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ARTICLES OF INCORPORATION
ORMOND-BY-THE-SEA ASSOCIATION, INC.

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes (1969), and certify as follows:

ARTICLE I

Name

The name of the corporation shall be ORMOND-BY-THE-SEA ASSOCIATION, 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 (1969), for the operation of ORMOND-BY-THE-SEA CLUB, a condominium, to be located upon the following lands in Volusia County, Florida:

The North 175 feet of Lot 8 and the South 175 feet of Lot 9 as lies Easterly of Ocean Shore Boulevard, OAKDALE PARK SUBDIVISION #2, according to map in Map Book 7, page 101, together with any and all shore rights appertaining thereto, Public Records of Volusia 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.

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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. To make and collect assessments against

members as unit owners to defray the costs, expenses and loses of the condominium.

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

c. To maintain, repair, replace and operate the condominium property.

d. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.

e. To reconstruct improvements after casualty and the further improvement of the property.

f. To make and amend reasonable regulations respecting the use of the property in the condominium.

g. To approve or disapprove the leasing, transfer, mortgage and ownership of units as provided by the Declaration of Condominium and the Bylaws of the Association.

h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the condominium.

i. To contract for the management of the condominium and to delegate to such contractor and manager all powers and duties of the Association, except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.

j. To contract for the management or operation Of portions of the common elements susceptible to separate management or operation, and to lease such portions.

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k. To employ personnel to perform the services required for proper operation of the condominium.

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

3.4 All funds and the titles to all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws.

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 Volusia 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 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 unit.

4.4 The owner of each unit shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE V

Directors

5.1 The affairs of the Association will be managed by a board consisting of the number of directors fixed by the Bylaws,

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but not less than three directors. Directors need not be members of the Association.

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

5.3 The first election of directors shall not be held until after the developer has closed the sales of all of the units in the condominium known as ORMOND-BY-THE-SEA CLUB, or until developer elects to terminate control of said condominium, or until after October 1, 1971, whichever occurs first. The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall 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:

W.M.Sanderlin 1344 West Colonial Drive, Orlando, Florida 32804

R.H.Larlee 1344 West Colonial Drive, Orlando, Florida 32804

Fred 13. Sheats 1421 Peachtree,N.E., Atlanta, Georgia 30309

ARTICLE VI

Officers

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

W. M. Sanderlin 1344 west Colonial Drive, Orlando, Florida 32804

Vice President:

Fred B. Sheats

1421 Peachtree, N.E., Atlanta, Georgia 30309

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Secretary-Treasurer: R. H. Larlee 1344 West Colonial Drive, Orlando, Florida 32804

ARTICLE VII

Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, 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 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 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

Bylaws

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

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 the members of the Association. Directors and members not present

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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 at or prior to the meeting. Except as hereinafter provided, approval or a proposed amendment must be either by:

- a. Not less than 75% of the entire membership of the Board of Directors and not less than 75% of the votes of the entire membership of the Association; or
- b. Not less than 80% of the votes of the entire membership of the Association; or
- c. Until the first election of the Board of Directors, only by all of the Directors.

9.3 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.

9.4 A copy of each amendment shall be certified by the secretary of State, State of Florida, and be recorded in the Public Records of Volusia 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:

W. M. Sanderlin 1344 West Colonial Drive, Orlando, Florida

R. H. Larlee 1344 West Colonial Drive, Orlando, Florida

Frank J. Tepper 369 N. Orange Avenue, Orlando, Florida

IN WITNESS WHEREOF, the subscribers have hereunto

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affixed their signatures on this
W. M. Sanderlin

R. H. Larlee -

Frank Tepper
STATE OF FLORIDA
SS.

COUNTY OF ORANGE

Before me, the undersigned authority, on this day
personally appeared W. M. SANDERLIN, R. H. LARLEE and FRANK J.
TEPPER, who, being duly sworn, severally acknowledged the execution
of the foregoing Articles of Incorporation of Ormond-By-The-Sea
Association, Inc., for the purposes expressed in such Articles.
Witness my signature and official seal at Orlando
in the state and county last aforesaid, this 19 day of June, 1970.