

ARTICLES OF INCORPORATION

OF

GREENBRIAR VILLAGE HOMEOWNERS ASSOCIATION OF BREVARD, INC.
(A corporation not for profit)

The undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is GREENBRIAR VILLAGE HOMEOWNERS ASSOCIATION OF BREVARD, INC., hereinafter called the "Association".

ARTICLE II

ADDRESS

The principal office of the Association is located at 2800 Aurora Road, Suite A, Melbourne, FL 32935.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent is Paul M. Joyal whose address is 2800 Aurora Road, Suite A, Melbourne, FL 32935.

ARTICLES IV

PURPOSE AND POWER OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to provide for maintenance, preservation and architectural control of the residential Lots and Common Areas, and certain public right-of-ways, within or adjacent to that certain tract of property described on Exhibit "A" which is attached hereto and incorporated by reference herein; 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 including but not limited 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 any Declaration of Covenants and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Public Records of Brevard County, Florida and as the same may be amended from time to time as therein provided, said Declaration or Declarations 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 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 a combined majority of the Class A and Class B 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 a combined majority of the Class A and Class B 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 a combined majority of the Class A and Class B members;

(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;

(h) maintain, manage, control and repair at all times the water retention areas shown on the plat of the property, and permitted water management system; except any drainage facilities maintained by the City of Melbourne,

(i) make, and establish reasonable rules and regulations governing the use of the lots and units and the common area as said terms may be defined in the Declaration of Covenants and Restrictions;

(j) maintain, repair, replace, operate, and manage, the common areas including the right to reconstruct improvements after casualty and to make further improvement of the common areas;

(k) contracting for the management of the Common Areas;

(l) enforcing the provisions of any Declaration of Covenants and Restrictions, these Articles of Incorporation and the By-Laws of the corporation which may be hereafter adopted and the rules and regulations governing the use of the lots and units as the same may be hereafter established;

(m) to now or hereafter acquire and enter into leases and agreements of every nature, whereby the corporation acquires leaseholds, memberships and other possessory or use interests in land or facilities, including recreational and communal facilities, whether or not contiguous to lands of the lots and units to provide enjoyments, recreation, or other use or benefit to the owners of the lots or units, all as may be deemed by the Board of Directors to be in the best interests of the corporation;

(n) to maintain, manage and control any drainage easement and Common Area as shown on the plat of the property

and to prohibit construction of fences or planting or landscaping in said easement.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Unit which is subject by covenants of record to assessment by the Association, 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 separate from ownership of any Lot or Unit which is subject to assessment by the Association. 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 his lot or unit. The funds and assets of the corporation shall belong solely to the corporation, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Covenants and Restrictions, and in the By-Laws.

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 such owners shall be entitled to one vote for each Lot or Unit owned. When more than one person holds an interest in any Lot or Unit, all such persons shall be members. The vote for such Lot or Unit shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot or Unit.

Class B: Class B members shall be the Declarant (as defined in the Declaration), who shall be entitled to four (4) votes for each Lot or Unit owned. 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 in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on January 1, 1999.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by an initial Board of three (3) 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 names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Paul M. Joyal
2800 Aurora Road, Suite A
Melbourne, FL 32935

Robert J. Joyal
2800 Aurora Road, Suite A
Melbourne, FL 32935

Robert D. Wille
2800 Aurora Road, Suite A
Melbourne, FL 32935

Upon turnover of control of the Association by the Developer to the Class A members, the Association shall be managed by a Board of not less than six (6) Directors, who shall be members of the Association. The board of Directors shall be comprised of one-half "Standard" Lot owners and "Z" Lots owners, as lot ownership is described in the recorded Declaration of Covenants and Restrictions affecting the property.

At the first annual meeting the members shall elect two (2) directors for a term of one year, two (2) directors for a term of two years and two (2) directors for a term of three years; and at each annual meeting thereafter the members shall elect two (2) directors for a term of three years.

ARTICLE VIII

OFFICERS

The Board of Directors shall elect a President, a Secretary and a Treasurer and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors but no other officer needs to be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided however, that the office of the President and Vice-President shall not be held by the same person, nor shall the office of President and Secretary or President and Assistant Secretary be held by the same person.

