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ARTICLES OF INCORPORATION
OF
BRANDYWINE VILLAGE CONDOMINIUM ASSOCIATION, INC.

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ARTICLES OF INCORPORATION

OF

BRANDYWINE VILLAGE CONDOMINIUM ASSOCIATION, INC.
VILLAGE, IN VOLUNTA, FLORIDA

FILED

AUG 2 2 49 PM '82

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit, pursuant to Chapter 617 of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be BRANDYWINE VILLAGE CONDOMINIUM ASSOCIATION, INC., a corporation not for profit, hereinafter referred to as "ASSOCIATION" or "CORPORATION".

ARTICLE II

PURPOSES AND OBJECTS

The purposes and objects of the Corporation shall be to administer the operation and management of a condominium which condominium is to be established by BRANDYWINE VILLAGE ASSOCIATES, a Florida joint venture, hereinafter referred to as "DEVELOPER", which condominium complex is to be established in accordance with the laws of the State of Florida upon real property in Volusia County, Florida, as described in the Declaration of Condominium and to undertake the performance of the acts and duties incident to the administration of the operation and management of said condominium, in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation, and which may be contained in the Declaration of Condominium, which will be recorded in the Public Records of Volusia County, Florida, at the time said property and the improvements now or hereafter situated thereon are submitted to a plan of condominium ownership, and to own, operate and lease land and facilities of every nature.

The Association shall make no distribution of income to its members, directors or officers, except as permitted by these Articles and the By-Laws.

ARTICLE III

POWERS

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not for profit, not in conflict with the terms of these Articles.

B. The Association shall have all of the powers and duties set forth in these Articles and the Declaration of Condominium, except as limited by The Condominium Act, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including, but not limited to, the following:

1. To make and collect assessments against members, as owners, to defray the costs, expenses and losses of the condominium

and to use the proceeds of assessments in the exercise of its powers and duties.

2. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members, as unit owners.

3. To maintain, repair, replace, operate and manage the condominium and the property comprising the same, including the right to reconstruct improvements after casualty, and to make further improvements of the condominium property.

4. To contract for the management of the condominium, and to delegate to such manager all of the powers and duties of the Association, except those which may be required by the Declaration of Condominium to have approval of the Board of Directors or membership of the Association. To employ personnel to perform the services required for proper operation of the condominium.

5. To enforce the provisions of the Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Association which may hereafter be adopted, and the rules and regulations governing the use of the condominium as the same may hereafter be established and to make and amend reasonable regulations respecting the use of the property in the condominium.

6. To now or hereafter acquire and enter into leases and agreements of every nature, whereby the Corporation acquires leaseholds, memberships and other possessory use interests in land or facilities, including recreational and communal facilities, whether or not contiguous to lands of the condominium, to provide enjoyment, recreation or other use and benefit to the owners of the units, all as may be deemed by the Board of Directors to be in the best interests of the Corporation.

7. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Declaration of Condominium.

ARTICLE IV

QUALIFICATIONS OF MEMBERS AND MANNER OF ADMISSION

The members of the corporation shall consist of the undersigned subscribers and such other persons as may from time to time be admitted to membership by the Board of Directors of the corporation in accordance with the provisions of the By-Laws of the corporation.

ARTICLE V

TERM OF EXISTENCE

The term for which this corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statute 617, as amended.

ARTICLE VI

PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 345 North Woodland Boulevard, Suite 355, DeLand, Florida. However, the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE VII

NAMES AND RESIDENCES OF SUBSCRIBERS

The names and residences of the subscribers to these Articles are as follows:

Name	Residence
WAYNE G. SANBORN	1114 Yorktown Place DeLand, Florida
J. RICHARD DREGGORS	2704 Concord Road DeLand, Florida
CHARLES K. BROWN, JR.	24 Forest Creek Run DeLeon Springs, Florida

ARTICLE VIII

OFFICERS AND DIRECTORS

The affairs of this corporation shall be managed by a governing board called the Board of Directors who shall be elected at the regular meeting of the corporation. Vacancies of the Board of Directors may be filled until the next annual meeting, in such manner as provided by the By-Laws. The corporation shall have a Board of Directors of three (3) persons initially. The number of directors may be increased or diminished from time to time by By-Laws adopted but shall never be less than three (3). The officers shall be: A President, Vice-President, Secretary and Treasurer. They shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided in the By-Laws of the corporation.

ARTICLE IX

NAMES OFFICERS

The names of the officers who are to serve until the first appointment or election next following the filing of these Articles of Incorporation, pursuant to Florida Statutes Chapter 617, as amended, are as follows:

Name	Office
WAYNE G. SANBORN	President
J. RICHARD DREGGORS	Vice-President
CHARLES K. BROWN, JR.	Secretary/Treasurer

ARTICLE X

NAMES AND ADDRESSES OF DIRECTORS

The first Board of Directors who shall serve until all of the condominium units have been sold or until such times as they shall resign, whichever shall first occur, at which time a meeting shall be called for the purpose of electing a successor, pursuant to Florida Statutes, Chapter 617, as amended are:

Name	Residence
WAYNE G. SANBORN	1114 Yorktown Place DeLand, Florida

J. RICHARD DREGGORS

2704 Concord Place
DeLand, Florida

CHARLES K. BROWN, JR.

