

EXHIBIT C

ARTICLES OF INCORPORATION FOR THE
COVENTRY OF COCOA HOMEOWNER'S ASSOCIATION, INC.

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of COVENTRY OF COCOA HOMEOWNER'S ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on October 21, 1985, as shown by the records of this office.

The document number of this corporation is N11688.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
23rd day of October, 1985.

George Firestone
Secretary of State



ARTICLES OF INCORPORATION
OF
COVENTRY OF COCOA HOMEOWNER'S ASSOCIATION,

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes § 617, 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:

ARTICLE I

The name of the corporation is COVENTRY OF COCOA HOMEOWNER'S ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 1637 E. Vine Street, Kissimmee, FL. 32743

ARTICLE III

Roger Hendren, whose address is 1637 E. Vine Street, Kissimmee, FL. 32743, is hereby appointed the initial registered agent of this 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 formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

Lots 1 - 204, inclusive and Tracts A, B, and C
Coventry of Cocoa as recorded in Plat Book 31
Page 21 of the Public Records of Brevard County,
Florida

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an 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:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding the Class A membership equal the total votes outstanding in the Class B membership;
- or
- (b) on December 31, 1995

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Public Records of Brevard County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

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

(c) 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) 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) dedicate, sell or transfer all or any part of the Common Area 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;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of member;

names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME AND ADDRESS

Roger Hendren, 1549 Shadow Oaks Rd., Kissimmee, Fl. 32743

James M. Cowart, 1850 Shadow Oaks Rd., Kissimmee, Fl. 32743

Sandra P. Lucas, 5689 Altec Court, Orlando, Fl. 32808

At the first annual meeting the members shall elect three (3) Directors for a term of one (1) year. At each annual meeting thereafter the members shall elect three (3) Directors for a term of one (1) year.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

The officers of this Association shall be a president and vice president, who shall at all times be members of the Board of Directors, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve. The following named persons shall serve as officers until the first election of officers is conducted by the Board of Directors:

President:

Roger Hendren, 1549 Shadow Oaks Rd., Kissimmee, Fl. 32743

Vice President:

James M. Cowart, 1850 Shadow Oaks Rd., Kissimmee, Fl. 32743

Secretary:

Sandra P. Lucas, 5689 Altec Court, Orlando, Fl. 32808

Treasurer:

Sandra P. Lucas, 5689 Altec Court, Orlando, Fl. 32808

ARTICLE IX

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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval of the dissolution pursuant to Florida Statutes 617.05.

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

BY-LAWS

The By-Laws shall be adopted by the Directors at their first meeting. The By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership. In the case of any conflict between the Articles of Incorporation and the By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

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, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XIII

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

Roger Hendren, 1549 Shadow Oaks Rd., Kissimmee, Fl. 32743

James M. Cowart, 1850 Shadow Oaks Rd., Kissimmee, Fl. 32743

Sandra P. Lucas, 5689 Altec Court, Orlando, Fl. 32808

ARTICLE XIV

MEETINGS OF MEMBERS: QUORUM REQUIREMENTS

The presence at any meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, the Declaration, or the Bylaws.

ARTICLE XV

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five (75%) of the entire membership. Amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a special meeting of the Membership duly called for that purpose, or at an annual meeting of the Membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 10th day of October, 1985.

R. M. Cowart
Sandra P. Lucas

STATE OF FLORIDA

COUNTY OF OSCEOLA

Before me, a Notary Public, personally appeared Roger Hendren, James M. Cowart and Sandra P. Lucas, to me known to be the persons described as Incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on the 10th day of October, 1985.

Theresa A. Hendren

My Commission Expires: 11/27/87

Acceptance of designation as Registered Agent: Roger Hendren does
hereby accept the foregoing designation as registered agent for the
corporation, for service of process as to the above corporation.
1637 E. Vine Street, Kissimmee, Fl. 32743

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA