

11/27/2006 MON 15:42 FAX

Division of Corporations

001/010

Page 1 of 1

**NO6000012186**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H06000282489 3)))



H060002824893A8C6

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : MOSLEY, WALLIS & WHITEHEAD, P.A.  
Account Number : I19990000009  
Phone : (321) 984-3842  
Fax Number : (321) 768-1671

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Magnolia Bay Condominium Association of Brevard, Inc**

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

2006 NOV 27 P 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

INDEX  
TO ARTICLES OF INCORPORATION  
OF  
MAGNOLIA BAY CONDOMINIUM ASSOCIATION OF BREVARD, INC.

			<u>PAGE</u>
ARTICLE	I.	NAME	2
ARTICLE	II.	PURPOSE	2
ARTICLE	III.	POWERS	2
ARTICLE	IV.	MEMBERS	4
ARTICLE	V.	EXISTENCE AND DURATION	4
ARTICLE	VI.	LOCATION	4
ARTICLE	VII.	DIRECTORS	5
ARTICLE	VIII.	OFFICERS	5
ARTICLE	IX.	SUBSCRIBERS	6
ARTICLE	X.	BY-LAWS	6
ARTICLE	XI.	INDEMNIFICATION	6
ARTICLE	XII.	AMENDMENTS	7
ARTICLE	XIII.	DISSOLUTION	7

EXHIBIT B  
EXHIBIT 2 TO THE PROSPECTUS

FILED

2006 NOV 27 P 9:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MAGNOLIA BAY CONDOMINIUM ASSOCIATION OF BREVARD, INC.  
(a corporation not for profit)

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 MAGNOLIA BAY CONDOMINIUM ASSOCIATION OF BREVARD, INC. The corporation shall be hereinafter referred to as the "Association".

ARTICLE II

PURPOSE

The purposes and objects of the Association shall be to administer the operation and management of a condominium to be established by FBC OF BREVARD, INC., a Florida corporation, hereinafter called Developer, the condominium complex to be established in accordance with the laws of the State of Florida upon the following described property, situate, lying and being in the Cocoa Beach, Brevard County, Florida, to-wit:

SEE SHEET 3 OF EXHIBIT "A" ATTACHED HERETO AND INCORPORATED  
HEREIN BY REFERENCE AND MADE A PART HEREOF

and to undertake the performance of the acts and duties incident to the administration of the operation and management of said condominium and in accordance with the terms, provisions, conditions and authorizations contained in these articles and which may be contained in the Declaration of Condominium which will be recorded in the Public Records of Brevard County, Florida, at the time said property, and the improvements now or hereafter situate thereon are submitted to a plan of condominium ownership; 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 condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III

POWERS

The Association shall have the following powers:

A. All of the powers and duties granted to corporations and corporations not for profit as set forth in Chapter 617, Florida Statutes, except as expressly limited or restricted by the Florida Condominium Act, and all of the powers and privileges which may be granted unto said Association 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 Association, including, but not limited to:

1. To make and establish reasonable rules and regulations governing the use of condominium units and the common elements in the condominium as said terms may be defined in the Declaration of Condominium.

2. To levy and collect assessments against members of the Association to defray the common expenses of the condominium as may be provided in the Declaration of Condominium and in the By-Laws of the Association which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, and otherwise trading and dealing with such property, whether real or personal, including the units in the condominium, which may be necessary or convenient in the operation and management of the condominium and in accomplishing the purposes set forth in the Declaration of Condominium.

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

4. To contract for the management and maintenance of the condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted them by the Condominium Act, including, but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

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

6. To acquire title to property or otherwise hold, convey, lease, and mortgage association property for the use and benefit of its members. The power to acquire personal property shall be exercised by the Board of Administration. Except as otherwise permitted in subsections (8) and (9) of Section 718.111, Florida Statutes, and in Section 718.114, Florida Statutes, no association may acquire, convey, lease, or mortgage association real property except in the manner provided in the declaration, and if the declaration does not specify the procedure, then approval of 75 percent of the total voting interests shall be required.

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

8. 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 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Condominium which relate to the surface water or stormwater management system.

9. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

#### ARTICLE IV

##### MEMBERS

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

A. The owners of all condominium units in the condominium shall be members of the Association, and no other persons or entities shall be entitled to membership.

B. Membership shall be established by the acquisition of fee title to a unit in the condominium 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 all units in the condominium.

C. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his condominium unit. The funds and assets of the Association shall belong solely to the Association, 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 Condominium, and in the said By-Laws.

D. On all matters on which the membership shall be entitled to vote, there shall be only one (1) vote for each unit in the condominium, which vote shall be exercised or cast by the owner or owners of each unit in such manner as may be provided in the By-Laws hereafter adopted. Should any member own more than one (1) unit, such member shall be entitled to exercise or cast as many votes as he owns units, in the manner provided in said By-Laws.

#### ARTICLE V

##### EXISTENCE AND 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 VI

##### LOCATION

The principal office of the Association shall be located at 2002 Julep Drive, Cocoa Beach, Brevard County, FL, 32931 but the Association 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 Administration. However, the official records of the Association shall be maintained within the State of Florida.

## ARTICLE VII

### DIRECTORS

The affairs of the Association shall be managed by the Board of Administration. The number of members of the Board of Administration of the Association shall be three (3). The members of the Board of Administration shall be elected as provided by the By-Laws of the Association. The Board of Administration shall be members of the Association or shall be authorized representatives, officers or employees of a corporate member of this Association. Notwithstanding the foregoing, the first election of directors will be held in accordance with Article VI of the Declaration of Condominium of MAGNOLIA BAY, A CONDOMINIUM. Any vacancies in the Board of Administration caused by expiration of term, resignation or death will be filled as provided in Rule 61B-23.0026, F.A.C. Any vacancies in the Board of Administration created by the recall of members shall be controlled by the provisions set forth in the Bylaws of the Association.

The names and addresses of the members of the first Board of Administration who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Howard M. Zetley	8870 N. Port Washington Road Milwaukee, WI 53217
Al Dolenshek	8870 N. Port Washington Road Milwaukee, WI 53217
Mark Weiner	8870 N. Port Washington Road Milwaukee, WI 53217
Michael Zetley	8870 N. Port Washington Road Milwaukee, WI 53217

## ARTICLE VIII

### OFFICERS

The Board of Administration shall elect a President, a Secretary and a Treasurer and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Administration shall determine. The President shall be elected from among the membership of the Board of Administration but no other officer needs to be a director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President, Secretary or Assistant Secretary be held by the same person.

The affairs of the Association shall be administered by the officers designated in the By-Laws of the Association. Said officers will be elected by the Board of Administration at its first meeting following the annual meeting of the members of the Association and with the approval of the Board of Administration, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the condominium, and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or a director of the Association.

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

Howard M. Zetley  
President

8870 N. Port Washington Road  
Milwaukee, WI 53217

Al Dolenshek  
Vice President

8870 N. Port Washington Road  
Milwaukee, WI 53217

Mark Weiner  
Secretary

8870 N. Port Washington Road  
Milwaukee, WI 53217

Michael Zetley  
Treasurer

8870 N. Port Washington Road  
Milwaukee, WI 53217

#### ARTICLE IX

#### SUBSCRIBERS

The names and addresses of the subscribers to these Articles on Incorporation are as follows:

CURTIS R. MOSLEY, Esquire

1221 East New Haven Avenue  
Melbourne, FL 32901

#### ARTICLE X

#### BY-LAWS

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

#### ARTICLE XI

#### INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he/she may be a party, or in which/she he may become involved, by reason of his being or having been a director or officer of the Association, whether or not he/she 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/her duties; provided, that in the event of any claim for reimbursement or 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 Administration approves such settlement and reimbursement as being in the best interests 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 intent of this indemnification is to afford protection to the Directors and Officers of the Association to the maximum extent allowed by law.

**ARTICLE XII**  
**AMENDMENTS**

Any amendment or amendments to these Articles of Incorporation may be proposed by the Board of Administration of the Association acting upon a vote of the majority of the directors, or by the members of the Association owning a majority of the condominium units in the condominium, 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 Administration or members, such proposed amendment or amendments shall be transmitted to the President of the Association or other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than fourteen (14) 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 fourteen (14) 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 Association, 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 Owners of at least seventy-five (75%) percent of the total number of units in the condominium (i.e. 58 of 77 of the Unit Owners must vote for the amendment) 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. No amendment is valid until it is recorded in the Public Records. At any meeting held to consider such amendment or amendments of these articles, a member of the Association may vote in person or by proxy on the amendment.

