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FLORIDA NON-PROFIT CORPORATION

VICTORIA PLANTATION PROPERTY OWNERS' ASSOCIATION, IN

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H02000241256 5

02 DEC 26 AM 8:43

**ARTICLES OF INCORPORATION
OF
VICTORIA PLANTATION PROPERTY OWNERS' ASSOCIATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned by these Articles of Incorporation associate themselves for the purpose of forming a corporation not-for-profit, pursuant to the provisions of Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be Victoria Plantation Property Owners' Association, Inc. For convenience, the corporation will be referred to in this instrument as the Association. The principal place of business shall be 1850 43rd Avenue, Vero Beach, Florida 32960, until changed by the owners at the first meeting.

**ARTICLE II
PURPOSES**

2.1 The purpose for which the Association is organized is to provide an entity to uphold, maintain and promote the property interests and rights of its members who are the owners of single-family residential/agricultural lots in a residential community known as Victoria Plantation and which community is located within the boundaries of the real property located in Indian River County, Florida, and described in Exhibit "A", attached (the "Property")

2.2 The Association will make no distribution of income to its members, directors or officers.

**ARTICLE III
POWERS**

The Association shall have all of the powers and privileges granted to associations not-for-profit under the laws of the State of Florida and shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including but not limited to the following:

3.1 To promote the safety and health of members of the Association and their property interests and rights by providing, improving and maintaining lighting, streets and right-of-way areas, utility easements, walls and entrance ways, drainage facilities, sewage lines, landscaping in and around the areas listed in this sub-article, and such other and further similar type services as may be reasonably necessary or desirable in Victoria Plantation.

3.2 To purchase insurance for properties owned by the Association; and insurance for the protection of the Association and its members, officers and directors.

3.3 To make and establish rules, regulations, covenants and restrictions governing the use and maintenance of property located within Victoria Plantation.

3.4 To amend, modify or change any covenants and restrictions which are, have been, or may be applicable to Victoria Plantation.

3.5 To enforce the provisions of any covenants or restrictions in any manner provided by law which are or may be made applicable to the property located within Victoria Plantation and which may be adopted from time to time as provided in the Declaration of Covenants, Conditions and Restrictions Victoria Plantation, as they may exist from time to time.

EXHIBIT B

H02000241256 5

HO2000241256 5

3.6 — 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 number 40-061-86092-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

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 TERM

The Association shall have perpetual existence.

ARTICLE V DISSOLUTION

In the event of dissolution or final liquidation of the Association, the assets, both real and personal of the Association, shall be dedicated to any appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the Declaration unless made in according with the provisions of such Declaration or any recorded deed.

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, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE VI MEMBERS

Membership in the Association shall be established by the acquisition of the fee simple title to real property lying within the confines of Victoria Plantation. Membership in the Association shall be automatically terminated upon a member being divested of the fee simple title to said real property.

ARTICLE VII BOARD OF DIRECTORS

7.1 The affairs of the Association shall be managed by a Board of Directors consisting of not more than five (5) nor less than three (3) persons who shall each be members of the Association.

7.2 The Directors of the Association shall be elected by the members at the annual meeting of the members pursuant to Bylaws adopted by the Board of Directors.

7.3 The names and addresses of the members of the first Board of Directors who shall hold office until their successor(s) are elected and have qualified, or until removed, are as follows:

HO2000241256 5

H02000241256 5

<u>Name</u>	<u>Address</u>
George M. Beuttell	Post Office Box 2369 Vero Beach, FL 32960
Candace S. Beuttell	Post Office Box 2369 Vero Beach, FL 32960
William W. Caldwell	756 Beachland Boulevard Vero Beach, FL 32963

ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws of the Association. Said officers shall be elected by the Board of Directors annually and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers, who will serve until their successor(s) are designated, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
George M. Beuttell	Post Office Box 2369 Vero Beach, FL 32960	President
Candace S. Beuttell	Post Office Box 2369 Vero Beach, FL 32961	Vice President and Secretary

ARTICLE IX BYLAWS

The Bylaws of the Association may be adopted, amended, altered or rescinded by the Board of Directors.

ARTICLE X AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

10.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered as required by the Bylaws of the Association.

10.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association.

a. Such amendment must be approved by not less than a majority of the entire membership of the Board of Directors; and,

b. By not less than two-thirds (2/3) of the vote of the membership of the Association established by the By Laws.

H02000241256 5

HO2000241256 5

10.3 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded in the public records of Indian River County, Florida.

**ARTICLE XI
SUBSCRIBER**

The names and addresses of the subscriber of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
William W. Caldwell	Post Office Box 3686 Vero Beach, Florida 32964

**ARTICLE XII
RESIDENT AGENT**

The street address of the initial registered office of the Association is 756 Beachland Boulevard, Vero Beach, Florida 32963; and the name of the initial registered agent of the Association at that address is William W. Caldwell.

IN WITNESS WHEREOF, the subscribers have affixed their signatures, this 26th day of December, 2002.


William W. Caldwell

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 26th day of December, 2002, by William W. Caldwell, as the Subscriber to the Articles of Incorporation of Victoria Plantation Property Owners' Association, Inc., a Florida Corporation, on behalf of the Corporation. He is personally known to me or has produced _____ as identification and did (did not) take an oath.

Notary Public, State of Florida at Large.
My Commission expires:

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of VICTORIA PLANTATION PROPERTY OWNERS' ASSOCIATION, INC.


William W. Caldwell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA