

AS AMENDED 11/30/89
ARTICLES OF INCORPORATION
OF
QUAIL VILLAGE HOMEOWNERS ASSOCIATION, INC.
A Florida Corporation Not-For-Profit

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

ARTICLE I.
NAME

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

ARTICLE II.
TERM

This Association shall have perpetual existence.

ARTICLE III.
PURPOSE

This Association does not contemplate pecuniary gain or profit to the members hereof, and the specific purposes for which it is formed are: To provide for maintenance, preservation and architectural control of the residential Units and Common Area within that certain tract of property described in exhibits "A-1" and "A-2" attached hereto and by this reference made a part hereof. Common Areas include, but are not limited to, the entrance boulevard, open space, retention areas, streets, drainage systems, recreational facilities and common facilities located in and along the Property. And to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association; and for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Quail Village (hereinafter called the "Declaration"), applicable to the Property and recorded in the office of the Clerk of the Circuit Court, Brevard County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct

of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

- (c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real and personal property in connection with the affairs of the Association.
- (d) Borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- (e) Dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes; provided that no such dedication sale or transfer shall be effective unless an instrument signed by two-thirds of the members, agreeing to such dedication, sale or transfer has been recorded.
- (f) Participate in mergers and consolidations with other non-profit corporations organized for the same purpose or annex additional residential property and Common Area.
- (g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE IV. MEMBERSHIP AND VOTING RIGHTS

Every Owner of a dwelling Unit which is subject to assessment shall be a member of the Association. Membership shall be appurtenant to, and may not be separated from, ownership of any dwelling Unit which is subject to assessment.

ARTICLE V. DIRECTORS

- A. The affairs and property of the Association shall be administered by a Board consisting of not less than three (3) nor more than nine (9) Directors. The exact number to be fixed in accordance with the By-Laws.
- B. All of the duties and powers of the Association existing under these Articles, the Declaration, and the By-Laws of the Association shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required by these Articles, the Declaration or the By-Laws.
- C. The Directors of the Association shall be elected at the annual meeting of the members in the manner specified in the By-Laws. Directors may be removed and

vacancies on the Board of Directors shall be filled in the manner provided in the By-Laws.

ARTICLE VI OFFICERS

The affairs of the Association shall be managed by the Officers designated in the By-Laws. No member, except as an Officer of the Association, shall have any authority to act for the Association. 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.

ARTICLE VII INDEMNIFICATION

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee Officer or agent of the Association; against expenses (including reasonable attorneys fees and reasonable appellate attorneys fees), judgments, fines and amounts paid in settlement as long as actually and reasonably incurred by him in connection with such action, suit or proceeding; If he acted in good faith and in a manner he reasonably believed to be in (or not opposed to) the best interest of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association. Unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in (or not opposed to) the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

ARTICLE VIII BY-LAWS

The By-Laws of the Association may be altered, amended or rescinded in the manner provided in the By-Laws.

ARTICLE IX AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the affirmative vote of a majority of a quorum; present in person or by proxy, at a meeting of the membership lawfully called for that purpose.

A resolution setting forth the proposed amendment, or a summary of the changes to the effected thereby, shall be sent to each owner entitled to vote not less than ten (10) nor more than sixty (60) days before the date of the meeting.

The amended Articles shall be delivered to the Department of State and shall be recorded in the Official Records of Brevard County, Florida

ARTICLE X DISSOLUTION

The Association may be dissolved by the assent in writing signed by at least two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

(Re-typed for electronic purposes on August 29, 2006 by Joan Madden, Secretary, Quail Village Homeowners Association, Inc.)