State of Florida

Department of State

Articles of Incorporation

I certify from the records of this office that INDIAN RIVER CLUB ASSOCIATION, INC.

is a corporation organized under the laws of the State of Florida.

The charter number for this corporation is 730357.

I further certify that said corporation has paid all fees due this office through December 31, 1984 and its status is active.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
13th day of February, 1984

George Firestone
Secretary of State

GREAT SEAL OF THE STATE OF FLORIDA
IN GOD WE TRUST

CER-101

STATE OF FLORIDA

DEPARTMENT OF STATE

I, DOROTHY W. GLISSON, 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

INDIAN RIVER CLUB ASSOCIATION, INC.

a corporation not for profit organized and existing under the Laws of the State of Florida, filed on the 2nd day of August, A.D., 19 74, as shown by the records of this office.

GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capitol, this the 2nd day of August, A.D., 19 74.

Dorothy W. Glisson

SECRETARY OF STATE

FILED

AUG 2 3 46 PM '74

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

INDIAN RIVER CLUB ASSOCIATION, INC.

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes (1973), and certify as follows:

ARTICLE I

Name

The name of the corporation shall be INDIAN RIVER CLUB 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 (1973), for the operation of INDIAN RIVER CLUB, a condominium, to be located upon the following described real property:

> Lots 2, 3, 4, 5, 6 and 7, Revised Plat of Rockledge Park #1, according to plat thereof found of record in Plat Book 3, Page 31 of the Public Records of Brevard County, Florida, together with all riparian rights appertaining thereto.

2.2 The Association shall make no distribution 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.

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

This instrument was prepared by:
Lawrence D. Johnson
SILES, NEDRICK & ROBINSON
[illegible]
104 [illegible] Church St., Suite 201

Exhibit "D"

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 losses 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.

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 of 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 the Public Records of Brevard 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,

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 INDIAN RIVER CLUB, or until developer elects to terminate control of the said condominium, or until after March 31, 1975, 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:

C. A. Norwood	405 Footman Lane, Merritt Island, Fla.
Judy A. Norwood	405 Footman Lane, Merritt Island, Fla.
W. O. Norwood	568 W. Merritt Causeway, Merritt Island, Fla.

ARTICLE VI

OFFICERS AND RESIDENT AGENT

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: C. A. Norwood
405 Footman Lane
Merritt Island, Fla.

Vice-President: W. O. Norwood
560 W. Merritt Causeway
Merritt Island, Fla.

Secretary-Treasurer: Judy A. Norwood
405 Footman Lane
Merritt Island, Fla.

The initial resident agent of this corporation for the purpose of accepting service of process within this State is:

Lawrence D. Johnson: 109 East Church Street
Orlando, Florida 32801

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 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 of 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. 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 joiner 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 Brevard County, Florida.

ARTICLE X

Term

The term of the Association shall be perpetual.

ARTICLE XI

Subscribers

The name and addresses of the subscribers to these Articles of Incorporation are as follows:

C. A. Norwood 405 Footman Lane, Merritt Island, Fla.

Judy A. Norwood 405 Footman Lane, Merritt Island, Fla.

W. O. Norwood 560 W. Merritt Causeway, Merritt Island, Fla.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures on this 2nd day of August, 1979.

C. A. Norwood

Judy A. Norwood

W. O. Norwood

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, on this day personally appeared C. A. Norwood, Judy A. Norwood and W. O. Norwood, who being duly sworn, severally acknowledged the execution of the foregoing Articles of Incorporation of INDIAN RIVER CLUB ASSOCIATION, INC., for the purposes expressed therein.

WITNESS my hand and official seal in the above County and State on this 2nd day of August, 1974.

Notary Public, State of Florida
at Large

My Commission expires:

Notary Public, State of Florida at Large.
My Commission Expires Sept. 24, 1977

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

Having been named to accept service of process for this corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Resident Agent