

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

SUNTREE HOMEOWNERS ASSOCIATION, NO. ONE, INC.

FILED
1992 JUN -9 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is SUNTREE MASTER HOMEOWNERS ASSOCIATION, INC. hereinafter called the "Association".

All terms defined in the Second Amended and Restated Declaration of Covenants and Restrictions for Suntree PUD have the same meanings when used herein.

ARTICLE II

The principal office of the Association is located at Two Suntree Place, Melbourne, Florida 32940.

ARTICLE III

Geoffrey G. Strange is the registered agent of this Association. The registered office of the Association is 312 South Harbour City Blvd., Suite 1, Melbourne, Fl. 32901.

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 Units and Common Area within the Properties (which may include all or part of the lands described in Exhibit A and with the consent of a majority of the Board of Directors may include lands adjacent thereto) promote the health, safety and welfare of the residents within the Properties 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 the Declaration recorded in the Office of Clerk of Circuit Court, 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 all 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 all the Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real 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 approved by two-thirds (2/3) of the Board of Directors, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area.

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the corporation not for profit law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V MEMBERSHIP

Every person or entity who is the record owner of a fee or undivided fee interest in any Unit (which by definition is within the Properties and subject to assessment by the Association), including sellers under a contract for deed, 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 Unit. Units shall be subject to assessment as provided in the Declaration.

ARTICLE VI VOTING RIGHTS

The Association shall have one class of voting membership. The Owners of each Unit, including Declarant, shall be entitled to one vote for each Unit owned. If a Unit is owned by more than one person, the vote for the Unit shall be exercised as they determine, but in no event shall more than one vote be cast with

respect to any Unit. When more than one person holds an interest in any Unit and such persons cannot agree as to how the vote shall be cast, no vote shall be allowed for the Unit. Any corporation that owns a Unit is also an Owner and Member of this Association. One person designated by the corporate Member (regardless of whether or not such person is otherwise a Member of this Association) shall be deemed to have the authority to vote for the corporation and to act in every respect in the same manner as an individual Member of this Association might act as to the Unit owned by the corporation.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Number. Until calendar year 1995, the Board of Directors shall consist of not less than nine (9) members. However, the Board shall always consist of an odd number of members.

Each Director shall be a person who is a Member in good standing of the Association.

Section 2. Selection. The Declarant shall transfer control of the Board of Directors to the non-Declarant Members as provided below:

a. At the election of the Board of Directors to be held at the annual meeting in March, 1992, the Members other than the Declarant shall be entitled to elect seven (7) members of the Board; the Declarant shall be entitled to designate one (1) member of the Board. The remaining member of the Board shall be the board member elected by the Members in 1991 to serve a two (2) year term.

Four (4) of the Directors elected by the Members in 1992 shall serve for a term of two years and three (3) of the Directors elected by the Members shall serve for a term of one year. The four (4) persons receiving the greatest number of votes of the Members shall be elected to serve for two years.

The Director designated by the Declarant shall serve at the pleasure of the Declarant. Declarant shall not vote for any of the Directors to be elected by the Members other than the Declarant.

b. At the election of the Board of Directors to be held at the annual meeting in 1993, the Members other than the Declarant shall be entitled to have a total of eight (8) members of the Board and the Declarant shall be entitled to designate one (1) member of the Board. The four (4) Directors elected by the Members in 1992 for a term of two years shall continue to serve and four new Directors elected by the Members in 1993 shall serve for a term of two years. The Director designated by the Declarant shall serve

at the pleasure of the Declarant. Declarant shall not vote for any of the Directors to be elected by the non-Declarant Members.

c. At the election of the Board of Directors to be held at the annual meeting in 1994, the Members other than the Declarant shall be entitled to have eight (8) members of the Board of Directors and one (1) member shall be designated by the Declarant. The four (4) directors elected by the Members in 1993 for a term of two years shall continue to serve and all new directors shall be elected by the Members for a term of two years. Declarant shall not vote for any of the directors to be elected by the non-Declarant Members.

d. Commencing with the election of the Board of Directors in 1995 and thereafter, directors shall be elected by all the Members including the Declarant.

e. Nothing herein contained shall in any way restrict or inhibit the selection of the director by the Declarant as provided in this Section 2.

ARTICLE VIII OFFICERS

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.

ARTICLE IX AMENDMENTS TO BY-LAWS

Section 1. 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.

