

# State of Florida



## Department of State

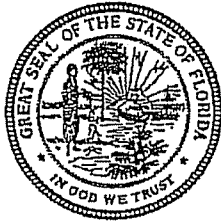
I certify that the attached is a true and correct copy of the Articles of Incorporation of  
THE WOODHAVEN CONDOMINIUM AT PALM COAST, INC.

filed on March 15, 1981.

The Charter Number for this corporation is 756752.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
13th day of March, 1981.

George Firestone  
Secretary of State



CORP 104 Rev. 5-79

ARTICLES OF INCORPORATION  
OF  
THE WOODHAVEN CONDOMINIUM AT PALM COAST, INC.

1. NAME

The name of the Corporation is THE WOODHAVEN CONDOMINIUM AT PALM COAST, INC.

2. PURPOSE

The Corporation is organized as a Corporation not for profit under provisions of Chapter 617 of the Florida Statutes and is a Condominium Association as referred to and authorized by Section 718.111 of the Florida Statutes. The purpose for which the Corporation is organized is to provide an entity responsible for the operation of a Condominium in Flagler County, Florida, known as The Woodhaven Condominium at Palm Coast. Said Condominium is herein called "Condominium" and the Declaration of Condominium whereby the same has or will be created is herein called "Declaration". A description of the lands of the Condominium is set forth in the Declaration.

3. QUALIFICATION OF MEMBERS AND MANNER OF THEIR ADMISSION.

The members of this Corporation shall constitute all of the record owners of Condominium Parcels of the Condominium. Change of membership in this Corporation shall be established by recording in the Public Records of Flagler County, Florida, a deed or other instrument establishing record title to a Condominium Parcel and the delivery to the Corporation of a certified copy of such instrument, the owner designated by such instrument thereby becoming a member of the Corporation. The membership of the prior owner of such Condominium Parcel shall be thereby terminated. Where any one unit or parcel of Condominium property is owned by more than one person, firm, individual or corporation or other legal entity, the composite title holder shall be and constitute one member of membership. Any person, firm, individual, Corporation or legal entity owning more than one Unit or

parcel shall be as many members as the number of Units owned.

4. TERM

The existence of the Corporation shall be perpetual unless the Condominium is terminated pursuant to the provisions of its Declaration and in the event of such termination, the Corporation shall be dissolved in accordance with law.

5. NAMES AND RESIDENCES OF SUBSCRIBERS

The names of the Subscribers to these Articles of Incorporation are:

James E. Gardner, Executive Offices, Palm Coast, FL  
32051

Robert P. Burnett, Executive Offices, Palm Coast, FL  
32051

Antonio Rico, Executive Offices, Palm Coast, FL 32051

6. DIRECTORS AND OFFICERS

The affairs of the Association shall be managed by its Board of Directors. The officers of the Corporation shall be a President, Vice-President, Treasurer and Secretary, which officers shall be elected annually by the Board of Directors. The Directors and Officers may lawfully and properly exercise the powers set forth in Paragraph (11) hereof, notwithstanding the fact that some or all of them involved in the exercise of such powers and in the negotiation and/or consummation of Agreements executed pursuant to such powers may be some or all of the persons with whom the Corporation enters into such Agreements, or, who are employed by or own the proprietary interests in the entity or entities with whom the Corporation enters into such Agreements. Disclosure of such Agreements by setting forth the same in the Declaration, as initially declared or subsequently redeclared or amended, shall stand as an absolute confirmation of such Agreements and the valid exercise by the Directors and Officers of this Corporation of the powers pertinent thereto.

7. NAMES OF OFFICERS

The names of the officers who are to serve until the first election or appointment are as follows:

William T. Nolan, President,  
Robert P. Burnett, Vice President and  
Antonio Rico, Secretary/Treasurer

8. BOARD OF DIRECTORS

The Board of Directors shall consist of not less than three, nor more than seven persons initially; the names and addresses of the persons who are to serve as such until the first election thereof are as follows:

William T. Nolan, Executive Offices, Palm Coast, FL 32051  
Robert P. Burnett, Executive Offices, Palm Coast, FL 32051  
Antonio Rico, Executive Offices, Palm Coast, FL 32051

9. BY-LAWS

The original By-Laws are to be made by the Board of Directors and/or declared under the Declaration of Condominium. Until the first election of Directors, the By-Laws may be amended, altered or rescinded by unanimous vote of all the directors, provided the amendment does not increase the number of units nor alter the boundaries of the common elements. The By-Laws may thereafter be amended, altered or rescinded only with the approval of not less than sixty (60%) percent of all the directors and not less than seventy-five (75%) percent of the members of the Association.

10. AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended, altered or rescinded only with the approval of not less than sixty (60%) percent of all the Directors and not less than seventy-five (75%) percent of the members of the Association.

11. POWERS

The Corporation shall have all of the following powers:

1. All of the powers set forth and described in Section 617.021 of the Florida Statutes not repugnant to any of the provisions of Chapter 718 of the Florida Statutes.

2. All of the powers of an Association as set forth in Chapter 718 of the Florida Statutes.

3. Power to acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities including, but not limited to, country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the Condominium, which are intended to provide for the enjoyment, recreation, or other use or benefit to the Unit owners.

4. Power to contract with a third party for the management of the Condominium and to delegate to the Contractor all powers and duties of this Corporation except such as are specifically required by the Florida Statutes, the Declaration and/or the By-Laws to have the approval of the Board of Directors or the membership of the Corporation.

5. Power to acquire by purchase, or otherwise, parcels of the Condominium, subject nevertheless to the provisions of the Declaration and/or By-Laws relative thereto.

6. Power to operate and manage the Condominium in accordance with the sense, meaning, direction, purpose and intent of the Declaration as the same may from time to time be amended and to otherwise perform, fulfill and exercise the powers, privileges, options, rights, duties, obligations and responsibilities entrusted to or delegated to it by the Declaration and/or By-Laws.

12. INDEMNIFICATION

Every Director and 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 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 Corporation, whether or not he is a director or officer at the time said expenses are incurred, except in such cases wherein 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 herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for 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 Director or Officer may be entitled.

13. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Executive Offices, Palm Coast, Florida 32051, and the name of the initial registered agent of this Corporation is Elizabeth B. Haynes.

WE, the undersigned, being each of the subscribers hereto, do hereby subscribe to these Articles of Incorporation and in witness whereof, we have hereunto set our hands and seals this 12<sup>th</sup> day of March 1981.

Elizabeth B. Haynes  
Registered Agent

James E. Gardner  
James E. Gardner  
Robert P. Burnett  
Robert P. Burnett.  
Antonio Rico  
Antonio Rico

STATE OF FLORIDA  
COUNTY OF FLAGLER

BEFORE ME, the undersigned authority, personally appeared James E. Gardner, Robert P. Burnett and Antonio Rico, and acknowledged before me that they executed the above and foregoing Articles for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Palm Coast, Flagler County, Florida, this 12<sup>th</sup> day of MARCH, 1981.

D. L. McMillan  
NOTARY PUBLIC

My Commission Expires:  
NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES AUG 15 1984  
BONDED THRU GENERAL INS. UNDERWRITERS