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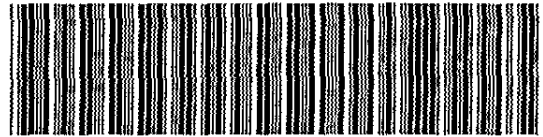
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SECRETARY OF STATE
ATLANTA, GEORGIA

W/S/27

JOHN H. EVANS, P. A.

ATTORNEYS AT LAW

1702 SOUTH WASHINGTON AVENUE
TITUSVILLE, FLORIDA 32780

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May 15, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Carousel Industrial Park Association, Inc.
Our File No.: JHE-5299

Dear Sir/Madam:

Enclosed find the original and one copy of the Articles of Incorporation for the above-captioned corporation, together with our check in the amount of \$70.00 to cover your filing fees. Please stamp the copy of the Articles with the date received at your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to be "JHE", written over the typed name "John H. Evans, Esquire".

John H. Evans, Esquire

JHE/jhs
Enclosures

ARTICLES OF INCORPORATION
OF
CAROUSEL INDUSTRIAL PARK ASSOCIATION, INC.
A NON-PROFIT CORPORATION

FILED
03 MAY 16 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with *Chapter 617 and Chapter 720 of the Florida Statutes (2001)*, as amended, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I: NAME

The name of this corporation shall be CAROUSEL INDUSTRIAL PARK ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II: DURATION

This Association shall have perpetual existence commencing upon the filing of these Articles with the Secretary of State of the State of Florida and shall exist in perpetuity.

ARTICLE III: PURPOSE

The Association does not contemplate pecuniary gain or profit to the Members thereof, and the purposes for which it is formed are to provide for the maintenance and preservation of Common Area within the Subdivision, as described in the Plat which will be recorded in the Public Records of Brevard County, Florida, and for such other properties as may be brought within the jurisdiction of the Association, including, but not limited to, the following specific purposes:

(a) 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;

(b) 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 & Restrictions, hereinafter called "Declaration", applicable to the property and to be recorded in the Public Records of Brevard 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, and in particular the purpose of the Association is to maintain all paved surfaces, shoulders of road, sanitary sewer lines, walls and drainage retention area as set forth in the Declaration;

(c) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration against Members of the Association;

(d) 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 and Restrictions which relate to the surface water or stormwater management system;

(e) 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;

(f) 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;

(g) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes as set forth in the By-Laws provided that any such merger, consolidation or annexation shall have the assent of the Members of the Association by a vote of a majority of a quorum of the Members of the Association present in person or by proxy at a meeting called for that purpose;

(h) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE IV: INCORPORATORS

The names and post office addresses of each incorporator to these Articles of Incorporation are as follows, to-wit:

Edwin E. Upthegrove
3300 Bobbi Lane
Titusville, Florida 32780

ARTICLE V: VOTING RIGHTS & MEMBERSHIP

Every person or entity who is a record owner of a fee interest in any Lot or Lot which is subject by covenants of record to assessment by the Association, including contract sellers, may 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. There shall be two (2) classes of membership as set forth in Article VI of the Declaration.

ARTICLE VI: NOTICE AND QUORUM FOR MEETINGS OF THE ASSOCIATION

Meetings of the Association shall be called by written notice sent to all Members not less than fourteen (14) days nor more than thirty (30) days prior to the meeting, and the notice shall set forth the purpose of the meeting. Presence at the meeting of Members or of proxies entitled to cast fifty percent (50%) of all votes of the membership shall constitute a quorum.

ARTICLE VII: BOARD OF DIRECTORS

The Board of Directors of this Association shall consist of not less than three (3) Directors, who need not be a Member of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association but shall never be less than three (3). The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Edwin E. Upthegrove
3300 Bobbi Lane
Titusville, Florida 32780

John H. Evans
1702 S. Washington Ave.
Titusville, Florida 32780

Ruth Densmore
390 Milford Point Rd.
Merritt Island, Florida 32952

At the first meeting the Members shall elect three (3) Directors to serve for a term of one (1) year each. The Declarant, EDWIN E. UPTHEGROVE, as Trustee, may retain control of the Board of Directors until such time as ninety percent (90%) of the Lots in CAROUSEL PARK are conveyed to third parties.

ARTICLE VIII: OFFICERS

The affairs of this Association shall be managed by the Officers which shall consist of a President, Vice-President, Secretary and Treasurer. The Officers shall be elected at the annual meeting of the Board of Directors and they shall serve for a term of one (1) year each. The names and addresses of the persons who are to act in the capacity of Officers until the selection of their successors are:

President/Vice President:
Treasurer/Secretary

EDWIN E. UPTHEGROVE
3300 Bobbi Lane
Titusville, Florida 32780

ARTICLE IX: BY-LAWS

The By-Laws of the Association shall be adopted, altered, amended or rescinded at a regular or special meeting of the Members of the Association, as set forth in the By-Laws.

ARTICLE X: AMENDMENT

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

ARTICLE XI: INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Association is 3300 Bobbi Lane, Titusville, Florida 32780, and the name of the initial registered agent of this Association at that address is Edwin E. Upthegrove. The registered office is also the principal office.

ARTICLE XII: DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) 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 the assets shall be granted, conveyed and assigned to any non-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 which would comply with Section 40-C42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation, this 14 day of ~~March~~ ^{May}, 2003.

I accept the duties of registered agent.


EDWIN E. UPTHEGROVE

INCORPORATOR/REGISTERED AGENT

**STATE OF FLORIDA
COUNTY OF BREVARD**

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **EDWIN E. UPTHEGROVE**, as **Trustee**, personally known to me to be the incorporator described in and who executed the foregoing Articles of Incorporation of **CAROUSEL INDUSTRIAL PARK ASSOCIATION, INC.**, and he acknowledged that he subscribed the said instrument for uses and purposes set forth herein.

WITNESS my hand and official seal this 14 day of ~~May~~^{June}, 2003.



Julie H. Smith
MY COMMISSION # CC868944 EXPIRES
July 23, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Julie H. Smith

Notary Public, State of Florida
My Commission expires:

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