Section 2. In the case of any future conflict between the Articles of Incorporation and the By-Laws, the Articles of Incorporation shall control.

ARTICLE X DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of all the 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 non-profit

corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI
DURATION

The corporation shall exist perpetually.

ARTICLE XII
AMENDMENTS

Amendment of these Articles shall require the assent of fifty percent (50%) of all the Members entitled to vote. Notwithstanding the foregoing, until January 1, 2000, no amendment of Articles V, VI, or VII of these Articles shall be adopted that would adversely affect the rights of the Declarant without the consent of the Declarant.

This Instrument prepared by: Geoffrey G. Strange, Esq.
312 S. Harbor City Blvd.
Melbourne, Florida 32901

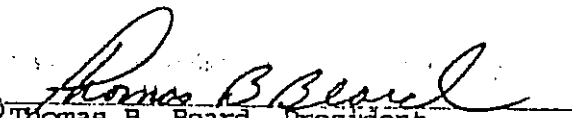
THE UNDERSIGNED, for the purpose of amending and restating the Articles of Incorporation for this non-stock, not for profit corporation pursuant to Chapter 617, Florida Statutes, certifies that:

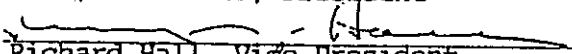
**CERTIFICATE OF AMENDMENT TO AND RESTATEMENT OF
ARTICLES OF INCORPORATION OF SUNTREE MASTER HOMEOWNERS
ASSOCIATION, INC., FORMERLY SUNTREE HOMEOWNERS
ASSOCIATION, NO. ONE, INC.**

The membership of Suntree Master Homeowners Association, Inc., held an special meeting on April 28, 1992, in Melbourne, Brevard County, Florida to consider and vote on amending and restating the original and amended Articles of Incorporation. Notice of such meeting was mailed to the membership on March 30, 1992.

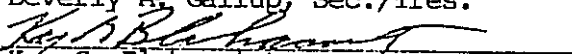
At the meeting of the Association held on April 28, 1992 pursuant to the recommendation of the President of said corporation, a motion was duly made, seconded and approved by more than 50% of the members voting, with a quorum present, to amend and restate the Suntree Master Homeowners Association, Inc., Articles of Incorporation in their entirety. The number of votes cast was sufficient for approval.

SUNTREE MASTER HOMEOWNERS ASSOCIATION, INC., BOARD OF DIRECTORS:

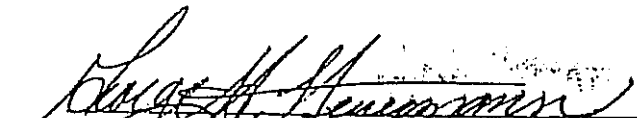

Thomas B. Beard, President


Richard Hall, Vice President


Beverly A. Gallup, Sec. Tres.


Kay G. Blahauvietz


Pamela A. Rush


George Heuermann


Donald S. Fox


Robert Lynn


Barbara L. Latimer

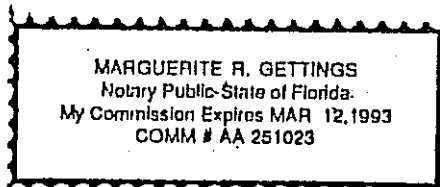
STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned Notary Public, in and for said County and State, personally appeared Thomas B. Beard

Richard Hall, Beverly A. Gallup,
Kay G. Blahauvietz, Pamela A. Rush,
George Heuermann, Donald S. Fox, Robert G. Lynn, Barbara L. Latimer

who are known to me and who, after being first duly sworn, deposed under oath and said that the foregoing Articles of Incorporation were prepared under their direction and that they had knowledge of the facts stated therein, that said facts are true, and that they executed the same freely and voluntarily and for the purposes stated therein.

Given under my hand and official seal this 18th day of May, 1992.



Marguerite R. Gettings
NOTARY PUBLIC

PRINT NAME
MY COMMISSION EXPIRES:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated non-profit corporation, at the place designated in Article III of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 18 day of May, 1992.

Geoffrey Grey Strange
GEOFFREY GREY STRANGE, ESQUIRE
312 S. Harbor City Boulevard
Melbourne, Florida 32901
(407) 723-7985; FAX (407) 723-8694
FL. Bar #349372
Registered Agent

Tract B, Tract C, Tract E, Tract F and Tract G, as shown on the plat, "Suntree, Planned Unit Development", Stage 1, as recorded in the Plat Book 24, Pages 54 - 57 of the Public Records of Brevard County, Florida.

