

# STATE OF FLORIDA

DEPARTMENT OF STATE



I, RICHARD (DICK) STONE, Secretary of State of the State of Florida, do hereby certify that the following is a true and correct copy of

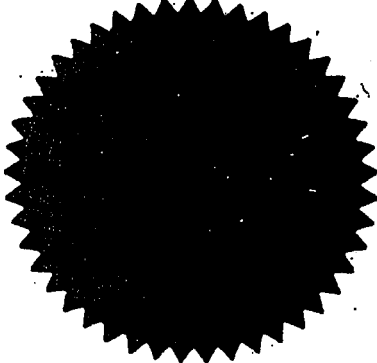
## CERTIFICATE OF INCORPORATION

OF

VISTA ROYALE ASSOCIATION, INC.

a corporation not for profit organized and existing under the Laws of the State of Florida, filed on the 9th day of November, A.D., 19 73, as shown by the records of this office.

GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 13th day of November, A.D., 19 73.

  
*Richard (Dick) Stone*  
SECRETARY OF STATE

COPY ONLY

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, following is submitted, in compliance with said Act:

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TALLAHASSEE FLORIDA

First--That VISTA ROYALE ASSOCIATION, INC.  
desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the articles of  
incorporation at City of Vero Beach County  
of Indian River, State of Florida  
has named Philip H. Reid, Jr.  
located at 256 Worth Avenue  
(Street address and number of building,  
Post Office Box address not acceptable)  
City of Palm Beach, County of Palm Beach,  
State of Florida, as its agent to accept service of process  
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Philip H. Reid, Jr.  
(Resident Agent)

ARTICLES OF INCORPORATION  
OF  
VISTA ROYALE ASSOCIATION, INC.  
(A Condominium Association)

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit, under Chapter 617, Florida Statutes 1972, and certify as follows:

ARTICLE 1

Name

The name of the corporation will be VISTA ROYALE ASSOCIATION, INC. For convenience, the corporation will be referred to in this instrument as the Association.

ARTICLE 2

Purpose

2.1. The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 711, Florida Statutes 1972, for the operation of condominiums to be established by VISTA PROPERTIES OF VERO BEACH, INC., a Florida corporation, hereinafter called the Developer, or its assigns, upon parcels of land in Indian River County, Florida.

The Developer, or its assigns, will offer the units of such condominiums for sale.

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

ARTICLE 3

Powers

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

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

3.2. The Association will have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declarations of Condominium for the

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condominiums operated by the Association; and it will have all of the powers and duties reasonably necessary to operate said condominiums pursuant to their separate Declarations of Condominium, as they may be amended from time to time, including but not limited to the following:

A. To make and collect assessments against members to defray the costs, expenses and losses of the separate condominiums.

B. To use the proceeds of assessments in the exercise of its powers and duties.

C. To maintain, repair, replace and operate the condominium properties.

D. To purchase insurance for the condominium properties; and insurance for the protection of the Association and its members as condominium unit owners.

E. To reconstruct improvements after casualty and to further improve the condominium properties.

F. To make and amend reasonable rules and regulations respecting the use of the condominium properties.

G. To approve or disapprove the transfer, mortgage and ownership of condominium units as may be provided by the separate Declarations of Condominium and the Bylaws of the Association.

H. To enforce by legal means the provisions of the Condominium Act, the separate Declarations of Condominium, these Articles, the Bylaws of the Association and the Rules and Regulations for the use of the condominium properties.

I. To contract for the management, operation and maintenance of the condominiums, including their common elements.

J. To lease such portions of the common elements of the condominiums as are susceptible to separate management and operation.

K. To enter into leases, as Lessee; including but not limited to Long Term Leases, whereby recreational facilities are demised to the Association. Said leases may create liens upon the condominium units, and they may require rent and other monies due thereunder to be common expenses of the condominiums.

L. To contract for the management, operation and maintenance of any recreational facilities leased to it.

M. To employ personnel to perform the services required for the proper management, operation and maintenance of the condominiums and of any recreational facilities leased to it.

3.3. All funds, except such portions thereof as are expended for the common expenses of the condominium, and the titles of all properties will be held in trust for the members of the Association, in accordance with their respective interests under the separate Declarations of Condominium and in accordance with the provisions of these Articles of Incorporation and the Bylaws of the Association.

3.4. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the separate Declarations of Condominium and the Bylaws of the Association.

#### ARTICLE 4

##### Members

4.1. The members of the Association will consist of all of the record owners of the condominium units in the condominiums; and after termination of any condominium will consist of those who were members of the terminated condominium at the time of such termination, their successors and assigns, and of the record owners of condominium units in the remaining condominiums.