The affairs of the corporation shall be administered by the officers designated in the By-Laws of the corporation. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and with the approval of the Board of Directors may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the lots and units and the affairs of the corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the corporation or director of the corporation.

The names and addresses of the officers who will serve until their successors are designated as follows:

President: Paul M. Joyal, 2800 Aurora Road, Suite A
Melbourne, FL 32935

Secretary: Robert D. Wille, 2800 Aurora Road, Suite A
Melbourne, FL 32935

Treasurer: Robert J. Joyal, 2800 Aurora Road, Suite A
Melbourne, FL 32935

ARTICLE IX

SUBSCRIBERS

The subscribers to these Articles of Incorporation are the three (3) persons herein named to act and serve as members of the first Board of Directors of the corporation, the names of which subscribers and their respective addresses are more particularly set forth in Article VII herein.

ARTICLE X

BY-LAWS

The original By-Laws of the corporation shall be adopted by the Board of Directors and thereafter, the By-Laws may be altered or rescinded only at an annual or special meeting of the members as provided for in the By-Laws.

ARTICLE XI

INDEMNIFICATION

Every Director and every Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorney fees, reasonably incurred by or imposed upon him in connection with any proceedings 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 corporation, whether or not he is a Director or Officer at the time such expenses are incurred except in such cases where the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that, in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the corporation. 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 XII

AMENDMENTS

Any amendment or amendments to these Article of Incorporation may be proposed by the Board of Directors of the corporation acting upon a vote of the majority of the Directors, or by the members of the corporation owning 75% of the lots or units, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the corporation or other officer of the corporation in the absence of the President, who shall thereupon call a special meeting of the members of the corporation for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, the notice of the membership meeting shall be sent by regular mail, which mailing shall be deemed notice. 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 before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than seventy-five (75%) percent of the lots or units in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles shall be transcribed and certified in such form as may be

necessary to register the same in the office of the Secretary of State of Florida; and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Brevard County, Florida, within twenty (20) days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these Articles, the written vote of any member of the corporation shall be recognized, if such member is not in attendance at such meeting or represented by proxy, provided such written vote is delivered to the Secretary of the corporation at or prior to such meeting.

ARTICLE XIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than a combined majority of the Class A and Class B 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 governmental entity, non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

No dissolution of the Association shall be effective so long as there remains any common area to be maintained where said common area has not been agreed to be accepted for maintenance by an appropriate public agency or a non-profit corporation, association, trust or other organization which shall agree to and assume maintenance of said common property.

ARTICLE XIV

The corporation shall exist perpetually.

DURATION

The corporation shall exist perpetually.

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 25th day of April, 1988.

Paul M. Joyal
Paul M. Joyal

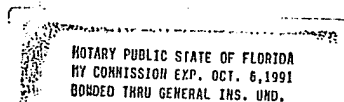
Robert J. Joyal
Robert J. Joyal

Robert D. Wille
Robert D. Wille

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, personally appeared, PAUL M. JOYAL, ROBERT J. JOYAL, and ROBERT D. WILLE, who being first duly sworn, and known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and they acknowledged to me that they executed the same.

WITNESS my hand and official seal, this 25th day of April, 1988.



Dorothy J. Patterson
Notary Public
My commission expires:

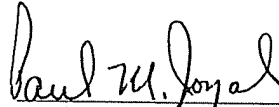
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That GREENBRIAR VILLAGE HOMEOWNERS ASSOCIATION OF
BREVARD, INC. desiring to organize under the laws of the
State of Florida, with its principal office, as indicated in
the Articles of Incorporation, as 2800 Aurora Road, Suite A,
Melbourne, County of Brevard, State of Florida, has named
PAUL M. JOYAL, located at 2800 Aurora Road, Melbourne,
Florida, County of Brevard, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.



Registered Agent

FILED
1999 JUN 12 AM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
GREENBRIAR VILLAGE HOMEOWNERS ASSOCIATION OF BREVARD, INC.

EXHIBIT A

The Plat of Greenbriar Village as recorded in the
Official Records at Plat Book 34, Pages 73 through 74,
Public Records of Brevard County, Florida.