

79500000 2514

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NY 51821

RE: Dunmore Homeowners' Association, Inc.

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

	C.O. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Photo ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		
<b>SUBTOTALS</b>		

5000000000  
 -05/26/95-01060-040  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

000000000000  
 -05/26/95-01060-040  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

RECEIVED BY  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 MAY 26 1995

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 95 MAY 26 PM 1:29

*AB 5/26/95*

.....  
 REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_ BY SHZ CK No. \_\_\_\_\_

WALK-IN Will Pick Up J-26 2:00

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

**THANK YOU**  
 from  
 Your Capital Connection

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
DUNMORE HOMEOWNERS' ASSOCIATION, INC.

95 MAY 26 PM 1:29

The undersigned subscriber, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation shall be the DUNMORE HOMEOWNERS' ASSOCIATION, INC., which is hereinafter referred to as "the Association". The address of the principal office of the Association is 100 Caledonia Drive, Melbourne Beach, Florida 32951.

ARTICLE II  
PURPOSES, POWERS, AND DEFINITIONS

Section 1. Purposes and Powers. The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Conditions, Covenants, Easements, and Restrictions for Dunmore recorded (or to be recorded) in the Public Records of Indian River County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to preserve the values and amenities in The Properties and to maintain the Common Areas thereof for the benefit of the Members of the Association. The Association is not organized for profit, and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Developer) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members. The Association shall have such powers as may be set forth in the By-Laws, and the Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general health and welfare of its membership.

Section 2. Surface Water or Stormwater Management System Duties; Powers; and Dissolution.

(a) The Association shall operate, maintain and manage the Surface Water or Stormwater Management System(s) in a manner consistent with the St. Johns River Water Management District permit no. 12-061-0065 requirements and applicable St. Johns River Water Management District rules, and shall assist in the enforcement of the restrictions and covenants contained herein. The Association shall levy and collect

adequate Assessments against Lots for the costs of maintenance and operation of the Surface Water or Stormwater Management System. The Assessments 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.

(b) 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 Rule 40C-42.027, Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

Section 3. Definitions. The following words when used in these Articles (unless the context shall prohibit) shall have the following meanings:

(a) "Assessment" means and refers to a share of the funds required for payment of the expenses of the Association, which funds shall be assessed against a Lot Owner from time to time.

(b) "Association" means and refers to the DUNMORE HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit.

(c) "Association Property" means and refers to the Fishing Pier lying on submerged lands and the Nature Walkway and Gazebo over the wetland area, each located as determined by the Developer. The Developer's obligation to construct the referenced Fishing Pier, Nature Walkway and Gazebo is expressly limited to and contingent upon its receipt of all necessary permits required to complete the construction of each of the referenced items and the Developer's determination in its sole discretion that construction of each item is financially feasible for Developer's purposes.

(d) "Common Areas" means and refers to the property as shown on the Plat, including but not limited to: i) Tracts "A" and "B" which are landscaping tracts and depicted on the Plat parallel to Highway A-1-A; ii) Tract "C," which is a Stormwater Management Tract, as depicted upon the Plat; iii) Tract "D" which is a landscaping tract and depicted on the Plat within the public roadway within the Dunmore Subdivision, iv) the Nature Walkway, Fishing Pier and Gazebo, if constructed by Developer as provided in this document; v) a ten (10) foot wide public utility easement running parallel with the north side of Dunmore Lane; vi) a ten (10) foot wide public utility easement running parallel with the south side of Dunmore Lane; vii) the Surface Water or Stormwater Management System; and viii) the landscaping and any improvements thereon, including, without limitation, all structures, recreational facilities, open space, masonry walls, walkways, entrances markers, signs, security gates, sprinkler systems and street lights, if any, but excluding any public utility installations on the aforementioned properties. The Association Property shall constitute a portion of the Common Areas. All property designated as Common Areas in any future recorded supplemental Declaration recorded in the Public Records of Indian River County, Florida, shall be included with the Common Areas.

- (e) "Community" means and refers to the Dunmore Homeowners Community. The Lots comprising the Dunmore Homeowners Community are identified on the Plat.
- (f) "Declaration" means and refers to the Declaration of Conditions, Covenants, Easements, and Restrictions for the Dunmore, subdivision as recorded in the Public Records of Indian River County, Florida, and as the same may be amended from time to time.
- (g) "Developer" means and refers to Floridron (Vero Beach) Limited, a Private Limited Company incorporated in Scotland under the Companies Act of 1985, trading in the United States as Floridron (Vero Beach) Limited, Inc., a Scottish Corporation, its successors and such of its assigns as to which the rights of Developer hereunder are specifically assigned by written instrument recorded in the Public Records of Indian River County, Florida. The Developer may assign only a portion of its rights, hereunder, or all or a portion of such rights in connection with appropriate portions of The Properties. In the event of such a partial assignment of its rights, the assignee shall not be deemed the Developer, but may exercise such rights of Developer specifically assigned to it. Any such assignment may be made on a non-exclusive basis. A Lot purchaser, Lot Owner or a Lot mortgagee shall not be deemed to be the Developer by the mere act of purchase or mortgage of a Lot.
- (h) "Entitled to Vote" means and refers to that Lot Owner entitled to a vote for a Lot at an Association meeting. If more than one person or legal entity shall own a Lot, the Owners thereof shall determine among themselves who shall be the Member Entitled To Vote. Said determination shall be manifested upon a voting certificate, signed by all Owners of said Lot, and given to the Association Secretary for placement in the Association records. Notwithstanding anything contained herein, all Lot Owners whether Entitled To Vote or not are assured of all other privileges, rights, and obligations of Association membership and shall be Members of the Association.
- (i) "Lot" means and refers to any Lot on the Plat (excluding Tracts) of portions of The Properties, or by any other recorded plat to be subject to this Declaration (and to the extent the Developer is not the Owner thereof, then designated by the Developer joined by the Owner thereof), any Lot shown upon any resubdivision of any such Plat, and any other property hereafter declared as a Lot by the Developer and thereby made subject to the Declaration. To the extent the Developer is not the Owner thereof, then such declaration shall be made by the Developer joined by the Owner thereof.
- (j) "Member" means and refers to all those Owners who are Members of the Association as provided in the Declaration.
- (k) "Owner" means and refers to the record owner, whether one or more persons or entities, of the fee simple title to any Lot situated upon The Properties.
- (l) "Plat" means and refers to the plat of Dunmore subdivision, recorded or to be recorded in the Public Records of Indian River County, Florida, together with any plat of additional land made subject to this Declaration and to the jurisdiction of the Association.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if 33-1/3% of the total number of votes that may be cast by Members Entitled To Vote and in good standing shall be present or represented at the meeting either in person or by general or limited proxy.