4.2. After receiving approval of the Association, change of membership will be established by recording in the public records of Indian River County, Florida, of a deed or other instrument establishing a record title to a condominium unit and by the delivery to the Association of a 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. The 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 condominium unit.

4.4. The owner of each condominium unit will be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners and the manner of exercising voting rights will be determined by the Bylaws of the Association.

#### ARTICLE 5

##### Directors

5.1. The affairs of the Association will be managed by a board consisting of the number of directors determined by the Bylaws of the Association, but not less than three (3) directors; and in the absence of such determination will consist of three (3) directors. Directors need not be members of the Association.

5.2. Directors of the Association will be elected at the annual meeting of the members in the manner determined by the Bylaws of the Association. Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided by the Bylaws of the Association.

5.3. The first election of directors will not be held until after the Developer, or its assigns, has closed the sales of all of the condominium units to be established by it upon lands in Indian River County, Florida (as will be more specifically described in its Declarations of Condominium and other documents showing the Association as the operating entity), or until it elects to terminate its control of the Association, or until December 31, 1989, whichever first occurs. 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.

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:

RONALD E. EWING	742 Colorado Avenue Stuart, Florida 33494
ROBIN D. BISHOP	742 Colorado Avenue Stuart, Florida 33494
DARRELL F. MOSS	742 Colorado Avenue Stuart, Florida 33494

#### ARTICLE 6

##### Officers

The affairs of the Association will be administered by the officers designated in the Bylaws of the Association. 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 will 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:

President	RONALD E. EWING 742 Colorado Avenue Stuart, Florida 33494
Vice-President	ROBIN D. BISHOP 742 Colorado Avenue Stuart, Florida 33494
Secretary-Treasurer	DARRELL F. MOSS 742 Colorado Avenue Stuart, Florida 33494

## ARTICLE 7

### Indemnification

Every director and every officer of the Association will be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any matter or proceeding or any settlement of any matter or 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 when 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 will apply only when the Board of Directors approves such settlement and reimbursements being for the best interest of the Association. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## ARTICLE 8

### Bylaws

The first Bylaws of the Association will be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by said Bylaws.

## ARTICLE 9

### Amendments

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

9.1. Notice of the subject matter of a proposed amendment will 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 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:

A. Such approvals must be by not less than seventy-five percent (75%) of the entire membership of the Board of Directors and by not less than seventy-five percent (75%) of the votes of the entire membership of the Association; or

B. by not less than eighty percent (80%) of the votes of the entire membership of the Association.

C. until the first election of directors, only by all of the directors.

9.3. Provided, however, that no amendment will 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 condominium units; no amendment will make any changes in paragraph 5.3. of Article 5 hereof, without the approval of the Developer; and no amendment will be made that is in conflict with the Condominium Act or the Declarations of Condominium.

9.4. A copy of each amendment will be certified by the Secretary of State, State of Florida, and will be recorded in the public records of Indian River County, Florida.

#### ARTICLE 10

##### Term

The term of the Association will be perpetual.

#### ARTICLE 11

##### Subscribers

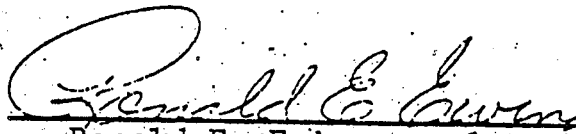
The names and residences of the subscribers of these Articles of Incorporation are as follows:

RONALD E. EWING  
742 Colorado Avenue  
Stuart, Florida 33494

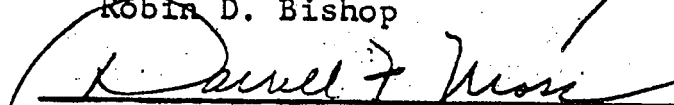
ROBIN D. BISHOP  
742 Colorado Avenue  
Stuart, Florida 33494

DARRELL F. MOSS  
742 Colorado Avenue  
Stuart, Florida 33494

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 5 day of November, 1973.

  
\_\_\_\_\_  
Ronald E. Ewing

  
\_\_\_\_\_  
Robin D. Bishop

  
\_\_\_\_\_  
Darrell F. Moss



STATE OF FLORIDA )  
COUNTY OF MARTIN ) SS.

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, RONALD E. EWING, ROBIN D. BISHOP and DARRELL F. MOSS, and they acknowledged to and before me that they executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal this 5<sup>th</sup> day of November, 1973.

Darrell F. Spooner

Notary Public, State of Florida at Large  
My Commission Expires June 30, 1975