Notwithstanding the foregoing provisions of this Article XII, no amendment or amendments to these articles which shall abridge, amend or alter the right of the Developer to designate and select members of each Board of Administration of the Association, as provided in Article VII hereof, may be adopted or become effective without the prior consent of the Developer.

**ARTICLE XIII**  
**DISSOLUTION**

Howard M. Zetley	8870 N. Port Washington Road Milwaukee, WI 53217
Al Dolenshek	8870 N. Port Washington Road Milwaukee, WI 53217
Mark Weiner	8870 N. Port Washington Road Milwaukee, WI 53217
Michael Zetley	8870 N. Port Washington Road Milwaukee, WI 53217



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, Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 27 day of March, 2006.

  
CURTIS R. MOSLEY

STATE OF FLORIDA       )  
COUNTY OF BREVARD    )

BEFORE ME, the undersigned authority, personally appeared CURTIS R. MOSLEY, who being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed on this 27 day of March, 2006.




JAYNE E. GREENE  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD400106  
EXPIRES 5/20/2009  
BONDED THRU 1-888-NOTARY1

  
NOTARY PUBLIC  
My Commission Expires:

#### CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

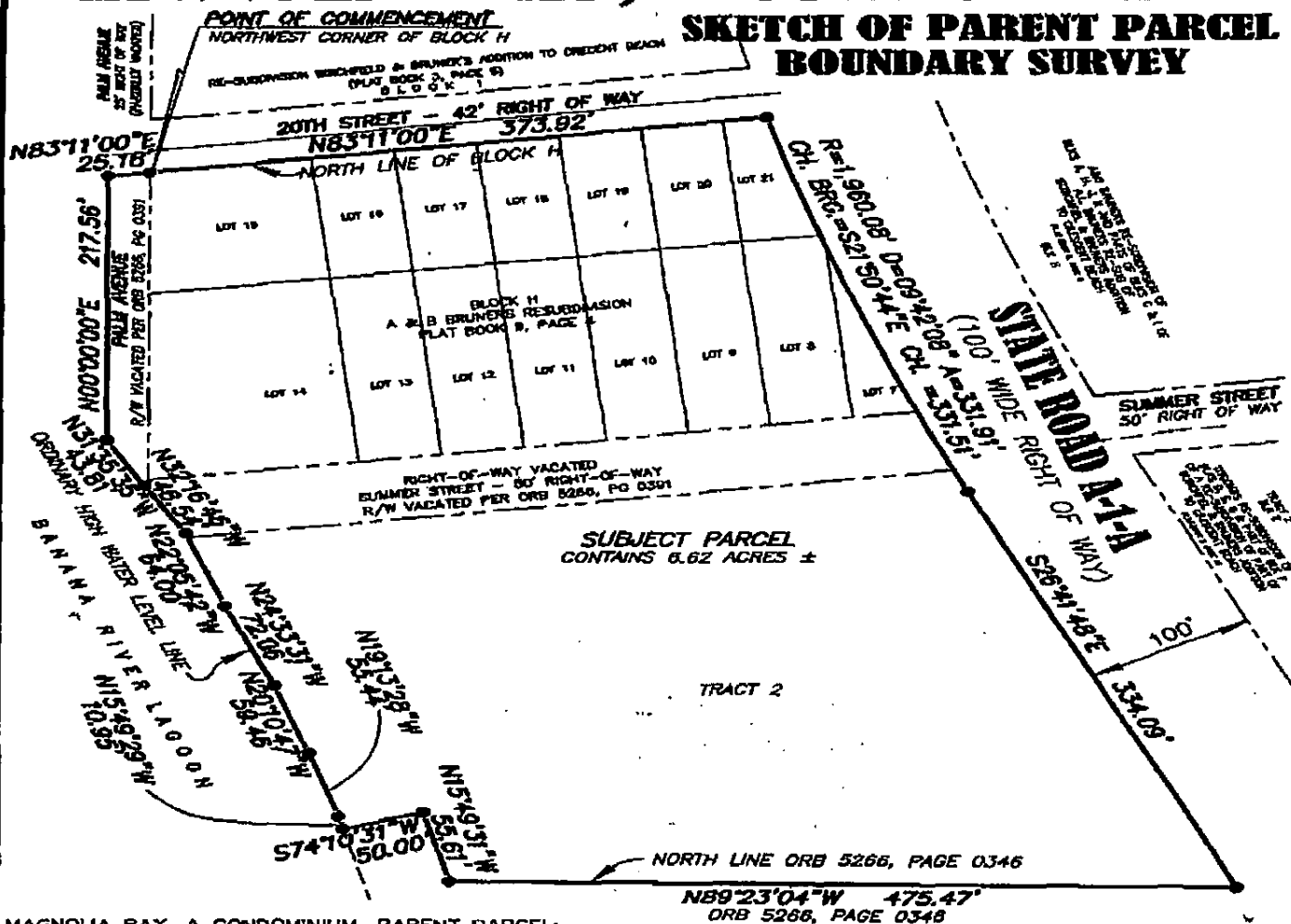
MAGNOLIA BAY CONDOMINIUM ASSOCIATION OF BREVARD, INC., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in Cocoa Beach, County of Brevard, State of Florida, has named CURTIS R. MOSLEY, ESQ., 1221 East New Haven Avenue, Melbourne, Florida 32901, as its agent to accept service of process for the above-stated corporation, at the place designated in this certificate, and he hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

  
CURTIS R. MOSLEY

FILED  
2006 NOV 27 P 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# MAGNOLIA BAY, A CONDOMINIUM

## SKETCH OF PARENT PARCEL BOUNDARY SURVEY



### MAGNOLIA BAY, A CONDOMINIUM, PARENT PARCEL:

All of Lots 7 through 19 and a portion of Lots 20 & 21, Block H, and a portion of vacated Summer Street and vacated Palm Avenue, all of A & B BRUNERS RESUBDIVISION, according to the plat thereof as recorded in Plat Book 9, Page 4 of the Public Records of Brevard County, Florida. Summer Street and Palm Avenue were vacated by resolution recorded in Official Records Book 5266, Page 0389, of said public records, and a portion of Tract 2, TITCOMBS RE-SUBDIVISION, according to the plat thereof as recorded in Plat Book 8, Page 46 of said public records, being more particularly described as follows:

BEGIN at the Northwest corner of said Block H; thence N83°11'00"E, along the North line of said Block H, a distance of 373.92 feet, to a point of intersection with the West right of way line of State Road A-1-A and a non-tangent curve, concave Easterly, having a radius of 1,960.08 feet and a central angle of 09°42'08"; thence Southerly, along said West right of way line and the arc of said curve to the left, a distance of 331.91 feet (said arc subtended by a chord bearing S21°50'44"E, a distance of 331.51 feet), to a point of tangency; thence S26°41'48"E, along said West right of way line, a distance of 334.09 feet, to the point of curvature of a curve, concave Southwesterly, having a radius of 1,860.08 feet and a central angle of 00°54'50"; thence Southeasterly, along said West right of way line and the arc of said curve to the right, a distance of 29.67 feet, to a point of intersection with a non-tangent line being the North line of that parcel described in Official Records Book 5266, Page 0386, of said public records; thence the following 4 courses along said North line: (1) N89°23'04"W, a distance of 475.47 feet; (2) N11°35'23"W, a distance of 2.74 feet; (3) N15°49'31"W, a distance of 55.61 feet; (4) S74°10'31"W, a distance of 50.00 feet, to the ordinary high water level line of the Banana River Lagoon; thence the following 7 courses along said ordinary high water level line: (1) N15°49'29"W, a distance of 10.95 feet; (2) N19°13'28"W, a distance of 55.44 feet; (3) N20°10'47"W, a distance of 59.46 feet; (4) N24°33'31"W, a distance of 72.06 feet; (5) N22°05'42"W, a distance of 64.00 feet; (6) N32°16'46"W, a distance of 46.54 feet; (7) N31°35'35"W, a distance of 43.81 feet, to the West line of said Palm Avenue; thence NORTH, along the West line of said Palm Avenue, a distance of 217.56 feet, to the Westerly extension of the North line of said Block H; thence N83°11'00"E, along said westerly extension, a distance of 25.18 feet, to the POINT OF BEGINNING; Containing 6.62 acres, more or less.

### NOTES:

1. REFER TO SHEET 2 FOR THE SKETCH OF SURVEY, SURVEYOR'S NOTES & CERTIFICATION.
- ALLEN ENGINEERING, INC.  
106 DIXIE LANE  
COCOA BEACH, FLORIDA  
DECEMBER 28, 2004

EXHIBIT "A"

SHEET 3 OF 10

MAGNOLIA BAY, A CONDOMINIUM