

OF
OCEAN VILLAGE VILLAS
HOMEOWNERS ASSOCIATION, INC.

(A corporation not for profit under
the laws of the State of Florida)

RECEIVED
COUNTY CLERK
VOLUSIA COUNTY
FLORIDA
OCT 13 2004
FILED

We, the undersigned, hereby associate ourselves into a corporation not for profit under the laws of Florida, for the purposes herein mentioned.

ARTICLE 1

NAME

The name of the corporation shall be OCEAN VILLAGE VILLAS HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE 2

PURPOSE

2.1 Purpose. This Association is organized to provide an entity to carry out and accomplish the purposes and perform the duties of the Homeowners Association described in the instrument entitled "Declaration of Covenants and Restrictions for Ocean Village Villas, Volusia County, Florida, and Notice of Provisions of Ocean Village Villas Homeowners Association, Inc." (hereinafter referred to as the "Declaration"), to be recorded in the Public Records of Volusia County, Florida in connection with the recording of the subdivision plat of Ocean Village Villas Subdivision.

2.2 Nonprofit Organizations. The Association shall make no distributions of income to its members, directors, or officers, being conducted as a nonprofit organization for the benefit of its members.

ARTICLE 3

The Association shall have the following powers:

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

3.2 Powers of Association. The Association shall have the power to administer and enforce the provisions of the Declaration more fully described in Article 2 hereof and all of the powers and duties reasonably necessary to carry out the responsibilities and duties conferred upon it by the Declaration, as it may be amended and supplemented from time to time, including, but not limited to, the following:

- a) To make and establish reasonable rules and regulations regarding the use of Association common property subject to its jurisdiction.
- b) To make and collect assessments against members of the Association to defray the cost, expenses and losses of the Association.
- c) To use the proceeds of assessments in the exercise of its powers and duties.
- d) To maintain, repair, replace, operate and manage the Association property, including the right to reconstruct improvements after casualty and to make and construct additional improvements upon the Association property.
- e) To purchase insurance upon the Association property and improvements and insurance for the protection of the Association and its members.
- f) To enforce by legal means the provisions of the Declaration, as amended from time to time, these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted and the rules and regulations governing the use of the Association property.

g) To contract for the management of the Association property and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration to have approval of the Board of Directors or the membership of the Association.

h) To contract for the management and operation of portions of the Association property susceptible of separate managements or operation.

i) To employ personnel and engage such professional assistance as may be necessary to perform the services required for the proper operation of the Association and its properties.

j) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration and any Declaration supplementary thereto.

k) To organize, promote and support undertaking and activities for the benefit and general welfare of the residents of Ocean Village Villas.

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

3.4 Title Upon Dissolution. In the event of the dissolution of the Association, title to all real property shall vest in the members as provided by law, subject, however, to the same easements and rights of use by the residents of Ocean Village Villas as existed prior to dissolution. Upon dissolution of the Association, all money and other personal property of the Association shall, as may be practicable, be distributed in the same manner as votes are apportioned among lot or parcel owners.

MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION

The qualifications of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as stated in the Declaration at Article IV, and as follows:

4.1 Membership. Every person or entity who is a record owner of a fee simple interest or undivided interest in fee simple in any lot or dwelling unit which is subject to assessment by the Association shall be a member of the Association; provided, that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member. No owner's tenants shall be members.

4.2 Voting Rights. The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be every person or entity who is a record owner of a fee simple or undivided fee simple in any lot or dwelling unit which is subject to assessment by the Association. Class A members shall be entitled to one (1) vote for each lot or dwelling unit and in no event shall more than one (1) vote be cast with respect to any such lot or dwelling unit.

Class B. The Class B member shall be the Developer, as those terms are defined in the Declaration. The Class B member shall have twenty-five (25) votes for each lot or dwelling unit owned by said Class B member.

The Class B membership shall cease and become converted to Class A membership on the twentieth (20) anniversary of the date of recordation of the Declaration. The Class B member shall, however, retain the right to assign to the Association at any time, and in its discretion, the voting rights it holds in the Association by virtue of its status as a Class B member. Upon such written assignment, the Class B membership shall cease and

become converted to Class A membership.

4.3 Quorum and Voting Authority. Save and except for the quorum required under Section 5 of Article IV of the Declaration, and until the Class A members own fifty percent (50%) of the lots in Ocean Village Villas, the quorum for any action of the Association shall be the presence at the meeting of members of the Association, or of proxies, entitled to cast fifty-one percent (51%) of all the votes of both classes of membership taken together. At such time as the Class A members own fifty percent (50%) of the lots, the quorum for any action of the Association, including those matters set forth in Sections 3 (b) and 4 of Article IV, shall be the presence at the meeting of members of the Association, or of proxies, entitled to cast fifty-one percent (51%) of all the votes of each class of membership. Under either of the foregoing conditions a vote of the majority of the quorum as determined hereinabove shall determine the action of the Association. Furthermore, if the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the requirement that written notice of said meeting be sent to all members at least ten (10) days in advance of the meeting setting forth the purpose of the meeting. The required quorum at any such subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting, provided that no such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

4.4 Termination of Membership. Immediately upon the divestment of a member's ownership interest in a lot, regardless of the means by which such ownership may be divested, such owner's membership shall terminate. Any successor owner shall be entitled to membership after providing written notice to the Association of such ownership interest. At the request of the Association, the successor owner shall provide the Association with a certified copy of the instrument evidencing his ownership interest.

