

# NO 1000001958



ACCOUNT NO. : 072100000032  
REFERENCE : 082168 2352A  
AUTHORIZATION : *Patricia Payne*  
COST LIMIT : \$ 78.75

FILED  
2001 MAR 19 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : March 19, 2001  
ORDER TIME : 10:20 AM  
ORDER NO. : 082168-005  
CUSTOMER NO: 2352A 600003877076--8

CUSTOMER: Ronnie Vetter, Secretary  
Suite 138  
1800 W. Hibiscus Boulevard  
Melbourne, FL 32901

DOMESTIC FILING

NAME: GRAND HAVEN MASTER  
HOMEOWNERS ASSOCIATION, INC.

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris - EXT. 1137  
EXAMINER'S INITIALS:

*626  
W01-6164*

*10  
3/20/01*

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# RESUBMIT

Please give original

FLORIDA DEPARTMENT OF STATE submission date as file date.

Katherine Harris  
Secretary of State

March 19, 2001

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: GRAND HAVEN MASTER HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: W01000006164

We have received your document for GRAND HAVEN MASTER HOMEOWNERS ASSOCIATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 501A00016

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*3/20/2001  
inserted new page 4. Please process*

*Thank you*

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ARTICLES OF INCORPORATION  
OF  
GRAND HAVEN MASTER HOMEOWNERS ASSOCIATION, INC.

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2001 MAR 19 PM 12:19

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

By these Articles of Incorporation (the "Articles"), the undersigned Incorporator forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions:

ARTICLE I  
NAME

The name of the corporation shall be Grand Haven Master Homeowners Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association".

ARTICLE II  
DURATION

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

ARTICLE III  
DEFINITIONS

The following words shall have the definitions set forth below for purposes of these Articles:

- 3.1 "Articles" shall mean these Articles of Incorporation.
- 3.2 "Association" shall mean and refer to Grand Haven Master Homeowners Association, Inc., a Florida corporation not for profit, and its successors and assigns.
- 3.3 "Board" or "Board of Directors" shall mean the Board of Directors of the Association.
- 3.4 "Bylaws" shall mean the Bylaws of the Association.
- 3.5 "Declarant" shall mean Pineda Partners, L.L.C., a Florida limited liability company, or its successors or assigns.
- 3.6 "Declaration" shall mean that certain Master Declaration of Covenants, Conditions and Restrictions for Grand Haven dated as of March 16, 2001, to be recorded in the Public Records of Brevard County, Florida, as they may be modified or amended from time to time.
- 3.7 "Lot" shall mean and refer to any numbered lot on a recorded subdivision plat of the Properties.
- 3.8 "Member" shall mean and refer to all those Owners who are Members of the Association as provided in Article VII hereof.

3.9 "Lot Owner" shall mean and refer to the record owner, whether one (1) or more persons or entities, of the fee simple title to any Lot which is a part of the Properties.

3.10 "Properties" shall mean and refer to the real property described in, and made subject to the Declaration.

3.11 "Grand Haven" mean the planned residential development to be developed on the Properties, and which thus become subject to the Declaration.

Unless otherwise indicated, all capitalized forms herein shall have the meanings set forth in Article I of the Declaration.

#### **ARTICLE IV** **PRINCIPAL OFFICE**

The principal office of the Association shall be located at 516 Dellanoy Avenue, Cocoa, Florida 32922.

#### **ARTICLE V** **REGISTERED OFFICE AND AGENT**

Gregory W. Glass, whose address is 1800 West Hibiscus Boulevard, Melbourne, Florida 32902, 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 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 to provide for, and among other things, the improvement, maintenance and preservation of the Properties and the Common Properties to promote the health, safety and welfare of the Lot Owners. The Association shall have all the powers of a non-profit corporation 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, the Bylaws, or the Declaration. 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 the Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Lot Owners and for the maintenance, administration and improvement of the Properties and the Common Properties within its jurisdiction, including, without limitation, the surface water management system located within the Property as permitted by the St. Johns River Water Management District (the "Surface Water Management System"). In this regard, the Association shall have the specific power and authority to:

1. Operate and maintain the Surface Water Management System in a manner consistent with St. Johns River Water Management District permit number 4-009-60510-1 and applicable Rules;

2. Establish rules and regulations regarding the Surface Water Management System;
3. Assess members for the cost of operating and maintaining the Surface Water Management System, including work within retention areas, drainage structures and drainage easements, and to enforce the collection of such assessments in the manner provided in the Declaration; and
4. Contract for services to provide for operation and routine custodial maintenance of the Surface Water Management System.
5. Shall assist in the enforcement of the Declaration as it relates to the Surface Water management System.

Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferrable, in whole or in part, to any developer, management agent, governmental unit, public body, or similar entity. Any instrument effecting such a transfer shall specify the duration thereof and the means of revocation.

#### ARTICLE VII MEMBERSHIP

Every Lot Owner shall be a Member of the Association. There shall be one (1) person, with respect to each Lot, who shall be entitled to vote at any meeting of the Lot Owners, and such person shall be known (and is hereinafter referred to) as a "Voting Member." If a Lot is owned by more than one (1) person, the Owners of said Lot shall designate one (1) of them as the Voting Member, or in the case of a corporate Lot Owner, an officer or an employee thereof shall be the Voting Member. Designation of the Voting Member shall be made, as provided by and subject to, the provisions and restrictions set forth in the Bylaws of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot. Transfer of Lot ownership, either voluntarily or by operation of law, shall terminate membership in the Association, and said membership shall thereupon be vested in the transferee.

