



# No10000006818

ACCOUNT NO. : 072100000032

REFERENCE : 590036 : 3460C

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pizots*

ORDER DATE : September 24, 2001

ORDER TIME : 12:04 PM

ORDER NO. : 590036-005

CUSTOMER NO: 3460C

200004610882-3

CUSTOMER: Claire Scott, Legal Assistant  
Robert W. Stewart, P.a.

Suite 1006  
999 Brickel Ave  
Miami, FL 33131

DOMESTIC FILING

NAME: THE COVENTRY HOMEOWNER'S  
ASSOCIATION, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP  
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

703

W01-22235

FILED  
2001 SEP 25 PM 4:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
01 SEP 25 PM 12:56  
DIVISION OF CORPORATIONS

*JS* 9/26/01



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

FILED

2001 SEP 25 PM 4:47

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

September 25, 2001

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: THE COVENTRY HOMEOWNER'S ASSOCIATION, INC.  
Ref. Number: W01000022235

We have received your document for THE COVENTRY HOMEOWNER'S 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:

Article 12 states there will be 1 director(s), whereas 3 is/are listed.

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) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 401A00053398

RECEIVED

01 SEP 25 PM

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**THE COVENTRY HOMEOWNER'S ASSOCIATION, INC.**

**FILED**  
2001 SEP 25 PM 4:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, being the incorporator hereinafter named, hereby executes these articles of incorporation for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida.

**ARTICLE I.**

**NAME**

The name of the corporation is THE COVENTRY HOMEOWNER'S ASSOCIATION, INC. For convenience, the corporation will be referred to in this instrument as the Association.

**ARTICLE II.**

**STREET ADDRESS; MAILING ADDRESS**

The street address of the initial principal office of the Association, and the initial mailing address of the Association, are: 1401 Brickell Avenue, Suite 340, Miami, Florida 33131.

**ARTICLE III.**

**GENERAL PURPOSES**

The general purposes for which the Association is initially organized are:

(a) To carry out and accomplish the purposes described in the declaration of covenants, easements and restrictions recorded or to be recorded in the Public Records of Volusia County, Florida for the residential real estate development known as Coventry (the

"Development"), and to manage, maintain, operate, own properties in the Development and perform other duties relating to the common benefit of the lots and the lot owners in the Development. Future phases or units of the Development may be brought within the jurisdiction of the Association by the recording in the Public Records of Volusia County, Florida, of declarations of covenants, easements and restrictions executed by the Developer (as defined herein), which contain statements submitting such phases or units to the jurisdiction of the Association, and it shall not be necessary to amend these Articles of Incorporation in order to bring such future phases or units within the jurisdiction of the Association.

(b) To operate without profit for the sole and exclusive benefit of its members.

#### **ARTICLE 4**

##### **ELECTION OF DIRECTORS**

The method of election of directors shall be as stated in the by-laws.

#### **ARTICLE 5**

##### **CORPORATE POWERS**

There is no provision in these articles of incorporation which limits in any manner the corporate powers authorized under Chapter 617, Florida Statutes.

## **ARTICLE 6**

### **REGISTERED OFFICE**

The Street address of the Association's initial registered office and the name of its initial registered agent at that address is: ROBERT W. STEWART, P.A., 999 Brickell Avenue, Suite #1006, Miami, Florida 33131.

## **ARTICLE 7**

### **INCORPORATOR**

The name and address of the incorporator is:

WILLIAM N. ROSS  
1401 Brickell Avenue, Suite #340  
Miami, Florida 33131

## **ARTICLE 8**

### **DURATION**

The duration of this the Association is perpetual. The date and time of commencement of the corporate existence is the time of filing of these articles of incorporation by the Department of State of the State of Florida.

## **ARTICLE 9**

### **GENERAL POWERS**

The Association shall have the following general powers:

(a) All common law powers of a corporation not for profit and all statutory powers enumerated in Chapter 617, Florida Statutes, and any successor statute.

