

ARTICLES OF INCORPORATION  
CONTENTS/REFERENCE

ARTICLE 1 - Name. Vero Beach Highlands Property Owner's Association

ARTICLE II - Purposes.

- (a) own, acquire, build, operate, etc...
- (b) maintain unkempt lands, etc. . .
- (c) to fix and collect assessments, etc...
- (d) enforce any and all covenants, etc...
- (e) pay taxes and insurance, etc...
- (f) maintain grounds of the common area, etc...
- (g) maintain pool, if applicable, etc...
- (i) clean and maintain parking lot, etc...
- (j) remove waste from common area, etc. . .
- (k) maintain perimeter wall, etc...
- (l) pay the utilities costs for, etc...
- (m) pay for other miscellaneous service, etc...
- (n) maintain a reserve for future, etc...
- (o) insofar as permitted by law, etc...

ARTICLE III - Membership. Every person or entity who is a record owner of a fee or undivided fee interest is, etc.

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ARTICLE IX - Bylaws. The Bylaws of the corporation may be made, amended, altered or rescinded in, etc...

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ARTICLE XII - Additions to Properties. Additions to the properties described in Article II may be made, etc. . .

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ARTICLE XIV - Mortgages: Other Indebtedness. The Corporation shall have power to mortgage its properties only to the, etc...

ARTICLE XV - Quorum for any action governed by Article XII, XIII and XIV of these Articles. The quorum required for any action governed by Articles, etc...

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ARTICLE XIX - Disposition of Assets upon Dissolution. Upon dissolution of the Corporation, etc...

ARTICLE XX - Indemnification of Officers and Directors. Every Director and every officer of the corporation will be, etc...

Revised Schedule "A" and "B"

Copy of all POA lots including Atlantic Gulf Communities lots.

ARTICLES OF INCORPORATION  
OF  
VERO BEACH HIGHLANDS PROPERTY OWNERS' ASSOCIATION INC.

We, the undersigned, hereby make, subscribe, acknowledge, and file the following Articles for the purpose of forming a nonprofit Corporation under the laws of the State of Florida.

ARTICLE I - NAME. The name of this Corporation is VERO BEACH HIGHLANDS PROPERTY OWNER'S ASSOCIATION INC.

ARTICLE II - PURPOSES. The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:

To promote the health safety, and welfare of the property owners in those certain lots or blocks of land more particular described in the revised Schedule "A" attached to the Declaration of Covenants and Restrictions as amended (the Schedule "A" to these Articles of Incorporation hereby being deleted in it's entirety) and such additions thereto as may hereafter be provided in Article XII herein, hereinafter referred to as "The Properties", and for this purpose to:

(a) own, acquire, build, operate and maintain certain areas for the benefit of property owners, and CLUB MEMBERS as delineated in the Declaration, including but not limited to: commons, green belts, open spaces, buildings, structure and personal properties incident thereto, hereinafter collectively referred to as "the common properties and facilities" all as indicated on the revised Schedule "B" attached to the Declaration of Covenants and Restrictions, as amended (the Schedule "B" to these Articles of Incorporation being hereby deleted in it's entirety)."

(b) maintain unkempt lands or trees;

(c) to fix and collect assessments (or charges) to be levied against The Properties; and

(d) enforce any and all covenants, restrictions and agreements applicable to The properties;

(e) pay taxes and insurance, if any, on the common properties and facilities;

(f) maintain grounds of the common area including mowing, fertilizing, insecticides, etc.;

(g) maintain pool, if applicable, including cleaning, chemicals, maintenance of pumps, pool heating, including gas and maintenance of heating pumps, etc.,

(h) maintain air conditioning of recreation building, if applicable;

- (i) clean and maintain parking lot, if applicable;
- (j) remove waste from common areas;
- (k) maintain perimeter wall, if applicable;
- (l) pay the utilities costs for common areas including water, sewer and electricity;
- (m) pay for other miscellaneous services which may be required such as exterminating services, security system maintenance and fire extinguisher services;
- (n) maintain a reserve for future maintenance and repairs;
- (o) insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of The Properties.

### ARTICLE III - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by VERO BEACH HIGHLANDS PROPERTY OWNERS' ASSOCIATION INC. shall be a member of the VERO BEACH HIGHLANDS PROPERTY OWNERS' ASSOCIATION INC. from the date such member acquires title to his lot, 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.

### ARTICLE IV - TERM.

This Corporation shall have perpetual existence.

