

ARTICLES OF INCORPORATION
OF
GREENBRIAR TWO CONDOMINIUM ASSOCIATION INC.

(A Corporation not for Profit)

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not for profit, and hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME, REGISTERED OFFICE AND PRINCIPAL
PLACE OF BUSINESS OF THE CORPORATION

The name of this corporation, hereinafter called the "Association", shall be GREENBRIAR TWO CONDOMINIUM ASSOCIATION, INC. Its registered office and principal place of business shall be at Star Route 6, Box 9000, Hernando, Florida. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

ARTICLE II - PURPOSE AND POWERS

Section 1. The purpose for which this Association is organized is to act as a governing "Association" within the meaning of the Condominium Act (Chapter 718, Florida Statutes) for Greenbriar Two, a Condominium, located in Citrus County, Florida (including any subsequent phases submitted as part of the condominium).

Section 2. The Association shall have all of the rights, powers, duties and functions of a governing association as set forth in the Condominium Act now or hereafter in effect, and all powers and duties reasonably necessary to administer, govern, and maintain the condominium pursuant to the declaration of condominium as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members of the Association for the purpose of defraying the charges and expenses of the condominium and of all other properties the Association shall hold, by whatever means, and operation of the

Association. Assessments paid by unit owners shall be held in trust by the Association and used solely to pay: (1) the cost of operation, maintenance, preservation, enhancement or repair of the condominium property and other costs related thereto, and (2) the cost of administration of the affairs of the Association, including payment of applicable taxes and the preservation of the Association's existence, to the extent properly allocable to the performance of the Association's duties under the declaration of condominium (all thereof, in the event that the Association undertakes no other activities). To the extent not expended in the year in which paid, assessments shall continue to be held in trust by the Association for the benefit of the unit owners to be expended solely for the aforesaid purposes or, upon any termination of the condominium, the unexpended portion shall be added to the common surplus for disbursement to the unit owners.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace and operate all condominium property.

(d) To purchase insurance upon condominium property and all properties the Association shall hold and insurance for the protection of the Association and its members.

(e) To improve the condominium property further and, after casualty, to reconstruct improvements.

(f) To approve or disapprove the transfer, by sale, rental, gift, devise, bequest, succession, or otherwise, and the ownership and encumbrance of condominium units as may be provided by the declaration of condominium and by the Bylaws of the Association.

(g) To enforce by legal means the provisions of the Condominium Act, the declaration of condominium, these Articles,

the Bylaws of the Association and the regulations for the use of the property of each condominium.

(h) To contract for the maintenance, repair, replacement and operation of any and all of the condominium properties.

(i) To purchase, lease, receive by gift, or otherwise acquire possessory or use interests in real and personal property, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association.

(j) To encumber, lease or grant other possessory or use interests in any and all property which the Association may acquire or control, including but not limited to any recreational facilities.

(k) To enter into contracts or agreements for the maintenance of accounting and bookkeeping records and for the use of data processing facilities or services, so as to carry out the Association's responsibilities and to comply with the requirements of the law of the State of Florida with regard to maintenance of records.

(l) To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and functions of the Association.

(m) To employ all personnel reasonably necessary to perform the services required for proper exercise of the rights, powers, duties and functions of the Association.

(n) To exercise any and all common law and statutory powers, although not specifically recited above, of a corporation not for profit, and of an association within the meaning of the Condominium Act, reasonably necessary or convenient to carry out

and perform the purpose for which the Association is organized and its enumerated powers.

(o) To enact rules and regulations concerning the use and enjoyment of the units, the common elements and of the property owned by the Association.

Section 3. Any officer or director individually or any firm or corporation of which any officer or director shall be a member, stockholder, officer, director, employee, or agent, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Association, provided that the fact that he or such firm or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, prior to the making thereof. No contract or other transaction between this Association and any other such person, firm, or corporation, and no act of this Association shall in any way be affected or invalidated thereby. Any director of this Association who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Association, which shall authorize any such contract or transaction with like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE III - QUALIFICATION OF MEMBERS
AND THE MANNER OF THEIR ADMISSION

Section 1. The subscribers constitute the sole members of this Association until the recording of a declaration of condominium naming this Association as the association

thereunder. Upon the recording of such a declaration, Greenbriar of Citrus Hills, Inc., shall own all memberships in the Association. At such time as the purchase price is paid and the deed to a unit is issued, the owner thereof shall become a member.

Section 2. Ownership of a condominium unit shall be a prerequisite to exercising any rights as a member. A condominium unit may be owned by more than one person or by a corporation, association, partnership, or trust.

Section 3. Membership shall not be transferable, except as provided herein or in the declaration of condominium. The membership of any unit owner shall terminate upon the termination of the condominium, or upon transfer of his ownership in the unit, provided the transfer is accomplished in accordance with all provisions of the declaration of condominium. The transferor's membership shall automatically transfer and be vested in the new owner succeeding to the ownership interest in the unit, subject to a lien thereon for all undischarged assessments, charges, and expenses. The Association may rely on a recorded deed as evidence of transfer of a unit and thereupon terminate the transferor's membership and recognize the membership of the transferee.

