

No 2000002639

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2002 APR 11 AM 10:14

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Holland & Knight LLP
Requester's Name
315 So. Calhoun Street
Address
425-5675
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Terra Del Sol Improvement Assoc Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☒ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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Examiner's Initials

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**ARTICLES OF INCORPORATION
OF
TERRA DEL SOL IMPROVEMENT ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirement of Chapter 617, Florida Statutes, the undersigned have this day voluntarily executed for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is TERRA DEL SOL IMPROVEMENT ASSOCIATION, INC. ("Association").

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and the mailing address of the Association shall be:

1499 South Harbor City Boulevard
Suite 201
Melbourne, FL 32901

ARTICLE III

RESIDENT AGENT

The street address of the initial registered office of the Association is 1499 South Harbor City Boulevard, Suite 201, Melbourne, Florida 32901 and the name of its initial registered agent at such address is William C. Potter.

ARTICLE IV

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 V

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to its members. The Association is formed to provide for the improvement and maintenance, of Terra Del Sol, an unrecorded subdivision of Section 8, Township 28 South, Range 37 East, Brevard County, Florida, (the "Property"). The Association may, unless otherwise provided by law:

(a) exercise all the powers and privileges and perform all the duties and obligations of the Association as set forth herein, applicable to the Property;

(b) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(c) have and exercise any and all powers, rights and privileges that a corporation organized under the laws of Florida applicable to corporations not for profit may now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any portion of the Property may be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a portion of the Property.

ARTICLE VII

VOTING RIGHTS

The Association shall have voting membership as follows:

Members shall be all owners of a portion of the Property who comply with the qualifications for membership set forth in the By-Laws of the Association and who elect to become members in accordance with said By-Laws. Members shall be entitled to one (1) vote. When more than one person or entity holds an ownership interest, each such person or entity shall be a member, but the single vote of such members with respect to the parcel owned by them shall be exercised as they, among themselves, determine. However, in no event shall more than one (1) vote be cast with respect to any parcel which is owned by more than one person or entity.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who shall be members. The initial number of Directors shall be three (3). At the first annual meeting and at each subsequent annual meeting, the members shall elect the Directors for a term of one year. The name and address of the people who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
William C. Potter	1499 South Harbor City Boulevard Suite 201 Melbourne, FL 32901
Steven J. Morgan	3303 Calle Del Mar Melbourne, FL 32904
Catherine A. Ford	3308 Calle Del Mar Melbourne, FL 32904

The method of the election of the directors shall be stated in the By-Laws.

ARTICLE IX

OFFICERS

The names of the officers who are to serve until the selection of their successors are:

Steven J. Morgan	President
William C. Potter	Secretary/Treasurer

The method of election, duties for each officer, and terms of office for each officer shall be stated in the By-Laws.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent of not less than sixty-seven percent (67%) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those

for which the Association was created. In the event that acceptance of the dedication is refused, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization devoted to similar purposes.

ARTICLE XI

AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in accordance with its By-Laws. The initial By-Laws shall be adopted by the Board of Directors who shall have the power to alter, amend or repeal the By-Laws or adopt new By-Laws.

ARTICLE XII

INCORPORATORS

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
William C. Potter	1499 South Harbor City Boulevard Suite 201 Melbourne, FL 32901
Steven J. Morgan	3303 Calle Del Mar Melbourne, FL 32904
Catherine A. Ford	3308 Calle Del Mar Melbourne, FL 32904

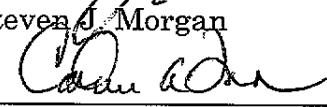
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of Florida, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 31st day of March, 2002.



William C. Potter



Steven J. Morgan



Catherine A. Ford

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

TERRA DEL SOL IMPROVEMENT ASSOCIATION, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That the TERRA DEL SOL IMPROVEMENT ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at 1499 South Harbor City Boulevard, Suite 201, Melbourne, Florida 32901, has named William C. Potter whose address is 1499 South Harbor City Boulevard, Suite 201, Melbourne, Florida 32901, as its agent to accept service of process within this state.

TERRA DEL SOL IMPROVEMENT
ASSOCIATION, INC.

By: 

Dated: March 31, 2002

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not For Profit Corporation Act relative to keeping open the registered office.


William C. Potter

Dated: March 31st, 2002

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