

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of OAK RIDGE OF STUART HOMEOWNERS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on February 2, 1990, as shown by the records of this office.

The document number of this corporation is N36441.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
5th day of February, 1990.



Jim Smith
Jim Smith
Secretary of State

ARTICLES OF INCORPORATION

OF

OAK RIDGE OF STUART HOMEOWNERS ASSOCIATION, INC.

FILED
MAR 13 1983
MARTIN COUNTY, FLORIDA
SECRETARY OF STATE

The undersigned subscriber, for purposes of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be OAK RIDGE OF STUART HOMEOWNERS ASSOCIATION, INC. (the "Association").

ARTICLE II

Duration

The Association shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

Purposes

The Association does not contemplate pecuniary gain or profit to the members thereof, and the principal objectives and purposes for which the Association is formed are to provide for a properly authorized and financially responsible entity which is acceptable to the proper state and local governmental divisions and/or subdivisions thereof to acquire, reacquire, own, maintain, preserve, control and safeguard the streets and private roadways, lakes and Water Management System, conservation, wetland and preserve areas, public rights-of-way, medians, canals, irrigation systems, landscaping, street lights, signs, entry features, sprinklers, walks, Recreation Areas and facilities, and other common area facilities and improvements, pipes and pumps common to the residential community known as "Oak Ridge" ("Oak Ridge") in the City of Stuart, Martin County, Florida, as more fully described in the Declaration of Covenants, Conditions and Restrictions for Oak Ridge Homeowners Association ("Declaration") as recorded in the Public Records of Martin County, Florida and as same may be amended from time to time, and such additional portions of Oak Ridge as may be brought within the jurisdiction of the Association; to maintain the Community Standard as more particularly defined in the Declaration; and to maintain, preserve, control and safeguard those certain Areas of Common Responsibility, if any, which by the terms of the Declaration may become the responsibility of the Association and to perform such other duties and obligations as set forth in the Declaration.

A. To establish a not for profit organization for the purpose of acquiring, constructing, renovating, managing, maintaining and caring for various facilities, including without limitation common areas of the Oak Ridge community, Recreation Areas, Water Management System, Conservation Areas (all as defined in the Declaration) and other facilities necessary or desirable in furtherance of the purpose of the Association all primarily for the benefit of the members.

B. To further promote the congenial atmosphere among the members of the Association furthering their common interests and objectives and the maintenance of the Community Standard.

C. To assess and collect from members base assessments, special assessments and other assessments as provided for in the Declaration.

D. To do everything necessary, proper or convenient for the accomplishment of the purposes set forth herein and in the Declaration, and to do every other act which is not forbidden under the laws of the United States of America, the State of Florida (specifically Chapter 617) or by the provisions of these Articles of Incorporation.

E. The Association intends that it qualify for exemption from federal income taxes under the Internal Revenue Code, as amended, and these Articles of Incorporation shall be construed consistently with the requirements thereof.

ARTICLE IV

MEMBERSHIP

A person or entity shall become a Member of the Association upon acquisition of fee simple title to any Unit in "Oak Ridge" by filing a deed in the office of the Clerk of the Circuit Court in and for Martin County, Florida, evidencing such ownership. BMC DEVELOPMENT AT CYPRESS HEAD, INC., a Florida corporation, as Declarant under the Declaration, shall also be a Member of the Association. Membership shall continue until such time as the Member transfers or conveys his interest of record or the interest is transferred and conveyed by operation of law. If title to a Unit is held by more than one person, each person shall be a Member of the Association, but no Unit shall be entitled to more than one (1) vote. Membership shall be appurtenant to and may not be separated from ownership of any Unit. No person or entity holding an interest of any type or nature whatsoever in a Unit only as the security for performance of an obligation shall be a Member of the Association. The Declarant shall be a Member of the Association so long as the Declarant owns any portion of the real property encumbered by the Declaration ("Property") or any Unit. Declarant, by including additional real property within the imposition of the Declaration, may cause additional membership in the Association and may designate the ownership basis for such additional membership.

ARTICLE V

VOTING RIGHTS

A. Member Votes. Each Member shall be entitled to one (1) equal vote for each Unit or each Unit and contiguous lots containing one (1) single-family home owned by such Member, as to matters on which the Membership are entitled to vote, which vote may be exercised or cast by the Member in such manner as may be provided in the Bylaws. There shall be only one (1) vote per Unit. Should any Member own more than one (1) Unit, such Member shall be entitled to exercise or cast one (1) vote for each such Unit unless such Units are contiguous lots on which there exists one (1) single-family residential dwelling. When more than one (1) person holds the ownership interest required above for membership, all such persons shall be Members and the vote of such Unit shall be exercised as they, among themselves, determine; provided, however, that in no event shall more than one (1) vote be cast with respect to each Unit. With respect to each Unit owned by other than a natural person or persons, the Member shall file with the Secretary of the Association a notice, designating the name of an individual who shall be authorized to cast the

vote of such Member. In the absence of such designation, the Owner shall not be entitled to vote on any matters coming before the membership.

Any Owner of Units which are leased may, in the lease or other written instrument, assign the voting rights pertinent to that Unit to the lessee provided that a copy of such instrument is furnished to the Secretary of the Association prior to any meeting. Such an assignment shall entitle the lessee to exercise the vote for the Unit only in situations where an Owner is entitled to personally exercise the vote for his or her Unit.