Section 4. General Matters. When reference is made herein, or in the Association Articles of Incorporation or By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members Entitled To Vote and not of the Members themselves.

#### ARTICLE IV CORPORATE EXISTENCE

The Association shall have perpetual existence. Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida.

#### ARTICLE V BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting. Directors may be individuals who are foreign nationals.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brian M. Sculthorp	100 Caledonia Drive Melbourne Beach, FL 32951
Leonard E. Sculthorp	100 Caledonia Drive Melbourne Beach, FL 32951
Gretchen K. Sculthorp	100 Caledonia Drive Melbourne Beach, FL 32951

Until such time as the Class B membership shall terminate, the Developer shall have the absolute right to remove directors that the Developer has appointed and appoint successor directors without the consent, joinder or approval of any Class A Members.

Section 3. Election of Members of Board of Directors. Except as otherwise provided herein and for the first Board of Directors, directors shall be elected by Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association residing in The Properties or shall be authorized representatives, officers or employees of corporate members of the Association, or designees of the Developer.

Section 4. Duration of Office. Except as provided in Article V, Section 2 hereof, members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

#### ARTICLE VI OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and address of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Brian M. Sculthorp	President	100 Caledonia Drive Melbourne Beach, FL 32951
Leonard E. Sculthorp (L.E. Sculthorp)	Vice President Treasurer Secretary	100 Caledonia Drive Melbourne Beach, FL 32951

ARTICLE VII  
BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE VIII  
AMENDMENTS

Section 1. Amendments. Amendments to these Articles of Incorporation shall be proposed by the Board of Directors and, after notice to Members ten (10) days in advance of the meeting and in the manner provided for in Chapter 617 of the Florida Statutes setting forth the proposed amendment or a summary of the changes to be effected thereby, thereafter shall be submitted to a meeting for the membership of the Association for adoption or rejection by affirmative majority vote of the Members Entitled To Vote in person or by limited proxy.

Section 2. Conflict. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX  
INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Brian M. Sculthorp, 100 Caledonia Drive, Melbourne Beach, Florida 32951.

ARTICLE X  
INDEMNIFICATION

Section 1. Indemnification In Proceedings. Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved, other than an action by, or in the right of, the corporation, by reason of his being or having been a Director or Officer of the Association, or having served at the Association's request as a Director or Officer of any other corporation, whether or not he is a Director or Officer at the time such expenses are incurred, regardless of or by whom the proceeding was brought, if he acted in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. In the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. The termination of any action, suit, or

proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Director 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 corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. No indemnification may be made pursuant to this Article X, Section 1. in relation to matters as to which any Director or Officer is adjudged to be liable for gross negligence or willful misconduct.

Section 2. Indemnification In Proceedings By Or In The Right Of The Association. The Association shall indemnify every Director and every officer who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee, or agent of the Association or is or was serving at the request of the Association as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct 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 circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Prepayment of Costs and Attorneys' Fees. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding, if authorized by all of the non-interested Directors and upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount, if it shall ultimately be determined that he is not to be indemnified by the Association, as authorized by these Articles of Incorporation.

Section 4. Indemnity Insurance. The Association shall have the power to purchase, at its expense, and maintain insurance on behalf of any individual who is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a director or officer of another organization at the request or direction of the Association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles of Incorporation.

Section 5. Amendment of Article. The provisions of this Article shall not be amended.

#### ARTICLE XI REGISTERED AGENT

Until changed, Brian M. Sculthorp shall be the registered agent of the Association and the registered office shall be at 100 Caledonia Drive, Melbourne Beach, FL 32951.



IN WITNESS WHEREOF, the said incorporator has caused a duly authorized officer to hereunto set his hand and the corporate seal on behalf of the Corporation this 25 day of May, 1995.

(signature) [Handwritten Signature]  
(print name) BRIAN M. SCULTHORP

Brian M. Sculthorp  
Brian M. Sculthorp

(signature) Carolyn C. Hendren  
(print name) CAROLYN C. HENDREN

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of May, 1995 by Brian M. Sculthorp, who is personally known to me.



Carolyn C. Hendren  
Notary Public  
My Commission No. is:  
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, at the County of Indian River, State of Florida, the corporation named in said articles has named Brian M. Sculthorp, located at 100 Caledonia Drive, Melbourne Beach, Florida 32951, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Brian M. Sculthorp  
Brian M. Sculthorp, Registered Agent

Date: 5/25/95

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 26 PM 1:29