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ARTICLES OF INCORPORATION
OF
THE CYPRESS HEAD MASTER HOMEOWNERS' ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, who is a resident of the State of Florida and who is of full age, has this day voluntarily declared and executed these Articles of Incorporation for the purpose of forming a corporation not for profit, and does hereby certify as follows:

ARTICLE I
NAME OF CORPORATION

The name of the corporation is THE CYPRESS HEAD MASTER HOMEOWNERS' ASSOCIATION, INC. (Herein "Association").

ARTICLE II
PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is 6251 Palm Vista Street, Port Orange , Volusia County, Florida 32124. **CURRENT MAILING ADDRESS: Cypress Head Master HOA, Inc., P. O. Box 291747, Port Orange , FL 32129-1747.**

ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

James J. Kearns, Attorney At Law, of 435 South Ridgewood Avenue, Daytona Beach, Florida 32114, is the initial registered agent of this Association, for service of process.

ARTICLE IV
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:

- (a) provide for maintenance, preservation, and architectural control of the Lots and Common Area within that certain planned Unit Development known as CYPRESS HEAD, located in the City of Port Orange, Volusia County, Florida, all as more fully set forth in the Planned Unit Development agreement for Cypress Head, recorded in Official Records Book 3673, Page 652, as further amended and supplemented from time to time, and as initially graphically depicted in the plat of the first phase thereof, recorded in Map Book 44, page 36, of the Public Records of Volusia County, Florida (Herein "Cypress Head");
- (b) promote the health, safety, and welfare of the residents within CYPRESS HEAD, and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose;
- (c) 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 (Herein "Declaration"), applicable to Cypress Head, recorded or to be recorded in the Public Records of Volusia County, Florida, as such Declaration may be amended from time to time as therein provided, such Declaration being incorporated herein as if set forth at length;

- (d) 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;
- (e) 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;
- (f) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real personal property as security for money borrowed or debts incurred;
- (g) 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 an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- (h) 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 assent of two-thirds (2/3) of each class of members, unless provided otherwise in the Declaration;
- (i) 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 may now or hereafter have or exercise;
- (j) Operate, maintain and manage, or cause to be operated, maintained, and managed, the surface water or stormwater management system(s), in a manner consistent with the St. Johns River Water Management District permit for Cypress Head, and consistent with the requirements and applicable rules of the District, and the Association shall assist in the enforcement of the restrictions and covenants contained herein.

The Association shall levy and collect, or cause to be levied and collected, adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system, or otherwise provide for the maintenance and operation of the surface water or stormwater management system in compliance with all applicable laws, codes, rules, and permits.

Assessments levied and collected for such purpose shall be used for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements.

ARTICLE V **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 VI
VOTING RIGHTS

The Association shall have one 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. Class B Member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to nine (9) votes for each Lot owned. 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) when the Declarant unilaterally decides to turn over control to the Association, provided that the Declarant will not turn over such control earlier than two (2) years after the date of the recording of this Declaration, or later than ten (10) years after the date of the recording of the Declaration of Covenants and Restrictions for Cypress Head, in the Public Records of Volusia County, Florida.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors of not less than three (3) nor more than seven (7) Directors, who need not be members of the Association. The initial Board of Directors shall consist of three Directors, whose names and addresses are listed below. The manner in which the directors are to be elected or appointed is as stated in the bylaws.

Paul S. Justice
924 Oetter Road
South Daytona, Florida 32119

William M. Deskins
924 Oetter Road
South Daytona, Florida 32119

Burlin Coleman
6251 Palm Vista Street
Port Orange, Florida ~~32124~~ 32128

The number of directors may be increased to seven, without the need to amend to these Articles of Incorporation. The Directors shall be elected and appointed as set forth in the By-Laws of the Association.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a Secretary and Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to ~~serve~~

serve. The following named persons shall serve as officers until the first election of officers is conducted by the board of Directors:

President, Secretary and Treasurer: Paul S. Justice

Vice President: Foster Coleman
2739 S Ridgewood AVE
South Daytona, Florida 32119

ARTICLE IX **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of 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 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.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., or any subsequent amendment there to, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X **DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE XI **BY-LAWS**

The By-Laws of this corporation shall be adopted by the Directors at their first meeting. The By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of the members entitled to cast votes, whether in person or by proxy, except that the Federal Housing Administration or the Veterans Administration may have the right to veto amendments while there is a Class B membership. In the event of any conflict between the Articles of Incorporation and the By-Laws, the Articles shall control. In the case of any conflict between the Declaration and these Articles of Incorporation, the Declaration shall control.

ARTICLE XII **FHA/VA APPROVAL**

As long as there is a Class B Membership, the following actions may require the 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 XIII **SUBSCRIBER**

The name and address of the subscriber to these Articles of Incorporation, and the

incorporator of the Association is:

James J. Kearn, Attorney At Law
435 South Ridgewood Avenue
Daytona Beach, Florida 32114-4927

ARTICLE XIV
MEETINGS OF MEMBERS: QUORUM REQUIREMENTS

The presence at any meeting of members entitled to cast, or of proxies entitled to cast, a majority of the votes of the Association, shall constitute a quorum for any action, except as otherwise provided in these Articles of Incorporation, the Declaration, or the By-Laws.

ARTICLE XV
AMENDMENTS

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

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator and subscriber of this Association has executed these Articles of Incorporation 22nd day of September, 1992.