### ARTICLE V - THE SUBSCRIBERS

The names and post office addresses of each subscriber of The Articles of Incorporation are as follows:

| NAME            | POST OFFICE ADDRESS                              |
|-----------------|--------------------------------------------------|
| C.C. CRUMP      | 1111 South Bayshore Drive, Miami, Florida 33131. |
| WAYNE L. ALLEN  | 1111 South Bayshore Drive, Miami, Florida 33131. |
| HAROLD W. FENNO | 1111 South Bayshore Drive, Miami, Florida 33131. |

Amended Dec. 05, 2002

### ARTICLE VI - OFFICERS.

The officers shall be a President, a Vice-President, a Secretary and a Treasurer. The President and Vice-President must be members of the Board of Directors. The position of Treasurer and Secretary may be filled by a non director member in good standing. The officers will be chosen by majority vote of the directors. All officers shall hold office at the pleasure of the Board of Directors.

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ARTICLE VII - INITIAL OFFICERS

| NAME             | OFFICE         | ADDRESS                                         |
|------------------|----------------|-------------------------------------------------|
| C.C. CRUMP       | President      | 1111 South Bayshore Drive, Miami, Florida 33131 |
| JOHN W. SHERIDAN | Vice President | 1111 South Bayshore Drive, Miami, Florida 33131 |
| WAYNE L. ALLEN   | Secretary      | 1111 South Bayshore Drive, Miami, Florida 33131 |
| HAROLD W. FENNO  | Treasurer      | 1111 South Bayshore Drive, Miami, Florida 33131 |

ARTICLE VIII - BOARD OF DIRECTORS. Amended Dec. 05, 2002

The affairs of the corporation will be managed by a Board of a Minimum of three (3) Directors and a Maximum of nine (9) Directors. The total number of Directors will be determined by the sitting Board of Directors at the last meeting before the annual election.

. At each annual meeting a Director that is re-elected will be elected to a term of three (3) years and each Director that is elected for the first time will be elected to a term of one (1) year.

ARTICLE IX - BYLAWS.

The Bylaws of the corporation may be made, amended, altered or rescinded in the manner provided for in the Bylaws.

ARTICLE X- AMENDMENTS TO THE ARTICLES OF INCORPORATION.

These Articles may be amended altered or rescinded in accordance with law, by the members, provided that the voting and quorum requirements specified for any action under the provisions of Article IX shall apply also to any amendment of such provision, and provided further that no amendment shall be in conflict with the Declaration of Covenants and Restrictions as amended and supplemented from time to time.

ARTICLE XI - VOTING RIGHTS. VERO BEACH HIGHLANDS PROPERTY OWNERS' ASSOCIATION INC. Amended Dec. 05, 2002

Voting members shall be all those owners as defined in Article III with one vote for each lot in which they hold the interest required for membership by Article III. When more than one person holds such interest or interests in any Lot all such persons shall be members of the Vero Beach Highlands Property Owners' Association, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot.

ARTICLE XII - ADDITIONS TO PROPERTIES.

Additions to the properties described in Article II may be made only in accordance with provisions of the Declaration of Covenants and Restrictions as amended and supplemented from time to time.

ARTICLE XIII - MERGERS AND CONSOLIDATIONS.

Subject to the provisions of the recorded covenants and restrictions applicable to the properties described in Article II, and to the extent permitted by law, the Corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE XIV - MORTGAGES: OTHER INDEBTEDNESS.

The Corporation shall have power to mortgage its properties only to the extent authorized under the recorded covenants and restrictions applicable to said properties. The total debts of the Corporation including the principal amount of such mortgages outstanding at any time shall not exceed the total of two years assessments current at that time, provided that authority to exceed said maximum in any particular case may be given by an affirmative vote of two-thirds of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE XV - QUORUM FOR ANY ACTION GOVERNED BY ARTICLE XII, XIII AND XIV OF THESE ARTICLES.

The quorum required for any action governed by Articles XII, XIII, and XIV of these Articles shall be as follows:

At the first meeting duly called for such purpose, as provided in the notice of such meeting, the presence of members, or of proxies, entitled to cast sixty (60) per- cent of all of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at such meeting, another meeting may be called, subject to the thirty (30) days notice requirements set forth in said Articles, and at the subsequent meeting, the presence of members or of proxies, entitled to cast thirty (30) percent of all votes of each class membership shall constitute a quorum; provided that no such subsequent meeting shall be held more than sixty (60) days following such preceding meeting.

