

State of Florida

The seal of the State of Florida, featuring a central figure holding a scale and a sword, surrounded by a wreath and the motto "IN GOD WE TRUST".

Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of VIERA TRANSPORTATION MANAGEMENT ASSOCIATION, INC., a Florida corporation, filed on October 28, 2002, as shown by the records of this office.

The document number of this corporation is N02000008339.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Thirtieth day of October, 2002



CR2EO22 (7-02)

Jim Smith

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION
OF
VIERA TRANSPORTATION MANAGEMENT ASSOCIATION, INC.

FILED
02 OCT 28 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator pursuant to Chapter 617, Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation ("these Articles").

ARTICLE I

NAME

The name of the corporation shall be VIERA TRANSPORTATION MANAGEMENT ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles as the "Association."

ARTICLE II

DURATION

The Association shall exist perpetually unless and until dissolved according to law. The corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

MEMBERS

Initially there are three classes of members: (1) "Community Association Members"; (2) "Community Declarant Members"; and (3) "Non-Residential Entity Members". Viera East Community Association, Inc., Central Viera Community Association, Inc. and all future master community associations formed in the future governing portions of the Viera Development of Regional Impact shall be the Community Association Members. The Declarant under the Viera East Community Declaration; the Central Viera Community Declaration; and the Declarant under all master community declarations formed in the future governing portions of the Viera Development of Regional Impact shall be the Community Declarant Members. All persons and entities owning non-residential property within the Viera Development of Regional Impact shall be the Non-Residential Entity Members (such membership being appurtenant to such non-residential property). Persons and entities owning nonresidential property outside of but in proximity to the Viera Development of Regional Impact may also be Non-Residential Entity Members should they choose to join the Association. At the time the Development Order governing the Viera Development of Regional Impact is no longer in effect, the class of Community Declarant Members shall be

terminated. Thereafter, there shall be two classes of members: (1) Community Association Members; and (2) Non-Residential Entity Members.

ARTICLE IV

PRINCIPAL OFFICE

The principal office and mailing address of the Association is located at 7380 Murrell Road, Suite 201, Viera, Florida 32940.

ARTICLE V

REGISTERED OFFICE AND AGENT

Jay A. Decator, III, whose address is 7380 Murrell Road, Suite 201, Viera, Florida 32940 is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI

PURPOSE AND POWERS OF THE ASSOCIATION

The Association is formed to actively work with public agencies to provide for mass transit facilities, van pools, park and ride, ride sharing, variable work hour, flex time, telecommuting or other programs to reduce automobile usage. The Association shall have all the powers of a corporation not for profit organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles or the Bylaws. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by it under the terms of the Development Order, as amended from time to time, for the Viera Development of Regional Impact, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, its responsibilities under the Development Order for the Viera Development of Regional Impact. The duties and powers of the Association shall be exercised by the Board of Directors. The Association shall not pay dividends and no part of any income of the Association shall be distributed to its members, directors or officers. ~~The Association is formed for educational and social welfare purposes, and is not organized for the private gain of any person, as those terms are defined in section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (the "Code").~~

ARTICLE VII

BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors. The Board of Directors shall initially be comprised of five (5) members. The Board of Directors shall be elected as provided in the Bylaws. The number of directors may be increased or decreased from time to time as provided in the bylaws, but at all times shall consist of at least five (5) persons. The names and addresses of persons who are to act in the capacity of director until appointment of their successors pursuant to these Articles and the Bylaws are:

<u>Name</u>	<u>Address</u>
Jay A. Decator, III	7380 Murrell Road, Suite 201 Viera, Florida 32940
Judith C. John	7380 Murrell Road, Suite 201 Viera, Florida 32940
Mary Ellen McKibben	7380 Murrell Road, Suite 201 Viera, Florida 32940
C. Scott Miller	7380 Murrell Road, Suite 201 Viera, Florida 32940
Paul J. Martell	7380 Murrell Road, Suite 201 Viera, Florida 32940

The Board of Directors may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine.

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Jay A. Decator, III	7380 Murrell Road, Suite 201 Viera, FL 32940
Vice President and Secretary	Judith C. John	7380 Murrell Road, Suite 201 Viera, FL 32940
Treasurer	Paul J. Martell	7380 Murrell Road, Suite 201 Viera, FL 32940

ARTICLE IX

INDEMNIFICATION

The Association shall indemnify every officer, director, committee member and employee of the Association against any and all costs and expenses, including reasonable attorneys' and paralegals' fees, reasonably incurred by or imposed upon such officer, director, committee member or employee in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he may be a party by reason of being or having been an officer, director, committee member or employee of the Association. Such officers, directors, committee members and employees shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent they may also be members of the Association), and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, committee member, or employee, or former officer, director, committee member or employee may be entitled.

ARTICLE X

BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI

AMENDMENTS

These Articles may be amended by a majority of the Board of Directors.

ARTICLE XII

INCORPORATOR

The name and address of the Incorporator of the Association is as follows:

<u>Name</u>	<u>Address</u>
Jay A. Decator, III	7380 Murrell Road, Suite 201 Viera, Florida 32940

ARTICLE XIII

NONSTOCK CORPORATION

The Association is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

ARTICLE XIV

TAX STATUS

It is intended that the Association shall have the status of a corporation that is exempt from federal income taxation under section 501(c)(4) of the Code.

ARTICLE XV

DISSOLUTION

Upon the dissolution of this Association, after the payment or provision for the payment of all of the liabilities of this Association, all of the assets of this Association shall be distributed for one or more exempt purposes within the meaning of section 501(c)(4) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these presents to be executed as of the 26th day of September, 2002.

WITNESSES

Nandra Ramnarine
(Print Name) NANDRA RAMNARINE

Jay A. Decator, III
Jay A. Decator, III

Barbara Carolus
(Print Name) BARBARA CAROLUS

Address: 7380 Murrell Rd., Ste. 201
Viera, Florida 32940

STATE OF FLORIDA)
)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me on the 26th day of September 2002 by Jay A. Decator, III. Said person is known to me.

(NOTARY SEAL)



Nandra R. Ramnarine
My Commission DD063075
Expires January 10, 2008

Nandra R. Ramnarine
Signature of Person Taking Acknowledgment
Print Name: NANDRA R. RAMNARINE
Title: Notary Public
Serial No. (if any) _____
Commission Expires: _____

ARTICLES2 (V0005607.WPD;1)

CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS

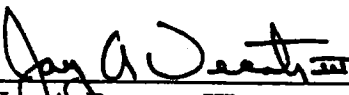
FILED
02 OCT 28 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance therewith.

VIERA TRANSPORTATION MANAGEMENT ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 7380 Murrell Road, Suite 201, Viera, Florida 32940, has named Jay A. Decator, III, located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Jay A. Decator, III
Registered Agent

Date: September 26, 2002