(b) The power to administer and enforce the provisions of the Declarations of Covenants and Restrictions described in Article III above (the "Declarations") and all powers reasonably necessary to carry out the responsibilities and duties conferred upon the Association by the Declarations, as they may be amended and supplemented from time to time, including but not limited to, the following:

(1) To promulgate and enforce rules and regulations to carry out the purposes for which the Association is organized;

(2) To hold, manage and maintain real property acquired by the Association from the Developer of the Development;

(3) To levy and collect assessments against lots and lot owners in the Development to defray the expense of carrying out the objects and purposes of the Association and to create reasonable reserves for such expenditures;

(4) To own, maintain, repair, replace, operate and manage the property owned or accepted by the Association, including the right to reconstruct improvements after casualty and to make and construct additional improvements upon the property owned or accepted by the Association to the extent permitted by the Declarations;

(5) To purchase insurance upon the property and improvements owned or accepted by the Association and to purchase insurance for the protection of the Association and its members;

(6) To pay taxes and other charges, if any, on or against property owned or accepted by the Association.

(c) To perform all acts necessary for the accomplishment of the purposes for which the Association is organized, to the extent that the same are not forbidden by the Declarations, by these articles of incorporation, or by the laws of the State of Florida.

(d) To operate, maintain and manage any surface water or stormwater management system in a manner consistent with the requirements for such system imposed by any governmental agency having jurisdiction thereof.

(e) To assist in the enforcement of the restrictions, easements and covenants contained in the Declaration.

(f) To 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. 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.

(g) To levy and collect adequate assessments, in amounts to be determined by the Association's board of directors, for the maintenance of all fences and signs, including entrance signs and signage and sign structures at the entrances to the Development.

## **ARTICLE 10**

### **MEMBERS**

The membership of the Association shall consist of all owners of platted lots of record in the Development, including Eaton Properties, Inc., a Florida corporation, or its successor in interest (hereinafter, collectively the "Developer"). The Developer shall be entitled to membership in the Association along with other lot owners as long as the Developer owns either (i) one or more of such platted lots, or (ii) any unplatted lands located within or to be developed as part of the Development in Volusia County, Volusia County, Florida. The qualifications of members and the termination of the membership shall be as set forth in the above-described Declarations and as further defined in any by-laws, rules and regulations promulgated by the Association. Membership interests shall not be assigned, hypothecated or otherwise transferred in any manner except as an appurtenance to a platted lot.

## **ARTICLE 11**

### **VOTING AND ASSESSMENTS**

Each lot owner shall have minimum of one vote. A lot owner (including the Developer) owning more than one lot shall have a vote for each lot owned. Each lot in multiple ownership shall, notwithstanding such multiple ownership, be entitled to only one vote per lot. The Developer shall have the right to appoint a majority of the Board of



Directors of the Association until such time as the Developer has developed and sold all lands within the Development, as defined in the zoning ordinances or regulations of Volusia County, Florida (as amended from time to time).

## **ARTICLE 12**

### **DIRECTORS**

The number of directors constituting the initial Board of Directors of the corporation is three (3) and the name and address of the person who is to serve as the member thereof is as follows:

TERESA A. PENICHET, 1401 Brickell Avenue, Suite 340, Miami, Fl. 33131;  
WILLIAM N. ROSS, 1401 Brickell Avenue, Suite 340, Miami, Fl. 33131; and  
JOSEPH A. SENKER, 1401 Brickell Avenue, Suite 340, Miami, Fl. 33131.

## **ARTICLE 13**

### **OFFICERS**

The affairs of the Association shall be managed by a President, a Secretary and a Treasurer, and such other officers as are elected from time to time by the board of directors. The officers shall be elected by the board of directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the board of directors. The name and address of the persons who shall serve in such offices until such successors are designated by the board of directors are as follows:

WILLIAM N. ROSS	-	PRESIDENT
TERESA A. PENICHET	-	SECRETARY
JOSEPH A. SENKER	-	TREASURER

## **ARTICLE 14**

### **BYLAWS**

The first bylaws of the Association shall be adopted by the board of directors thereof and may be altered, amended or rescinded by the board of directors in the manner provided for in such bylaws.

## **ARTICLE 15**

### **AMENDMENTS**

Except as otherwise herein provided, amendments to the articles of incorporation shall be proposed and adopted in the following manner:

(a) Any amendment may be proposed by the board of directors of the Association acting upon a vote of a majority of the directors, or by members of the Association to whose lots no less than fifty percent (50%) of the total votes are appurtenant, whether meeting as members or by instrument in writing signed by them.