ARTICLE XVI - QUORUM FOR OTHER ACTIONS.

Except as provided in Article XV hereof, the presence at the meeting of members entitled to cast or of proxies entitled to cast, one-third of the combined votes of both Classes of membership shall constitute a quorum for any action governed by the Articles of Incorporation or by the Bylaws of this corporation.

ARTICLE XVII - DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY.

The Corporation shall have power to dispose of its real properties only as authorized under the recorded covenants and restrictions applicable to said properties.

ARTICLE XVIII- DISSOLUTION.

The Corporation may be dissolved only with the assent given in writing and signed by the members entitled to cast two-thirds of each class of its membership. Written notice of a proposal to dissolve, setting forth the reasons thereof and the disposition to be make of the assets (which shall be consonant with Article XIX hereof) shall be mailed to every member at least ninety (90) days in advance of any action taken.

ARTICLE XIX - DISPOSITION OF ASSETS UPON DISSOLUTION.

Upon dissolution of the Corporation, the assets, both real and personal of the Corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit Corporation, Association, Trust or other organization to be devoted to purposes as nearly practicable the same as those to which they were required to be devoted by the Corporation.

No such disposition of VERO BEACH HIGHLANDS PROPERTY OWNERS' ASSOCIATION, INC. properties shall be effective to divest or diminish any right or title to any member vested in him under the recorded covenants and deeds applicable to The Properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE XX - INDEMNIFICATION OF OFFICERS AND DIRECTORS.

Every Director and every Officer of the corporation will be indemnified by the corporation against all expenses and liabilities, including legal fees reasonably incurred by and 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 such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provide that in the event of a settlement, indemnification will apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interests of the corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Miami, Dade County, Florida for the uses and purposes aforesaid this 1st day of May 1980.

\_\_\_\_\_  
C.C. CRUMP

\_\_\_\_\_  
WAYNE L. ALLEN

\_\_\_\_\_  
HAROLD W. FENNO

BY-LAWS  
CONTENTS/REFERENCE

ARTICLE 1 - Definitions. All definitions contained in the Declaration of Covenants and Restrictions are hereby, etc...

ARTICLE II - Location. Section 1. The principal office of the Association shall be located at, etc...

ARTICLE III - Membership

Section 1. Every person or entity who is a record owner of a fee or undivided fee interest, etc...

Section 2. The rights of membership are subject to the payment of annual and special, etc...

Section 3. The membership rights of any person whose interest in The Properties is, etc...

ARTICLE IV - Voting Rights

Section I. Voting Rights of the Members in the Association shall be governed by other, etc...

ARTICLE V - Property Rights and Rights of Enjoyment of Common Property

Section 1. Each member shall be entitled to the use and enjoyment of the common properties, etc. . .

Section 2. Any member may delegate his rights of enjoyment in the Common Properties and, etc...

Section 3. Party Walls

- (a) General Rule of Law to Apply.
- (b) Sharing of Repair and Maintenance.
- (c) Destruction by Fire or Other Casualty
- (d) Weatherproofing
- (e) Right to Contribution Runs with Land
- (f) Arbitration

ARTICLE VI - Association Purposes and Powers

Section 1. The Association has been organized for the following purposes: To promote, etc. .

- (a) own, acquire, build, operate, etc...

- (b) maintain unkempt lands and trees...
- (c) fix and collect assessments, etc...
- (d) enforce any and all covenants, etc...
- (e) pay taxes and insurance, if any, etc..
- (f) maintain grounds of the common, etc...
- (g) maintain pool, if applicable, etc...
- (h) maintain air conditioning, etc...
- (i) clean and maintain parking lot, etc...
- (i) clean and maintain parking lot, etc...
- (j) remove waste from common areas;
- (k) maintain perimeter wall, if, etc...
- (l) pay the utilities costs for, etc...
- (m) pay for other miscellaneous, etc...
- (n) maintain a reserve for future, etc.
- (o) insofar as permitted by law, to, etc..

Section 2. Additions to the Properties describes in Article I may be made only in, etc

Section 3. Mergers and Consolidation. Subject to the provisions of the recorded, etc...

Section 4. Mortgages Other Indebtedness. The Corporation shall have power to mortgage, etc...

Section 5. Dedication of Properties or Transfer of Function to Public Agency or Utility. The

Corporation shall have the power to, etc...

#### ARTICLE VII - Board of Directors

Section 1. Board of Directors. The affairs of the corporation shall be managed by a Board, etc.