#### ARTICLE VIII VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A Members shall be all Lot Owners, with the exception of the Declarant (as long as the Class B membership shall exist, and thereafter the Declarant shall be a Class A Member to the extent it would otherwise qualify). Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership, as provided in Article VII, above. When more than one (1) persons holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised by the Voting Member as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such Lot.

Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to one (1) vote for each Lot owned by Declarant, plus two (2) votes for each vote which the Class A Members are entitled to cast from time to time; provided that the Class B membership shall cease and terminate upon the happening of any of the following events, whichever first occurs:

(a) The sale and conveyance of seventy-five percent (75%) of the Lots developed or to be developed in Grand Haven; or

(b) At any time prior to that date, at the election of the Declarant.

Notwithstanding the foregoing or anything contained in these Articles or the Declaration to the contrary, the Declarant shall have the right to elect a majority of the Board of Directors of the Association until the occurrence of one of the events set forth hereinabove. Whereupon the then existing Class A Members shall be obligated to elect the Board and assume control of the Association.

#### ARTICLE IX BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors whose number may increased or decreased from time to time as provided by the Bylaws of the Association; provided that there shall always be at least three (3) Directors. The initial Board shall consist of three (3) Directors who shall serve in that capacity until the appointment or election of their successors by the members in the manner provided in the bylaws of the Association. The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
MALCOLM R. KIRSCHENBAUM	Post Office Box 3767 Cocoa Florida 32924-3767
JIM SWANN	Post Office Box 3767 Cocoa Florida 32924-3767
ROY J. PENCE	3115 Dixie Highway, N.E. Palm Bay, Florida 32905

#### ARTICLE X 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 a meeting designated for such purpose, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve

for an initial term or until their successors are elected by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Malcolm R. Kirschenbaum	Post Office Box 3767 Cocoa Florida 32924-3767
Treasurer	Roy J. Pence	3115 Dixie Highway, N.E. Palm Bay, Florida 32905
Secretary	Jim Swann	Post Office Box 3767 Cocoa Florida 32924-3767

#### ARTICLE XI 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 XII INDEMNIFICATION

11.1 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 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 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 by whom the proceeding was brought, except in relation to matter as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that 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 for 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.

11.2 Expenses of Lawsuits. 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 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.

11.3 Insurance. The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer 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.

**ARTICLE XIII**  
**AMENDMENTS**

Amendments to these Articles of Incorporation shall be made in the following manner:

13.1 **Resolution.** The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members, which may be either the annual or a special meeting.

13.2 **Notice.** Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

13.3 **Vote.** At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereon.

13.4 **Multiple Amendments.** Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

13.5 **Agreement.** If the Members holding two-thirds of the votes entitled to be cast, as provided above, sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 13.1 and 13.3 had been satisfied.

13.6 **Action Without Directors.** The Members may amend these Articles without an act of the Directors at a meeting for which notice of the changes to be made are given.

13.7 **Limitations.** No amendment shall make any changes in the qualifications for members nor the voting rights of Members without the unanimous approval in writing by all Members. No amendment shall be made that is in conflict with the Declaration.

13.8 **Filing.** A copy of each amendment shall be filed with the Florida Secretary of State.

13.9 **Dissolution.** In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System must be transferred to, and accepted by, an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water management district prior to such termination, dissolution or liquidation.



ARTICLE XIV  
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are as follows:

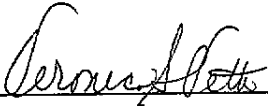
<u>Name</u>	<u>Address</u>
GREGORY W. GLASS	1800 West Hibiscus Boulevard Suite 138 Melbourne, FL 32902-1870

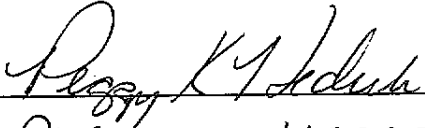
ARTICLE XV  
NON-STOCK CORPORATION

The Association is organized on a non-stock 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.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these Articles of Incorporation to be executed as of the 16<sup>th</sup> day of March, 2001.

Signed, sealed and delivered  
in the presence of:

  
\_\_\_\_\_  
Veronica S. Vetter  
(Print Name)

  
\_\_\_\_\_  
PEGGY K. HEDRICK  
(Print Name)

  
\_\_\_\_\_  
GREGORY W. GLASS

STATE OF FLORIDA )  
 ) S.S.:  
COUNTY OF BREVARD )

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 16th day of March, 2001, by Gregory W. Glass, who [] is personally known to me or [  ] produced \_\_\_\_\_ as identification.



*Peggy K. Hedrick*  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires: **PEGGY K. HEDRICK**

**CERTIFICATE DESIGNATING REGISTERED  
AGENT FOR SERVICE OF PROCESS**

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

Grand Haven Master Homeowners Association, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 1800 West Hibiscus Boulevard, Suite 138, Melbourne, Florida 32902, has named Gregory W. Glass, located at the above-referenced office, as its Registered Agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said acts relative to keeping open said office.

*Gregory W. Glass*  
\_\_\_\_\_  
GREGORY W. GLASS, Registered Agent

Dated: March 16, 2001