(b) Upon any amendment or amendments to these articles of incorporation being proposed by the said board of directors or members as aforesaid, such proposed amendment or amendments shall be transmitted in reasonably detailed form to the president of the Association or such other officer of the Association who shall be acting on behalf of the Association in the absence of the president. The president or other acting officer of the Association shall thereupon call a special meeting of the members of the Association for a day no sooner than ten (10) days nor later than thirty (30) days from the receipt of the

proposed amendment or amendments in reasonably detailed form. Such notice shall be mailed to or delivered personally to each member not less than ten (10) or more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, postage prepaid, addressed to the member at his or her post office address as it appears on the records of the Association. 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. In order to become effective, the proposed amendment or amendments must be approved by the affirmative vote of no less than a majority of the total votes appurtenant to all lots subject to Association assessment.

(c) At any meeting held to consider any amendment or amendments of these articles of incorporation, the written vote of any member of the Association presented at such meeting 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 Association at or prior to such meeting.

(d) No amendment of these Articles shall be made that is in conflict with the Declarations or any subsequent declaration of covenants

and restrictions recorded in the Public Records of Volusia County, Florida, with respect to the Development.

(e) Anything to the contrary hereinabove notwithstanding, for as long as the Developer is a member of the Association, no rights or interests granted by these articles to the Developer may be amended or limited without the written consent of the Developer.

## **ARTICLE 16**

### **INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association against all expense and liability, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer at the time such expenses are incurred, except when a director or officer is adjudged guilty of wilful misfeasance or gross negligence in the performance of his or her duties; provided that in the event of a settlement, the indemnification shall apply only when the board of directors approves such settlement 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.

## **ARTICLE 17**

### **DISSOLUTION**

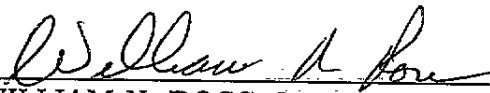
(a) Upon the dissolution of the Association, all of its assets remaining after provision for payment to creditors and payment of all costs and expenses of such dissolution shall be distributed to the members of the Association, each member's share of the assets to be determined by multiplying such remaining assets by a fraction, the numerator of which is the total of all amounts assessed by the Association since its organization against the property which is owned by the members at the time and the denominator of which is the total amount (excluding penalties and interest) assessed by the Association against all properties which at the time of dissolution are part of the Development. The year of dissolution shall count as a whole year for purposes of the preceding fractions.

(b) The Association may be voluntarily dissolved only upon a resolution to that effect being approved by no less than two-thirds ( $2/3$ ) of the members of the board of directors and by no less than seventy-five percent (75%) of the members of the Association, and upon compliance with any and all other requirements of Florida law in effect at the time of dissolution.

(c) 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 shall be transferred

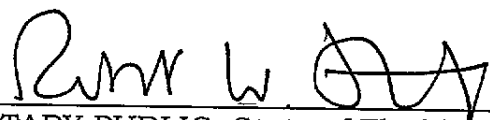
to and accepted by an entity which can comply with Section 40C-42.027, Fla. Admin. Code and is approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

In witness whereof, these Articles of Incorporation have been executed this 20<sup>th</sup> day of September, 2001.

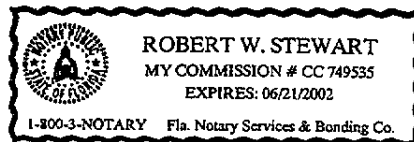
  
WILLIAM N. ROSS, Incorporator

STATE OF FLORIDA                     )  
  )SS:  
COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of September, 2001, by WILLIAM N. ROSS, who is personally known to me and who did take an oath.

  
NOTARY PUBLIC, State of Florida  
At Large

My Commission Expires:



**REGISTERED AGENT ACKNOWLEDGMENT**

The undersigned hereby accepts appointment as registered agent for the above corporation and affirms that it is familiar with, and accepts, the obligations of that position.

ROBERT W. STEWART, P.A.

BY:

Robert W. Stewart  
ROBERT W. STEWART, President

FILED  
2001 SEP 25 PM 4:47  
SECRETARY OF STATE  
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