Section 2. Vacancies in the Board of Directors shall be by written ballot as hereinafter, etc..

#### Article VIII - Election of Directors: Nominating Committee Election Committee

Section 1. Election to the Board of Directors shall be by written ballot as hereinafter, etc...

Section 2. Nominations for election to the Board of Directors shall be made by a Nominating, etc. . .

Section 3. The Nominating Committee shall consist of a Chairman who must be a member of the, etc.

Section 4. The Nominating Committee shall make as many nominations for election to the, etc...

Section 5. All elections to the Board of Directors shall be made on a secret written ballot. etc...Directors shall be made by a Nominating, etc. . .

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Section 6. Each member shall receive as many ballots as he has votes. Notwithstanding, etc..

Section 7. Vacancies and Removal

- (a) Except as to vacancies resulting, etc.
- (b) Any Director may be removed with, etc. .
- (c) Provided, however, that until a. etc--

ARTICLE IX - Powers and Duties of the Board of Directors

Section 1. The Board of Directors shall have power

- (a) To call special meetings of the members,
- (b) By majority vote to appoint and remove,
- (c) to establish, levy and assess, and collect
- (d) to adopt and publish rules and regulations,
- (e) To exercise for the Association all,
- (f) In the event that any member of the

Section 2. It shall be the duty of the Board of Directors

- (a) to cause to be kept a complete record, etc...
- (b) to supervise all officers, agents, etc...
- (c) As more fully provided in Article,
  - i. To fix the amount of the assess,
  - ii. To prepare a roster of the, etc.
  - iii. To send written notice of each,
  - iv. To issue, or cause an appropriate

ARTICLE X - Directors' Meeting

Section 1. After "turnover" of control of the, etc.

Section 2. Notice of such annual meeting is, etc.

Section 3. Special meetings of the Board of, etc.

Section 4. The transaction of any business at any,

Section 5. The majority of the Board of Directors

ARTICLE XI - Officers

Section 1. The officers shall be a president, etc.

Section 2. The officers shall be chosen by a, etc.

Section 3. All officers shall hold office, etc..

Section 4. The President shall preside at all, etc.

Section 5. The vice-president shall perform, etc.

Section 6. The secretary shall be ex officio, etc.

Section 7. The treasurer shall receive and, etc.

Section 8. The treasurer shall keep proper, etc.

Section 9. Indemnification of Officers and, etc.

#### ARTICLE XII. Committees

Section 1. After "turnover" of control of the

Section 2. The Nomination Committee shall have,

Section 3. The Recreation Committee shall advise,

Section 4. The Architectural Control Committee,

Section 5. The Publicity Committee shall inform

Section 6. The Audit Committee -shall supervise,

Section 7. Appoint sub-committee.

Section 8. It shall be the duty of each committee to

#### ARTICLE XIII. Meeting of Members

Section 1. Notwithstanding anything to the, etc...

Section 2. Annual Meeting. After the first, etc..

Section 3. Special meetings of the members for any,

Section 4. Notice of any meeting shall be given to

Section 5. Except as otherwise herein provided,

#### ARTICLE XIV. Proxies

Section I. At all corporate meetings of members

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Section 2. All proxies shall be in writing and

ARTICLE XV. Books and Papers

Section 1. The books, records and papers of the

ARTICLE XVI. Corporate Seal

Section 1. The Association shall have a seal in

ARTICLE XVII. Amendments.

Section 1. These By-laws may be amended, at a regular or special meeting of the members, etc.

Section 2. In the case of any conflict between the Articles of Incorporation and these, etc...

ARTICLE XVIII. Miscellaneous.

Section 1. Leasing Approval. The following shall,

1.1 Notice and Information. Any Owner, etc...

(a) Declaration of Covenants and, etc...

(b) Articles of Incorporation of the, etc...

(c) By-Laws of the Vero Beach Highlands,  
etc.

(d) Rules and Regulations of the Vero, etc..

1.2 Approval. The notice and documentation,

1.3 Intention. Except as provided in Section,

1.4 Limited Disapproval. Notwithstanding the,

1.5 Exceptions. The foregoing provisions of

1.5.1 A Lease by an institutional Mortgagee

1.5.2 The acquisition of title to a Lot/Unit  
For purposes of this Section 1.5,

1.6 Effective Date. This Amendment shall be, etc...

Section 2. General Owner Responsibility. Owners are strictly responsible to ensure,  
etc...

Except as otherwise amended hereby, the Articles, etc...

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