

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Aquarina Residents' Association Inc

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- Fictitious Name File _____
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- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
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- Certificate of Good Standing _____
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- Corp Record Search _____
- Officer Search _____
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ARTICLES OF INCORPORATION
OF
AQUARINA RESIDENTS' ASSOCIATION, INC.

By these Articles of Incorporation ("Articles"), the undersigned Subscriber 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 Aquarina Residents' 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

PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of the Association shall be 208 Osprey Villas Court, Melbourne Beach, Florida 32951.

ARTICLE IV

REGISTERED OFFICE AND AGENT

A. Van Catterton, Jr., whose address is 1990 West New Haven Avenue, Suite 104, Melbourne, Florida 32904, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

The purposes of the Association are to enforce the terms and provisions of the Declaration of Conditions, and Restrictions for Aquarina dated May 18, 1983 and recorded in Official Record Book 2434, Pages 1145 through 1212; as amended May 10, 1984 and recorded in Official Records Book 2538, Pages 1312 through 1315; as amended May 29, 1986 and recorded in Official Records Book 2704, Pages 1553 through 1562; as amended October 1, 1991 and recorded in Official Records Book 3160, Pages 1509 through 1511; as amended April 8, 1993 and recorded in Official Records Book 3298, Pages 2217 through 2220; as amended December 13, 1994 and recorded in Official Records Book 3449, Pages 0264 through 0273; as amended December 30, 2000 and recorded in Official Records Book 4276, Pages 0458 through 0463; all in the Public Records of Brevard County, Florida ("Declaration"), and such other purposes as may be permitted by law.

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 shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida. 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 law, 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 Members. The duties and powers of the Association shall be exercised by the Board of Directors unless provided otherwise in these Articles of Incorporation or the Bylaws, and shall include, without limitation, the following:

(a) To engage in activities which will actively foster, promote, and advance the common interests of all Members of the Association;

(b) To acquire (by gift, purchase or otherwise), manage, control, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property for which the Association by rule, regulation or contract may have a right or duty to engage in such activities;

(c) To borrow money, and mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) To enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under these Articles or the Bylaws;

(e) To fix, levy, collect and enforce payment of, by any lawful means, all charges, fines, assessments or dues pursuant to the terms of these Articles or the Bylaws; to pay all expenses in connection therewith and all administrative and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(f) To enter into, make, perform, or enforce contracts of every kind and description, and to perform all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(g) To adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association: provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation;

(h) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

(i) To accept and act upon an assignment from any owner(s) of Aquarina of the right to enforce the Declaration.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article VI are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article VI.

ARTICLE VI

MEMBERSHIP

The qualifications for and other matters affecting membership in the Association shall be as regulated by the Bylaws, as the same may be amended from time to time, provided that, in all events, membership shall be voluntary.

ARTICLE VII

VOTING RIGHTS

The voting rights of members in the Association shall be as set forth in the Bylaws, as the same may be amended from time to time.

ARTICLE VIII

BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors. The initial Board shall be comprised of three (3) members. The manner in which directors are to be elected or appointed, including the term of office, removal and filling of vacancies of the Board, shall be as set forth in the Bylaws.

The names and addresses of the initial members of the Board shall be:

Thomas A. McMullen
208 Osprey Villas Court
Melbourne Beach, Florida 32951

Paul C. Barry
213 Osprey Villas Court
Melbourne Beach, Florida 32951

Richard L. Geach
290 Hammock Shore Drive
Melbourne Beach, Florida 32951

ARTICLE IX

OFFICERS

The affairs of the Association shall be administered by its officers under the direction of the Board. The officers of the Association shall include a President, a Secretary, a Treasurer and such other officers as the Board, in its reasonable discretion, deem advisable from time to time. The officers shall be elected by the Board.

ARTICLE X

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, or appeal therefrom (including settlement of any suit or proceeding, if approved by the Board) 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 that capacity, in good faith, on behalf 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. The Association may, but shall not be obligated to, maintain adequate general liability and officers, and directors; liability insurance to fund this obligation, if such insurance is reasonably available.

ARTICLE XI

BYLAWS

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

ARTICLE XII

AMENDMENTS

These Articles may be amended by the affirmative vote of a majority of the Board. However, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause. No amendment shall be effective until filed with the office of the Secretary of State of Florida. No amendment may impair the validity or priority of the lien of any

mortgage granted by the Association or impair the rights granted to any mortgagee herein without the prior written consent of such mortgagee.

ARTICLE XIII

SUBSCRIBERS

The names and addresses of the Subscribers to these Articles of Incorporation are:

Thomas A. McMullen
208 Osprey Villas Court
Melbourne Beach, Florida 32951

Paul C. Barry
213 Osprey Villas Court
Melbourne Beach, Florida 32951

Richard L. Geach
290 Hammock Shore Drive
Melbourne Beach, Florida 32951

ARTICLE XIV

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, in the discretion of the Board of Governors, be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

ARTICLE XIV

DISSOLUTION

In the event the Association is intentionally dissolved for the purpose of winding up its affairs, then after the claims of creditors of the Association have been satisfied from the assets of the Association or otherwise, the remaining assets of the Association shall be dedicated to a public body or conveyed to a not-for-profit corporation, as defined in Chapter 617, Florida Statutes, as amended, with similar purposes, as the Board of Governors of the Association shall determine in their sole discretion.

IN WITNESS WHEREOF, the undersigned Subscriber has caused these presents to be executed as of the 12 day of July, 2001.

Thomas A. McMullen
Thomas A. McMullen

Paul C. Barry
Paul C. Barry

Richard L. Geach
Richard L. Geach

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.

Aquarina Residents' Association, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 1990 West New Haven Avenue, Suite 104, Melbourne, Florida 32904, has named A. Van Catterton, Jr., 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.

A. Van Catterton, Jr.
A. Van Catterton, Jr.
Registered Agent

Date: 7/19/01

Aquarina.art

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