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ARTICLES OF INCORPORATION

OF

ASSOCIATION OF THE GROVES HOMEOWNERS, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is ASSOCIATION OF THE GROVES HOMEOWNERS, INC. (hereinafter called the "Association").

ARTICLE II

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at Post Office Box 290008, Port Orange, Florida 32129.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 4236 Jackson Street, Port Orange, Florida 32129 and the name of the initial registered agent at that address is Dipak Jobalia.

ARTICLE IV

DEFINITIONS

Unless otherwise provided herein to the contrary, all terms and words utilized herein shall be as defined in that certain Declaration of Covenants, Conditions and Restrictions recorded in the Public Records of Volusia County, Florida, as it may from time to time be amended as provided therein (hereinafter called the "Declaration"), said Declaration being incorporated herein as if set forth at length.

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ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots and Dwelling Units and Common Area within that certain tract of property described on Exhibit "A" attached hereto, 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 the Declaration;

(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 or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the approval of a two-thirds (2/3) vote of the members mortgage, pledge, deed in 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 and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless approved by a two-thirds (2/3) vote of the members;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the approval of a two-thirds (2/3) vote of the members, unless provided otherwise in the Declaration;

(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

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by law may now or hereafter have or exercise.

## ARTICLE VI

### 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 the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

## ARTICLE VII

### MEETING OF MEMBERS: QUORUM REQUIREMENTS

The presence at any meeting of members entitled to cast, or of proxies entitled to cast, sixty percent (60%) of the vote shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, the Declaration, or the Bylaws.

## ARTICLE VIII

### VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners with the exception of the Declarant and shall be entitled to one (1) vote for each Lot owned. When more than one person owns an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B Members shall be the Declarant and the Builder, and shall be entitled to twelve (12) votes for each Lot platted and owned by them. The Class B Membership shall cease and become converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership; or

(b) on December 31, 1994; or

(c) when Declarant requests that Class B membership be converted to Class A membership.

From and after the happening of these events, whichever occurs earlier, the Class B Members shall be deemed to be Class A Members entitled to one (1) vote for each Lot in which they hold the interest required for membership under Article of the Declaration.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of this Association shall be managed and administered initially by Board of three (3) Directors who shall serve until the first annual meeting or until their successors are duly elected and qualified. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Dipak D. Jobalia	P.O. Box 290008 Port Orange, Florida 32129
Aruna D. Jobalia	P.O. Box 29008 Port Orange, Florida 32129
Anil A. Dhulia	P.O. Box 290008 Port Orange, Florida 32129

At each annual meeting thereafter the members shall elect three (3) Directors a term of one (1) year.

ARTICLE X

INITIAL OFFICERS

The affairs of the Association shall be managed by a President, Vice President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The names and addresses of those persons who shall act as officers of the corporation until

election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Dipak D. Jobalia President	P.O. Box 290008 Port Orange, Florida 32129
Anil A. Dhulia Vice President	P.O. Box 290008 Port Orange, Florida 32129
Aruna D. Jobalia Secretary/Treasurer	P.O. Box 290008 Port Orange, Florida 32129

The above-named officers shall serve until the first annual meeting of the Board of Directors of the Association. The officers shall be elected by the Directors at the first meeting of the Board of Directors and shall hold office for a one (1) year period from the date of their election.

ARTICLE XI

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by members representing not less than two-thirds (2/3) of the votes of the members. Upon dissolution, 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval upon dissolution pursuant to Section 617.05, Florida Statutes.

ARTICLE XII

DURATION

The corporation shall exist perpetually.

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%)

of the votes of the entire membership. Amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a Special Meeting of the Membership duly called for that purpose, or at an annual meeting of the Membership.

#### ARTICLE XIV

##### BYLAWS

The Bylaws of this corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of a quorum of all members voting in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B Membership.

#### ARTICLE XV

##### FHA/VA APPROVAL

As long as there is a Class B Membership, the following actions will require prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

#### ARTICLE XVI

##### 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 attorneys' fees and 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 proceedings 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 XVII

INCORPORATOR

The name and residence of the subscriber to these Articles of Incorporation is:

Dipak D. Jobalia  
P.O. Box 290008  
Port Orange, Florida 32129

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I the undersigned, being the incorporator of this Association, have executed these Articles of Incorporation this 12th day of April, 1990.

Dipak D. Jobalia  
DIPAK D. JOBALIA

STATE OF FLORIDA )  
COUNTY OF VOLUSIA )

The foregoing instrument was acknowledged before me this 12th day of April, 1990 by DIPAK D. JOBALIA.

Simon P. Schodet  
Notary Public

(NOTARIAL SEAL)

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA

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ACCEPTANCE OF THE REGISTERED AGENT

I, DIPAK D. JOBALIA, hereby consent to be the Registered Agent for ASSOCIATION OF THE GROVES HOMEOWNERS, INC. as provided in Article I above.

Dipak D. Jobalia  
DIPAK D. JOBALIA



**EXHIBIT F**