AND

TRACT A

A Portion of the NW $\frac{1}{4}$ of Section 13, Township 26 South, Range 36 East, Brevard County, Florida, more particularly described as follows:

Commence at the N $\frac{1}{4}$ corner of said Section 13; Thence S 00° 53' 06" E, along the East line of the W $\frac{1}{4}$ of said Section 13, for a distance of 108.57 feet to a point on the Southerly right of way line of Wickham Road, a 100.00 foot right of way as described in Official Records Books 385 at Page 566 and 170 at Page 640 of the Public Records of Brevard County, Florida, being on the arc of a curve concave to the Southwest having a radius of 647.41 feet, said point bears N 23° 51' 08" E from the center of said curve; said point also being the Point of Beginning; Thence continue S 00° 53' 06" E, along the East line of the W $\frac{1}{4}$ of said Section 13, for a distance of 722.90 feet, Thence the following courses:

N 87° 51' 14" W, 403.16 feet;
N 34° 59' 31" W, 146.48 feet;
N 12° 40' 49" W, 82.00 feet;
N 55° 18' 17" W, 79.06 feet;
N 11° 36' 56" W, 183.76 feet;
N 60° 56' 43" W, 72.07 feet;
N 02° 51' 45" W, 100.12 feet;
West, 195.00 feet;

DEPT. OF NAT'L STATE
TALLAHASSEE, FLORIDA

JUL 22 11 06 AM '75

FILED

N 70° 39' 11" W, along a line radial to a curve concave to the Northwest having a radius of 242.00 feet, for a distance of 61.82 feet to a point on the arc of said curve; Thence Northeasterly, along the arc of said curve thru a central angle of 100° 32' 37", for a distance of 44.53 feet to the point of compound curvature with a curve to the left having a radius of 644.44 feet; Thence continue Northeasterly, along the arc of said curve thru a central angle of 90° 30' 38", for a distance of 106.97 feet to the point of reverse curvature with a curve to the right having a radius of 25.00 feet; Thence continue Northeasterly, along the arc of said curve thru a central angle of 90° 00' 00", for a distance of 39.27 feet to the point of tangency of said curve, said point being on the Southerly right of way of said Wickham Road; Thence N 89° 17' 34" E, along said right of way line, for a distance of 604.25 feet to the point of curvature of a curve to the right having a radius of 647.41 feet; Thence Easterly, along the arc of said curve thru a central angle of 24° 33' 34", for a distance of 277.51 feet to the Point of Beginning. Containing 11.226 acres more or less."

AND

TRACT D

A portion of the NW $\frac{1}{4}$ of Section 13, Township 26 South, Range 36 East, Brevard County, Florida, more particularly described as follows:

Commence at the Northwest corner of said Section 13, Thence N $89^{\circ}17'34''$ E, along the North line of said Section 13, for a distance of 778.52 feet; Thence S $00^{\circ}42'26''$ E for a distance of 50.00 feet to the Point of Beginning, said point being on the South right of way line of Wickham Road, a 100.00 foot right of way as described in Official Records Books 385 at Page 566 and 170 at Page 640 of the Public Records of Brevard County, Florida; Thence S. $89^{\circ}17'34''$ W, along said South right of way line for a distance of 300.00 feet; Thence S. $00^{\circ}17'27''$ W for a distance of 989.68 feet; Thence S $65^{\circ}02'46''$ E for a distance of 604.43 feet; Thence N $03^{\circ}11'06''$ E for a distance of 407.48 feet to the point of curvature of a curve to the right having a radius of 580.00 feet. Thence Northeasterly, along the arc of said curve thru a central angle of $41^{\circ}35'05''$, for a distance of 420.86 feet; Thence N $45^{\circ}13'49''$ W for a distance of 175.66 feet; Thence N $89^{\circ}42'33''$ W for a distance of 310.00 feet; Thence N $00^{\circ}17'27''$ E for a distance of 340.00 feet to the Point of Beginning. Containing 13.272 acres more or less.

LEGAL DESCRIPTION

The NE $\frac{1}{4}$ of the NW $\frac{1}{4}$ of Section 23, Township 26 South, Range 36 East, Brevard County, Florida.