

EXHIBIT "B"

ARTICLES OF INCORPORATION

OF

MARBRISA SEASIDE VILLAGE OWNERS ASSOCIATION, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit, pursuant to Chapter 617 of the Florida Statutes.

ARTICLE 1  
NAME

1.1 The name of the corporation shall be MARBRISA SEASIDE VILLAGE OWNERS ASSOCIATION, INC., a corporation not for profit, hereinafter referred to as "Association" or "Corporation."

ARTICLE 2  
PURPOSE AND OBJECTS

2.1 The purpose and objects of the Corporation shall be to administer the operation and management of Marbrisa Seaside Village, a single family cluster home community, which community is to be established by MARBRISA, a joint venture, upon real property in Indian River Shores, Indian River County, Florida, as described in the Declaration of Covenants and Restrictions for Marbrisa Seaside Village which community is within and part of the Marbrisa subdivision; to undertake the performance of the acts and duties incident to the administration, operation and management of the community, in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation, and which may be contained in the Declaration of Covenants and Restrictions for Marbrisa Seaside Village, which will be recorded in the Public Records of Indian River County, Florida; and to own, operate and lease land and facilities of every nature.

2.2 The Association shall make no distribution of income to its members, directors or officers, its business being conducted as a non-profit organization for the benefit of its members.

ARTICLE 3  
POWERS

3.1 The Association shall have all the common law and statutory powers of a corporation not for profit, not in conflict with these Articles.

3.2 The Association shall have all the powers and duties set forth in these Articles and the applicable Declaration of Covenants and Restrictions except as limited by the laws of the State of Florida and all of the powers and duties reasonably necessary to operate the community pursuant to the Declaration 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 owners, to defray the costs, expenses and losses of the Association and to use the proceeds of assessments in the exercise of its powers and duties.

b. To purchase insurance upon the Association property and insurance for the protection of the Association and its members.

c. To maintain, repair, replace, operate and manage the property of the Association, including the right to construct improvements after casualty, and to make further improvements of the Association property.

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TALLAHASSEE, FLORIDA

d. To contract for the management of the Association, and to delegate to such manager all of the powers and duties of the Association, except those which may be required by the Declaration of Covenants and Restrictions to have approval of the Board of Directors or membership of the Association. To employ personnel to perform the services required for proper operation of the Association.

e. To enforce the provisions of the governing Declaration of Covenants and Restrictions, these Articles of Incorporation, the By-Laws which may hereafter be adopted, and the rules and regulations governing the use of the Association property and the community as the same may hereafter be established. To make and amend reasonable rules and regulations regarding the community governed by this Association.

f. To acquire, hold, mortgage, pledge, improve, operate, maintain, sell, convey, lease, transfer, exchange, dedicate to public use or otherwise dispose of real and personal property in connection with the affairs of the Association; to enter into agreements of every nature, whereby the Association acquires memberships and other possessory use interests in land or facilities, including recreational and communal facilities, whether or not contiguous to lands of the community; and to provide enjoyment, recreation or other use and benefit to the villa owners all as may be deemed by the Board of Directors to be in the best interests of the Association.

g. To exercise all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the governing Declaration of Covenants and Restrictions.

#### ARTICLE 4 QUALIFICATIONS OF MEMBERS AND MANNER OF ADMISSION

4.1 The members of the Association shall consist of the undersigned subscribers and such other persons as may, from time to time, be admitted to membership by the Board of Directors of the Association in accordance with the provisions of the By-Laws. Each villa owner shall automatically be a member of the Association upon acquiring title to any villa unit in the community.

#### ARTICLE 5 TERM OF EXISTENCE

5.1 The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statute, Chapter 617, as amended.

#### ARTICLE 6 PRINCIPAL OFFICE

6.1 The principal office of the Association shall be located at 345 North Woodland Boulevard, Suite 326, DeLand, Florida. The Association, however, may maintain offices and transact business in such other places within and without the State of Florida as may, from time to time, be designated by the Board of Directors.

#### ARTICLE 7 NAMES AND RESIDENCES OF SUBSCRIBERS

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

<u>Name</u>	<u>Address</u>
CHARLES K. BROWN JR.	24 Forest Creek Rd. DeLand Springs, Florida.

WAYNE G. SANBORN

1114 Yorktown Place  
DeLand, Florida

KEVIN T. HASSEN

1014 East Michigan Avenue  
DeLand, Florida

ARTICLE 8  
OFFICERS AND DIRECTORS

8.1 The affairs of this Corporation shall be managed by a governing board called the Board of Directors who shall be elected at the annual meeting of the Association. Vacancies on the Board of Directors may be filled until the next annual meeting, in such manner as provided by the By-Laws. The Board of Directors shall consist of three (3) persons initially. The number of directors may be increased or decreased, from time to time, by By-Laws adopted, but it shall never be less than three (3). The officers shall be: A President, Vice President, Secretary and Treasurer. The officers shall be elected by the Board of Directors. The officers and board members shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of the Association.

