entity pursuant to Section 12 of the Condominium Act, Chapter 711, Florida Statutes (1967), for the operation of VILLA RIVIERA CLUB, INC., a condominium, to be located upon the following lands in Brevard County, Florida:

Lots 1, 2 and 3 FRANK J. KRAJIC SUBDIVISION,  
as recorded in Plat Book 10, Page 17, Public  
Records of Brevard County, Florida.

2.2 The Association shall make no distributions of income to its members, directors or officers.

ARTICLE III

POWERS

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

3.1 The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

EXHIBIT B

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

- a. Assess. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.
- b. Disburse. To use the proceeds of assessments in the exercise of its powers and duties.
- c. Maintain. To maintain, repair, replace and operate the condominium property.
- d. Insure. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.
- e. Reconstruct. To reconstruct improvements after casualty and further improve the condominium property.
- f. Regulate. To make and amend reasonable regulations respecting the use of the property in the condominium.
- g. Approve. To approve or disapprove the leasing, transfer, mortgage and ownership of units as provided by the Declaration of Condominium.
- h. Enforce. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of the property in the condominium.
- i. Management Contract. To contract for the maintenance, management or operation of the condominium property and to delegate to such manager all powers and duties of the Association, except such as are specifically required by the Declaration of Condominium or the By-Laws to have the approval of the Board of Directors or the membership of the Association.

j. Employment. To employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association.

k. Payment of Liens. To pay taxes and assessments which are liens against any part of the condominium other than individual apartment units and the appurtenances thereto, and to assess the same against the apartment units subject to such liens.

l. Utilities. To pay the cost of all power, water, sewer and other utility services rendered to the condominium and not billed to owners of individual apartment units.

3.3 The Association shall have the power to purchase a unit in the condominium and to hold, lease, mortgage and convey the same.

ARTICLE IV

MEMBERS

4.1 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 such termination and their successors and assigns.

4.2 After receiving approval of the Association as required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Brevard County, Florida, a deed or other instrument establishing a record title to a unit in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner *is terminated.*

4.3 *Thus* 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 his unit.

4.4 The owner of each unit shall be entitled to one (1) vote as a member of the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE V

DIRECTORS

5.1 The affairs of the Association shall be managed by a Board of Directors consisting of no less than three Directors, nor more than five Directors.

5.2 Members of the Board of Directors shall be elected at the annual meeting of the Association members in the manner specified in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

5.3 The initial Board of Directors of VILLA RIVIERA CLUB, INC. shall be selected by the Developer. The Directors named in the Articles shall serve until the first election of Directors, and any vacancies in their number occurring prior to the first election shall be filled by the remaining Directors. The first election of Directors shall occur when unit owners other than the Developer own fifteen percent (15%) or more of the units that will be operated ultimately by the Association. At such first election, unit owners other than the Developer shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors. Subsequent elections shall be held in conformity with the requirements as set forth at Chapter 2-16.02 of the Official Compilation Rules and Regulations of the State of Florida, as promulgated by The Department of Legal Affairs, and as set forth in the entirety at Section 4.2(d) of the By-Laws of VILLA RIVIERA CLUB, INC., a Condominium Corporation.

5.4 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:

RAY H. LARLEE  
1344 West Colonial Drive  
Orlando, Florida 32808

E. EVERETTE HUSKEY  
1515 S. Orlando Avenue  
Maitland, Florida 32751

GENE H. GODBOLD  
135 Wall Street  
Orlando, Florida 32802

ARTICLE VI

OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. 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 they 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:

Ray H. Larlee  
1344 West Colonial Drive  
Orlando, Florida 32808

Vice President and Assistant Secretary:

E. Everette Huskey  
1515 S. Orlando Avenue  
Maitland, Florida 32751

Secretary:

Gene H. Godbold  
135 Wall Street  
Orlando, Florida 32802

Treasurer:

Wally M. Sanderlin  
1344 West Colonial Drive  
Orlando, Florida 32808

ARTICLE VII

INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and lia-

bilities, 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, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such 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 such Director or officer may be entitled.

#### ARTICLE VIII

##### 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 IX

##### AMENDMENTS

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

9.1 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.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by seventy-five (75%) percent of the members of the Association. Directors and members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. A resolution adopting a proposed amendment must bear

the approval of not less than a majority of the Board of Directors and not less than seventy-five (75%) of the members of the Association.

9.3 In the alternative, an amendment may be made by an agreement signed and acknowledged by all the record owners of apartment units in the manner required for the execution of a deed.

9.4 No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of Article III hereof, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.5 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Brevard County, Florida.

ARTICLE X

TERM

The term of the Association shall be perpetual.

ARTICLE XI

SUBSCRIBERS

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

RAY H. LARLEE  
1344 West Colonial Drive  
Orlando, Florida 32808

E. EVERETTE HUSKEY  
1515 S. Orlando Avenue  
Maitland, Florida 32751

GENE H. GODBOLD  
135 Wall Street  
Orlando, Florida 32802

IN WITNESS WHEREOF the subscribers have hereunto affixed

their signatures on the 28th day of August, 1974.

*Ray H. Larlee*  
RAY H. LARLEE

*E. Everette Huskey*  
E. EVERETTE HUSKEY

*Gene H. Godbold*  
GENE H. GODBOLD

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF ORANGE )

BEFORE ME, the undersigned authority, on this day personally appeared RAY H. LARLEE, E. EVERETTE HUSKEY and GENE H. GODBOLD, who being duly sworn, severally acknowledged the execution of the foregoing Articles of Incorporation of VILLA RIVIERA CLUB, INC., for the purposes expressed in such Articles.

WITNESS my signature and official seal at Orlando in the State and County last aforesaid this 28th day of August, 1974.

*Cathy W. Wainwright*  
NOTARY PUBLIC  
formerly Cathy M. Wainwright  
My Commission Expires:

Notary Public, State of Florida at Large  
My Commission Expires Mar. 12, 1976  
bonded by American Fire & Casualty Co.