4.5 Interest of Members in Assets of Association. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance in his unit. The funds and assets of the Association belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and the Bylaws which may be hereafter adopted.

ARTICLE 5

PRINCIPAL OFFICE AND DESIGNATION OF RESIDENT AGENT

The principal office of the Association shall be located at 388 South Atlantic, Ormond Beach, Florida, 32074, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors. The Board of Directors shall also have the right to relocate the principal office. The resident agent of the Association shall be Louis E. Conway, whose address is 170 East Granada Blvd., Ormond Beach, Florida, 32074. The Board of Directors may, from time to time, change the resident agent by designation filed in the office of the Secretary of State.

ARTICLE 6

6.1 Number of Directors. The affairs of the Association will be managed by the Board consisting of not less than three (3) nor more than seven (7) directors. The number of members of the Board of Directors shall be as provided from time to time by the Bylaws of the corporation, and in the absence of such determination, shall consist of three (3) directors. Directors need not be members of the Association.

6.2 Election at Annual Meeting. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors

may be removed and vacancies of the Board of Directors shall be filled in the manner provided by the Bylaws.

6.3 Date of Election. The election of the Directors shall be held on the second Friday in January of 19 , and annually thereafter during the month of January. The Directors named in these Articles shall serve until successor directors are elected and any vacancies in their number occurring before such election shall be filled by the remaining Directors.

6.4 Directors. The names and addresses of the members of the Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

D.S. Patel
388 South Atlantic Avenue
Ormond Beach, Florida 32074

Sheriff Guindi
388 South Atlantic Avenue
Ormond Beach, Florida 32074

Pamela Tucker
388 South Atlantic Avenue
Ormond Beach, Florida 32074

ARTICLE 7

OFFICERS

7.1 Offices. The Board of Directors shall elect a President, Secretary and a Treasurer, and as many Vice Presidents and Assistant Secretaries as the Board of Directors shall determine to be necessary. The same person may hold two or more offices, the duties of which are not incompatible; however, the office of President and Vice President shall not be held by the same person

7.2 Officers. The affairs of the Association shall be administered by the officers elected by the Board of Directors. 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 shall serve at the pleasure of the Board of Directors. The names and addresses of the present officers who shall serve until their successors are elected by the Board of Directors are as follows:

President	D.S. Patel
Vice-President	Sheriff Guindi
Secretary/Treasurer	Pamela Tucker

ARTICLE 8

INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonable 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 indemnification shall apply only when a majority of the Board of Directors, not including the accused director, has approved such settlement and reimbursement as being in the best interest 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 9

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 10

TERM

The term of the Association shall be perpetual

ARTICLE 11

AMENDMENTS

Except as otherwise herein provided, amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

11.1 Proposal of Amendment. A resolution for the adoption of a proposed amendment may be proposed either (a) by the Board of Directors of the Association acting upon a vote of a majority

of the directors, or (b) by members of the Association to whose lots twenty-five percent (25%) of the total votes are appurtenant, whether meeting as members or by instrument in writing signed by them.

11.2 Procedure for Adoption. Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a day no sooner than ten (10) days not later than thirty (30) days after the receipt by him of the proposed amendment or amendments, and it shall be the duty of the secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form. Such notice shall be mailed to or presented personally to each member not less than ten (10) nor more than thirty (30) 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 as it appears on the records of the Association, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. In order to become effective, the affirmative vote of a majority of the total votes appurtenant to all lots subject to Association assesement is needed.

A copy of each amendment, after it has become effective, 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 the State of Florida, and upon the registration of such amendment or amendments with the Secretary of State,

a certified copy thereof shall be recorded in the public records of Volusia County, Florida.

11.3 Written Vote of Members. At any meeting held to consider any amendment or amendments of these Articles of Incorporation, the written vote of any member of the Association 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 Secretary of the Association at or prior to such meeting.


11.4 Conflict. No amendment of these Articles shall be made that is in conflict with the Declaration as amended from time to time. No amendment to these Articles of Incorporation which shall abridge, amend or alter the rights of Peninsula Investment Enterprises Inc., or a successor developer may be adopted or become effective without the prior written consent of said developer, or such successor.

ARTICLE 12

SUBSCRIBERS

These Articles of Incorporation of Ocean Village Villas Homeowners Association, Inc. are herein subscribed by D.S. Patel, 388 S. Atlantic Avenue, Ormond Beach, Florida, as sale subscriber.

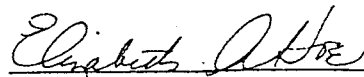
IN WITNESS WHEREOF, the subscriber has affixed his signature this 17th day of April, 1989.



D.S. Patel (Seal)

STATE OF FLORIDA
COUNTY OF FLORIDA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared D.S. Patel and to me well known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation. Witness my hand and official seal in the County and State named above this 17th day of April, 1989.



Notary Public, State of Florida
at Large

My Commission Expires: May 20, 199

The undersigned, having been named to accept service of process for the above stated Corporation, at the place designated in Article V of the Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office.
