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LAW OFFICES  
WATSON, SOILEAU, DELEO & BURGETT  
A PROFESSIONAL ASSOCIATION  
1970 MICHIGAN AVENUE, BUILDING C  
POST OFFICE BOX 1888  
COCOA, FLORIDA 32925-1888

VICTOR M. WATSON  
JOHN L. SOILEAU  
JOSEPH R. DELEO  
STACY L. BURGETT  
DAVID N. GLASSMAN  
BOARD CERTIFIED IN REAL PROPERTY LAW

TELEPHONE  
(407) 631-1880

FACSIMILE  
(407) 631-1887

May 15, 1996

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-05/21/96--01074--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: RIVER MOORINGS OWNERS ASSOCIATION, INC.  
Our File No. 96-7309

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Upon filing, please return the copy stamped with the filing information to me.

Also enclosed is the firm's check in the amount of \$70.00 to cover the requisite fees. Thank you.

Very truly yours,

*Joseph E. DeLeo*  
Joseph E. DeLeo

JED:asw

Enclosures

cc: Client

*Dmc*  
*9/23/96*

FILED  
96 SEP 23 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES  
WATSON, SOULFAU, DELEO & BURGETT  
A PROFESSIONAL ASSOCIATION  
1070 MICHIGAN AVENUE, BUILDING C  
POST OFFICE BOX 1088  
COCOA, FLORIDA 32925-1088

VIGOR M. WATSON  
JOHN L. SOULFAU  
JOSEPH E. DELEO  
STACY L. BURGETT  
DAVID N. GLASSMAN  
BOARD CERTIFIED IN REAL PROPERTY LAW

TELEPHONE  
(407) 831-1880

FACSIMILE  
(407) 831-1887

September 19, 1996

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: RIVER MOORINGS OWNERS ASSOCIATION, INC.  
Our File No. 96-7309

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Upon filing, please return the copy stamped with the filing information to me.

Also enclosed is a copy of your letter dated May 28, 1996, acknowledging receipt of the firm's \$70.00 check to cover the requisite fees.

If you have any questions, please contact me. Thank you.

Very truly yours,



Joseph E. DeLeo

JED:asw

Enclosures

cc: Client



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 28, 1996

JOSEPH E. DELEO, ESQUIRE  
P.O. BOX 1888  
COCOA, FL 32923-1888

SUBJECT: RIVER MOORINGS OWNERS ASSOCIATION, INC.  
Ref. Number: W96000011222

We have received your document for RIVER MOORINGS OWNERS ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Garrett Blanton  
Document Specialist

Letter Number: 196A00026502

ARTICLES OF INCORPORATION  
OF  
RIVER MOORINGS OWNERS ASSOCIATION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned, and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I - NAME

The name of the corporation shall be RIVER MOORINGS OWNERS' ASSOCIATION, INC.

ARTICLE II - PURPOSE

The purposes and objects of the corporation shall be to administer the operation and management of the common areas of RIVER MOORINGS established by River Moorings, Inc., a Florida corporation, hereinafter called Developer, upon the following described property, situate, lying and being in Brevard County, Florida, to wit:

River Moorings, a Subdivision according to the plat thereof, as recorded in Plat Book 38, Pages 35 through 36, Public Records of Brevard County, Florida

and to undertake the performance of the acts and duties incident to the administration of the operation and maintenance of said common and semi-common areas and in accordance with the terms, provisions, conditions and authorizations contained in these articles and which may be contained in the Declaration of Restrictions, which will be or which has been recorded in the Public Records of Brevard County, Florida, at the time said property, and the improvements now or hereafter situate thereon are submitted for platting; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said common areas. The corporation shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III - POWERS

The corporation shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this corporation is chartered, and all of the powers and privileges which may be granted unto said corporation or exercised by it under any other applicable laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the corporation, including, but not limited to:

1. Making and establishing reasonable rules and regulations governing the use of common areas in accordance with the terms as may be defined in the Declaration of Restrictions.

2. Levying and collecting assessments against members of the corporation to defray the common expenses of the maintenance and operation of the common areas as may be provided in the Declaration of Restrictions and in the By-Laws of this corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, which may be necessary or convenient in the operation and maintenance of the common areas and in accomplishing the purposes set forth in the Declaration of Restrictions.

3. Maintaining, repairing, replacing, operating and managing the common areas of this subdivision and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of said property.

4. Enforcing the provisions of the Declaration of Restrictions and these Articles of Incorporation, the By-Laws of the corporation which may be hereafter adopted, and the rules and regulations governing the use of the common areas or semi-common areas as the same may be hereafter established.