24 Forest Creek Run
DeLeon Springs, Florida

ARTICLE XI

RESIDENCE AGENT

Pursuant to the requirements of Florida Statute 617.023, BRANDYWINE ENTERPRISES, INC., 345 North Woodland Boulevard, Suite 355, DeLand, Florida, is designated as resident agent or registered agent.

ARTICLE XII

INDEMNIFICATION

Every member of the Board of Directors, and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be party, or in which he may become involved by reason of his being or having been a member of the Board of Directors or officer at the time such expenses are incurred, except in such cases wherein the member of the Board of Directors or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the member of the Board of Directors or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement or reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such member of the Board of Directors or officer may be entitled.

ARTICLE XIII

AMENDMENTS TO ARTICLES OF INCORPORATION

A. Any amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the members of the Board of Directors, or by the members of the Corporation owning a majority of the units in the condominium, whether meeting as members or by instrument in writing signed by them.

B. Upon any amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendments shall be transmitted to the President of the Corporation or other officer of the Corporation in the absence of the President, who shall thereupon call a special meeting of the members of the Corporation for a date not sooner than fourteen (14) days nor later than sixty (60) days from the receipt by him of the proposed amendments.

C. It shall be the duty of the Secretary of the Corporation to give to each member written or printed notice of such meeting, stating the time and place of the meeting, and reciting the proposed amendments in reasonably detailed form. Such notice shall be mailed or presented personally to each member not less than fourteen (14) days nor more than sixty (60) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail, addressed to the member at his post office address as it appears on the records of the Corporation, the postage thereon prepaid.

D. Any member may, by written waiver of notice signed by such member, waive such notice. Such waiver, when filed in the records of the Corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member.

E. At such meeting, the amendments proposed must be approved by an affirmative vote of the members owning not less than seventy-five percent of the units in the condominium in order for such amendment to become effective. Thereupon, such amendments to these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida. Upon registration of such amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Volusia County, Florida, within ten (10) days from the date on which the same are so registered.

F. At any meeting held to consider such amendments of these Articles, the written vote of any member of the Corporation shall be recognized if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to such meeting.

ARTICLE XIV

BY-LAWS

The By-Laws of this Corporation may be made, altered or rescinded from time to time in whole or in part as set forth in the By-Laws.

ARTICLE XV

MISCELLANEOUS

A. Each member shall be restricted to one (1) vote, except in all elections for Directors, each member shall have the right to vote, in person or by proxy, for as many persons as there are Directors to be elected, or to distribute them on the same principle among as many candidates as he shall see fit.

B. A membership may be owned by more than one (1) owner, provided that membership shall be held in the same manner as title to the unit. In the event ownership is in more than one (1) person, all of the owners of such membership shall be entitled collectively to only one (1) vote or ballot in the management of the affairs of the corporation in accordance with the Declaration of Condominium, and the vote may not be divided between plural owners of a single membership, except it may be divided if title is held by a tenancy by the entirety with each spouse having one-half vote if so desired.

C. The members of the corporation shall be subject to assessment for the costs and expenses of the corporation in operating the multi-unit buildings, in accordance with the Declaration of Condominium, these Articles of Incorporation, and the By-Laws of the corporation. The By-Laws of the corporation may not change or alter this Article XV C.

D. The members of this corporation shall be subject to all of the terms, conditions, restrictions and covenants contained in the Declaration of Condominium, these Articles of Incorporation, and the By-Laws of the corporation.

IN WITNESS WHEREOF, the subscribing incorporators have hereunto

set their hands and seals and caused these Articles of Incorporation to be executed this 30th day of July, 1982.

Wayne G. Sanborn
Wayne G. Sanborn

J. Richard Dreggors
J. Richard Dreggors

Charles K. Brown, Jr.
Charles K. Brown, Jr.

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County named above to take acknowledgments, personally appeared WAYNE G. SANBORN, J. RICHARD DREGGORS and CHARLES K. BROWN, JR., to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of July, 1982.

(SEAL)

Maria M. Licari
Notary Public, State of Florida

My commission expires: 12/16/83

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED CORPORATION, having been named to accept service of process for the above stated corporation, at the place designated in Article XI herein, hereby accepts to act in this capacity and agrees to comply with the provisions of Florida Statutes relative to keeping open said office.

BRANDYWINE ENTERPRISES, INC.

(CORPORATE SEAL)

By Wayne G. Sanborn
President

EXHIBIT 17

State of Florida

24091020

BOOK PAGE



Department of State

I certify that the attached is a true and correct copy of the Articles
of Incorporation of BRANDYWINE VILLAGE CONDOMINIUM ASSOCIATION, INC.

a corporation organized under the Laws of the State of Florida,
filed on August 2, 1982.

The charter number for this corporation is 764390.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
2nd day of August, 1982.



CER 101

George Firestone
Secretary of State