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**ROSSWAY MOORE  
& TAYLOR**  
ATTORNEYS AND COUNSELORS AT LAW

THE OAK POINT PROFESSIONAL CENTER  
5070 NORTH HIGHWAY A-1A  
SUITE 200  
VERO BEACH, FLORIDA 32963

December 30, 2002

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\*ALSO ADMITTED IN  
THE DISTRICT OF COLUMBIA  
\*\*ALSO ADMITTED IN  
CALIFORNIA

JOHN E. MOORE, III\*  
BRADLEY W. ROSSWAY  
JAMES A. TAYLOR, III\*

LISA R. HAMILTON  
JULIANN N. HICKEY  
THOMAS W. TIERNEY\*\*

MICHAEL J. SWAN  
OF COUNSEL

**VIA FEDERAL EXPRESS NEXT DAY DELIVERY**

Secretary of State  
State of Florida  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

**RE: Eagle Trace Property Owners' Association of Vero Beach, Inc.**

Ladies and Gentlemen:

In regard to the above, please find enclosed the Articles of Incorporation for filing with the Secretary of State's Office.

This firm's check in the amount of \$122.50 is also enclosed to cover your filing fee, the Registered Agent fee, and the certified copy fee.

Thank you for your assistance and for returning your Certificate of Filing and the Certified Copy of the Articles of Incorporation to this office in the enclosed, pre-prepared Federal Express return envelope.

Sincerely,

J. Atwood Taylor, III

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Encs.

CC: Mr. Richard Astrom, w/encs.

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**ARTICLES OF INCORPORATION  
OF  
EAGLE TRACE  
PROPERTY OWNERS' ASSOCIATION OF VERO BEACH, INC.**

The undersigned incorporator hereby forms a not-for-profit corporation under Chapter 617 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be as follows:

**EAGLE TRACE PROPERTY OWNERS' ASSOCIATION OF VERO BEACH, INC.**

The principal place of business of this corporation (hereinafter referred to as either the "corporation" or as the "Association") shall be c/o 2921 Northwest 6<sup>th</sup> Avenue, Miami, Florida 33127, and the mailing address shall be the same.

**ARTICLE II. PURPOSE OF POWERS**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential Lots and Common Area within that certain tract of property described as:

See EXHIBIT "A" attached hereto and incorporated herein by reference;

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions for Eagle Trace (hereinafter referred to as the "Declaration"), applicable to the property and to be recorded in the Office of the Clerk of the Circuit Court of Indian River County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office 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;

(c) 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;

(d) borrow money, and with the asset of two-thirds (2/3rds) of the voting interests of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the two-thirds (2/3rds) of the voting interests of the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of the voting interests of the members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of the voting interests of the members;

(g) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Florida Not-for-Profit Corporation Act by law may now or thereafter have or exercise.

(h) 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 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants, Conditions, 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 III. MEMBERSHIP**

Every person or entity, who is a record owner of a fee or undivided fee interest of any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the

performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

#### **ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be 5070 North Highway A-1-A, Suite 200, Vero Beach, Florida 32963, and the name of the initial registered agent of the corporation at that address is **J. ATWOOD TAYLOR, III.**

#### **ARTICLE V. TERM OF EXISTENCE**

This corporation shall be deemed to exist and its operation commenced upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida, Tallahassee, Florida. This corporation is to exist perpetually.

#### **ARTICLE VI. VOTING RIGHTS**

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

**Class A.** Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

**Class B.** The Class B member shall be the Declarant, as defined in the Declaration, and shall be entitled to four (4) votes for each Lot owned.

#### **ARTICLE VII. DISSOLUTION**

The Association may be dissolved with the assent given in writing and executed by not less than eighty (80.0%) percent of the voting interests 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 this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust or other organization to be devoted to such similar purposes.

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 that 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 VIII. BOARD OF DIRECTORS**

This corporation shall have initially three (3) directors. The names and street addresses of the initial directors are as follows:

**RICHARD ASTROM - Director**  
2921 N.W. 6<sup>th</sup> Avenue  
Miami, Florida 33127

**CHRISTOPHER ASTROM - Director**  
2921 N.W. 6<sup>th</sup> Avenue  
Miami, Florida 33127

**BRAULIO GUTIERREZ - Director**  
2921 N.W. 6<sup>th</sup> Avenue  
Miami, Florida 33127

The manner in which the directors shall be elected shall be as specified and set forth in the By-Laws adopted by the corporation.

#### **ARTICLE IX. AMENDMENTS**

Amendment of these Articles shall require the assent of seventy-five (75%) percent of the voting interests of the members. The right to amend the By-Laws shall be vested in the members as set forth therein.

#### **ARTICLE X. INCORPORATOR**

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

**ROSSWAY MOORE & TAYLOR**  
c/o J. Atwood Taylor, III  
5070 N. Highway A-1-A, Suite 200  
Vero Beach, Florida 32963.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on  
this 30<sup>th</sup> day of December, 2002.

ROSSWAY MOORE & TAYLOR

By:

  
\_\_\_\_\_  
J. ATWOOD TAYLOR, III

**EXHIBIT "A"**

**(Legal Description)**

# **EAGLE TRACE SUBDIVISION**

REPLAT OF THE PORTIONS OF TRACTS 17 & 18 IN THE SOUTH HALF OF SECTION 9, TOWNSHIP 32 SOUTH, RANGE 39 EAST, ACCORDING TO THE LAST GENERAL PLAT OF LANDS IN THE INDIAN RIVER FARMS COMPANY FILED IN THE OFFICES OF THE CLERK OF THE CIRCUIT COURT OF ST. LUCIE COUNTY, FLORIDA, RECORDED IN PLAT BOOK 2, PAGE 25, SAID LAND NOW LYING AND BEING IN INDIAN RIVER COUNTY, FLORIDA.



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**J. ATWOOD TAYLOR, III**, whose address is as follows: 5070 North Highway A-1-A, Suite 200, Vero Beach, Florida 32963, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, *Florida Statutes*, and other applicable law.

  
\_\_\_\_\_  
**J. ATWOOD TAYLOR, III**

Date: Dec. 30, 2002