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

6. 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 Restrictions.

#### ARTICLE IV - MEMBERS

The qualification of the members, the manner of their admission to membership, termination of such membership, and voting by members shall be as follows:

A. The owners of all lots within the subdivision and within the main entrance to the subdivision, excluding the owner or owners of Lot 34, which pursuant to the Declaration of Covenants, Restrictions and Easements for River Moorings Subdivision, is exempt from paying assessments for the common property, shall be members of the corporation, and no other persons or entities shall be entitled to membership.

B. Membership shall be established by the acquisition of fee title to a lot within the subdivision or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise and the membership of a party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any subdivision lot except that nothing herein contained shall be construed as terminating the membership of any party who may own two (2) or more subdivision lots, so long as such party shall retain title to or a fee ownership interest in any lot with the subdivision.

C. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his lot. The funds and assets of the corporation shall belong solely to the corporation, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein in the Declaration of Restrictions and in the said By-Laws.

D. The owners of each lot within the subdivision shall, collectively, be entitled to cast one (1) vote.

#### ARTICLE V - TERM

The corporation shall have perpetual existence.

#### ARTICLE VI - LOCATION

The principal office of the corporation shall be located at 450 River Moorings Drive, Merritt Island, FL 32953, but 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.



The names and addresses of the officers who will serve until their successors are designated are as follows:

Poul Heide, President      Carl Ross, Secretary  
450 River Moorings Drive P.O. Box 2015  
Merritt Island, FL 32953 Vero Beach, FL 32961-2015

Henry Bursian, Treasurer  
555 River Moorings Drive  
Merritt Island, FL 32953

#### ARTICLE IX - SUBSCRIBER

The subscriber to these Articles of Incorporation is Poul Heide, 450 River Moorings Drive, Merritt Island, FL 32953.

#### ARTICLE X - BY LAWS

The original By-Laws of the corporation shall be adopted by the Board of Directors and thereafter, such By-Laws may be altered or rescinded by the Board in such manner as said By-Laws may provide.

#### ARTICLE XI - INDEMNIFICATION

Every director 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 a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director 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 of indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and 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 director or officer may be entitled.

#### ARTICLE XII - AMENDMENTS

Any amendment or 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 directors, or by the members of the corporation owning a majority of the lots in the subdivision, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these articles being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of



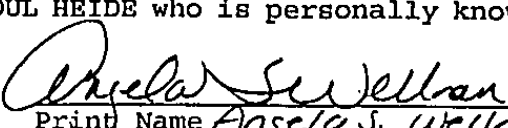
the corporation or other officer of the corporation in the absence of the President, who shall thereupon call a special meeting of the members of the corporation for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, the notice of the membership meeting shall be sent by certified mail, return receipt requested, which mailing shall be deemed notice. Any member may, by written waiver of notice signed by such member, waive such notice, and 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. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than two-thirds (2/3) of the lots within the subdivision in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these articles 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 Florida; and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Brevard County, Florida, within ten (10) days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these articles, the written vote of any members 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.

IN WITNESS WHEREOF, the subscriber has hereunto set his hands and seal this 19th day of September, 1996.

  
\_\_\_\_\_  
POUL HEIDE

STATE OF FLORIDA  
COUNTY OF BREVARD

THE FOREGOING INSTRUMENT was acknowledged before me this 19th day of September, 1996, by POUL HEIDE who is personally known to me and who did take an oath.

  
\_\_\_\_\_  
Print Name Angela S. Wellman  
NOTARY PUBLIC

My Commission Expires: (SEAL)



ANGELA S. WELLMAN  
My Commission CC457555  
Expires Jul. 25, 1999  
Bonded by HAI  
800-422-1555

CERTIFICATE OF REGISTERED AGENT

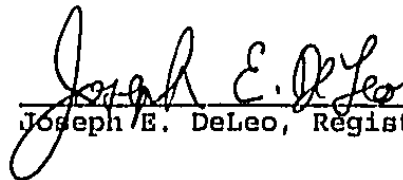
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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

RIVER MOORINGS OWNERS' ASSOCIATION, INC., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the County of Brevard, State of Florida, has named Joseph E. DeLeo, located at 1970 Michigan Avenue, Building C, Cocoa, Florida, 32922, as its agent to accept service of process for the above-stated corporation, at the place designated in this certificate, who hereby accepts to act in this capacity, and agrees to comply with the provisions of the act relative to keeping open said office.



\_\_\_\_\_  
Joseph E. DeLeo, Registered Agent