B. Declarant Control Period. Until and subject to the turnover of its ownership and control to the Association, the Declarant and any successor of Declarant who takes title for the purpose of development and sale, and who is designated as such in a recorded instrument executed by Declarant shall have the right to retain control of the Association until all Units owned by Declarant have been sold to third party users of the Units and closed, or until such earlier time, as is determined by Declarant in its sole and absolute discretion (the "Declarant Control Period"). So long as Declarant retains control of the Association, Declarant shall have the right to appoint all members of the Board of Directors and to approve the officers of the Association. So long as Declarant retains control of the Association or until such later date as all Units have been sold to third party users by Declarant, Declarant shall have the right to appoint all members of the New Construction Committee and the Modification Committee. Prior to the conveyance of the last Unit to an ultimate third party user, no action of the Membership of the Association shall be effective unless and until approved by Declarant. In the event Declarant elects to turnover its ownership and control of the Association prior to the conveyance of the last unit owned by Declarant to a third party user of the Unit, then the Declarant shall have a continuing right to "veto" and prohibit any policy or administrative decision of the Association which will adversely impact sales, marketing, development, construction or the condition or appearance of "Oak Ridge". Such veto power of Declarant shall continue until all Units owned by Declarant have been conveyed to an ultimate third party user.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Association shall be administered by the Board of Directors consisting of not less than two (2) nor more than five (5) persons who are Members of the Association, appointees of Declarant prior to its turnover of the Association. The first Board of Directors shall consist of two (2) Members appointed by the Declarant.

The directors named in these Articles shall serve until the first election of directors and any vacancies in their numbers occurring before the first election shall be filled by Declarant. Any vacancies occurring subsequent to turnover of the Association by Declarant shall be filled by the then remaining members of the Board of Directors.

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

<u>NAME</u>	<u>ADDRESS</u>
GENARO R. GARCIA	29 Southwest 36th Court Miami, Florida 33135

ALBERT VALI

29 Southwest 36th Court
Miami, Florida 33135

SAMUEL AMERSON

29 Southwest 36th Court
Miami, Florida 33135

ARTICLE VII

DISSOLUTION

In the event of the 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 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 such similar purposes.

ARTICLE VIII

AMENDMENTS

Amendment to these Articles shall require the consent of a majority (51%) of the Voting Representatives.

Notwithstanding the foregoing, these Articles of Incorporation may not be amended in any manner that shall conflict with the terms of the Declaration or adversely affect the rights of Declarant, without Declarant's prior written approval; and provided further that no amendment, alteration or rescission may be made which affects the rights or privileges of any Institutional Mortgagee, without the express prior written consent of the Institutional Mortgagee so affected. Any attempt to amend these Articles of Incorporation contrary to these prohibitions shall be of no force or effect.

ARTICLES IX

SUBSCRIBER

The name and street address of the Subscriber to these Articles of Incorporation is:

Lynda J. Harris
515 N. Flagler Drive
Suite 1800
West Palm Beach, Florida 33401

ARTICLE X

OFFICERS

The officers of the Association shall be President such number of Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The names and addresses of the persons who shall serve as officers of the Association until their successors are designated by the Board of Directors are as follows:

President & Treasurer:	GENARO R. GARCIA	29 Southwest 36th Court Miami, Florida 33135
Vice President & Secretary:	ALBERT VALI	29 Southwest 36th Court Miami, Florida 33135

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify any Director or officer of the Association who is made 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 or officer of the Association or is or was serving at the request of the Association as a Director, officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise:

A. Against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit or proceeding (other than one by or in the right of the Association) if he acted in good faith, and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; and

B. Against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

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, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

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 malfeasance or intentional misconduct 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

Any indemnification under this Article XI (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article XI. Such determination shall be made (1) by the Board of Directors by a vote of fifty-one percent (51%) of the Directors who were not parties to such action, suit or proceeding.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the Director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

Notwithstanding the foregoing provisions, indemnification provided under this Article XI shall not include indemnification for any action of a Director, officer or employee of the Association

for which indemnification is deemed to be against public policy. In the event that indemnification provided under this resolution is deemed to be against public policy, such an event shall not invalidate or affect any other right of indemnification herein provided.

The Association shall have the power, but shall not be obligated to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any Director, officer or employee of the Association in any of his capacities as described in this Article, whether or not the Association would have the power to indemnify him or her under this Article.

Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgment, fines or amounts paid in settlement are paid pursuant to insurance maintained by the Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE XII

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its officers or directors are officers or directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the officer or Director is present at or participates in meetings of the Board or committee thereof which authorized the contract or transaction, or solely because said officers or Directors votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that said Director or officer may be interested in any such contract or transaction.

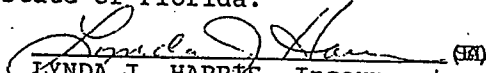
Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XIII

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this Corporation is 515 N. Flagler Drive, Suite 1800, West Palm Beach, Florida, and the name of the initial registered agent of this Corporation is Lynda J. Harris, 515 N. Flagler Drive, Suite 1800, West Palm Beach, Florida.

IN WITNESS WHEREOF, WE, the undersigned subscribing Incorporators, have hereunto set our hands and seals, this 25th day of January, 1990, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.


LYNDA J. HARRIS, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared LYNDA J. HARRIS, to me well known and known to me to be the