ARTICLE 9  
NAMES OF OFFICERS

9.1 The names of the officers who are to serve until the election next following the filing of these Articles of Incorporation, pursuant to Florida Statutes Chapter 617, as amended, are as follows:

Name	Office
CHARLES K. BROWN JR.	President
WAYNE G. SANBORN	Vice President
KEVIN T. HASSEN	Secretary/Treasurer

ARTICLE 10  
NAMES AND ADDRESSES OF DIRECTORS

CHARLES K. BROWN JR.	24 Forest Creek Run DeLeon Springs, Florida
WAYNE G. SANBORN	1114 Yorktown Place DeLand, Florida
KEVIN T. HASSEN	1014 East Michigan Avenue DeLand, Florida

ARTICLE 11  
REGISTERED AGENT

11.1 Pursuant to the requirements of Florida Statute 617.023, BRANDYWINE ENTERPRISES, INC., 345 North Woodland Boulevard, Suite 326, DeLand, Florida, is designated as resident agent or registered agent.

ARTICLE 12  
INDEMNIFICATION

12.1 Every board member and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may

be party, or in which he may become involved by reason of his being or having been a member of the Board of Directors or officer except in such cases wherein the board member 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 or indemnification hereunder based upon a settlement by the board member or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement or reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such board member or officer may be entitled.

#### ARTICLE 13 AMENDMENTS TO ARTICLES OF INCORPORATION

13.1 Any amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the board members, or by the members of the Corporation owning a majority of the villa units, whether meeting as members or by instruments in writing signed by them.

13.2 Upon any amendments to these Articles being proposed by the Board of Directors or members, such proposed 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 fourteen (14) days nor later than sixty (60) days from the receipt by him of the proposed amendments.

13.3 The Secretary of the Corporation shall give to each member written or printed notice of such meeting, stating the time and place of the meeting, and reciting the proposed amendments in reasonably detailed form. Such notice shall be mailed or presented personally to each member not less than fourteen (14) days nor more than sixty (60) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail, addressed to the member at his post office address as it appears on the records of the Corporation, the postage thereon prepaid.

13.4 Any member may, by written waiver of notice signed by such member, waive such notice. Such waiver, when filed with the Corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member.

13.5 At such meeting, the amendments proposed must be approved by an affirmative vote of the members owning not less than seventy-five percent of the villa units in order for such amendment to become effective. Thereupon, such amendments to these Articles of Incorporation 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. Upon registration of such amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Indian River County, Florida, within ten (10) days from the date on which the same are so registered.

13.6 At any meeting held to consider such amendments of these Articles, the written vote of any Association member shall be recognized if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Association Secretary at or prior to such meeting.

#### ARTICLE 14 BY-LAWS

14.1 The By-Laws of this Corporation may be made, altered or rescinded, from time to time, in whole or in part, as set forth in the By-Laws.

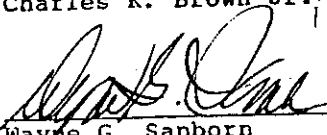
ARTICLE 15  
MISCELLANEOUS

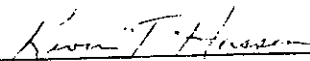
15.1 A membership may be owned by more than one (1) owner, provided that membership shall be held in the same manner as title to the villa unit. In the event ownership is in more than one (1) person, all of the owners of such membership shall be entitled collectively to only one (1) vote or ballot in the management of the affairs of the Corporation in accordance with the governing Declaration of Covenants and Restrictions, and the vote may not be divided between plural owners of a single membership, except as may otherwise be provided in the Declaration of Covenants and Restrictions for Marbrisa Seaside Village or the By-Laws.

15.2 The members of this Association shall be subject to all of the terms, conditions, restrictions and covenants contained in the Declaration of Covenants and Restrictions for Marbrisa Seaside Village, these Articles of Incorporation, and the By-Laws, including subject to assessments for the costs and expenses of the Association. The By-Laws of the Association may not change or alter this provision.

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 20<sup>th</sup> day of OCTOBER, 1987.

  
\_\_\_\_\_  
Charles K. Brown Jr.


  
\_\_\_\_\_  
Wayne G. Sanborn

  
\_\_\_\_\_  
Kevin T. Hassen

STATE OF FLORIDA:  
COUNTY OF VOLUSIA:

I HEREBY CERTIFY that on this day, before me, a notary public authorized in the State and County named above to take acknowledgements, personally appeared CHARLES K. BROWN JR., WAYNE G. SANBORN and KEVIN T. HASSEN, to me known to be the persons described in and who acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 20<sup>th</sup> day of OCTOBER, 1987.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

(SEAL)

My commission expires:

Notary Public, State of Florida  
My Commission Expires Dec. 14, 1987  
Bonded thru Troy Fair; Insurance, Inc.

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED CORPORATION, having been named to accept service of process for the above stated corporation, at the place designated in Article 11 herein, hereby accepts to act in this capacity and agrees to comply with the provisions of Florida Statutes relative to keeping open said office.

BRANDYWINE ENTERPRISES, INC.

By:   
President

(CORPORATE SEAL)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of MARBRISA SEASIDE VILLAGE OWNERS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on October 23, 1987, as shown by the records of this office.

The document number of this corporation is N23141.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
23rd day of October, 1987.

Jim Smith  
Secretary of State



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