Section 4. If subsequent phases of the condominium are added, the owners of the units in each new phase shall become members of the Association.

ARTICLE IV - TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE V - NAMES AND RESIDENCES OF THE INCORPORATOR

The names and addresses of the incorporate as follows:

<u>Name</u>	<u>Residence Address</u>
David G. Mulock	155 Baltic Circle Tampa, Florida

ARTICLE VI - OFFICERS

Section 1. The officers of the Association shall consist of a president, one or more vice presidents, a secretary, a treasurer, and any assistants to such officers as the Board of Directors may deem appropriate from time to time.

Section 2. Officers of the Association shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of a majority of the members of the Board either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The affairs and business of this Association shall be managed and conducted by a Board of Directors consisting of not less than three (3) nor more than nine (9) persons.

Section 2. The names and addresses of the initial Board of Directors and their terms of office are as follows:

<u>Name</u>	<u>Address</u>	<u>Term</u>
		one year
		one year
		one year

Section 3. At the expiration of the term of each initial director, his successor shall be elected by the members of the Association to serve for a term of one year. A director shall hold office until his successor has been elected and qualified.

Section 4. Directors may be removed with or without cause, by a majority vote of the membership at any annual meeting or any special meeting duly called therefor.

Section 5. In the event of a vacancy on the Board by reason of death, resignation, or otherwise, a majority of the Board is authorized to fill the vacancy until the next annual meeting. If, after a written request of any member of the Association that the vacancy be filled, the Board fails or refuses to fill the vacancy for a period of ninety (90) days from the receipt of such notice, then the vacancy shall be filled by the members of the Association at a duly called meeting.

Section 6. Annual meetings of the Board shall be held immediately following the annual meeting of the members and at the same place. Special meetings of the Board may be called by the president, secretary, or a majority of the Board upon notice by telegram or by United States mail to each director sent at least three (3) days prior to the date of the meeting. A majority of the directors, by waiving notice of a special meeting or consenting to or taking any action, may cause such action to be taken without a formal meeting.

ARTICLE VIII - BYLAWS

The Bylaws of the Association are to be made or approved by the Board of Directors initially and thereafter may be amended, altered, modified, or rescinded by the action or approval of the members of the Association, except that any such change of the Bylaws shall not affect the rights or interests of the developer, or its successors or assigns, or the mortgagee of any condominium property or unit without the written consent of the developer or mortgagee, respectively. The manner of altering, modifying, amending or rescinding the Bylaws shall be provided for in the Bylaws.

ARTICLE IX - AMENDMENTS TO THESE ARTICLES

Section 1. Amendments to these Articles of Incorporation shall be proposed by a resolution adopted by a two-thirds (2/3) vote of the Board of Directors. The resolution shall then be presented to the membership of the Association. A two-thirds (2/3) vote of the membership cast at a duly called meeting shall be necessary to amend the Articles of Incorporation.

Section 2. No amendment shall make any change in the qualifications for membership without approval in writing of all members and the consent of all record holders of mortgages upon any condominium property or upon property held by the Association. No amendment shall be made that is in conflict with the Condominium Act or the declaration of condominium.

ARTICLE X - VOTING

Section 1. Each member shall be entitled to one vote. Any unit owned by more than one person or by a corporation, partnership, or trust shall be entitled to only one vote, to be

cast by a designee of the holder or holders. If the designation is not filed with the Secretary prior to the commencement of the meeting in which the vote may be exercised, the unit shall not be voted. The designation may be drawn to apply to a specific meeting or to any and all meetings until revoked by the owners of the unit.

Section 2. Votes may be cast either in person, by proxy or by a voting trustee or trustees, each of whom may, but need not, be an officer or director of the Association, or affiliated with the developer or its successors or assigns. If a proxy or voting trust agreement is applicable to more than one meeting, refiling shall not be required prior to each meeting.

ARTICLE XI - ADDITIONAL PROVISIONS

Section 1. No officer, director or member shall be personally liable for any debt or other obligation of the Association, except as provided in the declaration of condominium.

Section 2. The Association shall not be operated for profit. No dividend shall be paid, and no part of the income of the Association shall be distributed to its members, directors, or officers.

Section 3. Where the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

ARTICLE XII - SEVERABILITY

Should any paragraph, sentence, phrase, or portion thereof, of any provision of these Articles or of the Bylaws or rules and regulations be held invalid, it shall not affect the validity of

ARTICLE XIII - APPOINTMENT OF REGISTERED AGENT
FOR SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes,
is appointed registered agent for service of process upon
Greenbriar Two Condominium Association, Inc., at the registered
office of the corporation.

IN WITNESS WHEREOF, the subscribing incorporator has
hereunto set his hand and seal and caused these Articles of
Incorporation to be executed this _____ day of _____, 19 .

David G. Mulock (SEAL)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were
acknowledged before me this _____ day of _____, 198 , by
David G. Mulock.

Notary Public
My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as registered
agent for service of process within the State of Florida upon
Greenbriar Two Condominium Association Inc., at the place
designated in Article XIII of the foregoing Articles of
Incorporation, does hereby accept the appointment as such
registered agent for Greenbriar Two Condominium Association,
Inc.

Registered Agent