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TALLAHASSEE, FLORIDA
03 MAY 21 AM 9:15

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Carlton Grove Duplex Homeowners Association, Inc., Not for Profit Corp.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Andrew A. Graham
Name (Printed or typed)

10 Suntree Place
Address

Melbourne, FL 32940
City, State & Zip

(321) 253-3405
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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CLERK OF STATE
TALLAHASSEE, FLORIDA
03 MAY 21 AM 9:15

**ARTICLES OF INCORPORATION
OF
CARLTON GROVE DUPLEX HOMEOWNERS ASSOCIATION, INC.**

A Florida Corporation Not For Profit

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I
Name**

The name of this corporation is Carlton Grove Duplex Homeowners Association, Inc., a Florida corporation not for profit (hereinafter called the "Association" in these Articles).

**ARTICLE II
Office and Registered Agent**

This Association's registered office is 10 Suntree Boulevard, Melbourne, Brevard County, Florida 32940, and its registered agent is Andrew A. Graham, who maintains a business office at 10 Suntree Place, Melbourne, Florida 32940. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III
Purpose**

This Association does not contemplate pecuniary gain or profit to its members and the specific purpose for which it is formed are to provide for the maintenance, preservation and control of all common areas and other residence lots within that certain tract of property known as Carlton Grove Duplexes in Melbourne, Brevard County, Florida.

**ARTICLE IV
Powers**

Without limitation this Association is empowered to:

- a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the "Declaration") applicable to the property and recorded or 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 in full, including the

maintenance and operation of the surface water management system, and the wastewater system.

- b) **Property.** In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, operate, convey, sell, lease, transfer, assign and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible in connection with this Association's affairs. 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 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.
- c) **Assessments.** Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration, adequate for the purposes expressed therein including the operation and maintenance of the surface water management system; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.
- d) **Costs.** Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property.
- e) **Borrowing.** Borrow money and, with the approval of two-thirds of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.
- f) **Dedications.** With the approval of three-fourths of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as seventy-five percent (75%) of the members determine.
- g) **Mergers.** With the approval of two-thirds (2/3) of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.
- h) **Rules.** From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, and Common Area, and members' responsibilities, consistent with the rights and duties established by the Declaration and these Articles.
- I) **General.** Have and exercise all common law rights, powers, and privileges and

those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power or privilege so granted.

- j) Enforcement. To enforce by legal means the obligations of the members of the Association and the provisions of the Declaration.

ARTICLE V

Membership

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of such title to such Lot. Each membership is transferred automatically by conveyance of title of a Lot.

ARTICLE VI

Voting Rights

Section 1 Voting. The Association shall have classes of voting membership:

Class A. So long as there is Class B membership, Class A members shall be all Owners, except Developer, and shall be entitled to one vote for each Lot owned. Upon termination of Class B membership, Class A members shall be all Owners, including Developer so long as Developer is an Owner, and each Owner shall be entitled to one vote for each Lot owned. If more than one (1) person owns an interest in any Lot, all such persons are members; but there may be only one (1) vote cast with respect to such Lot. Such vote may be exercised as the Owners determine among themselves; but no split vote is permitted.

Class B. The Class B member shall be the Developer and as long as there is a Class B voting membership the Developer shall be entitled to three (3) votes for each Lot owned. Class B membership shall cease and be converted to Class A membership and any Class B Lots then subject to the terms of this Declaration shall become Class A Lots upon the happening of any of the following events, whichever occurs earlier:

- a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, including Class B votes for a property annexed or planned for annexation by the Developer,

- b) on January 1, 2010, or,
- c) When the Developer waives in writing its right to Class B membership.

ARTICLE VII

Board of Directors

Section 1 This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be an odd number of three or more but not to exceed five (5). The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by written ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

Section 2 The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign or are removed, are:

Name: Andrew A. Graham
Clifford A. Graham
Walter E. Wells

Address: 10 Suntree Place
Melbourne, Florida 32940

ARTICLE VIII

Incorporator

The name and street address of the incorporator is:

Name: Andrew A. Graham

Address: 10 Suntree Place
Melbourne, Florida 32940

ARTICLE IX

Dissolution

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any similar nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. In no event; however, may any assets inure to the benefit of any member or other private individual. 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 X

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 XI

By-Laws

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of seventy-five percent (75%) of the votes of the members, except as to those provisions for Amendment to the By-Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments. As long as there is Class B membership, the Federal Housing Administration or the Veteran's Administration may veto amendments to the By-Laws.

ARTICLE XII

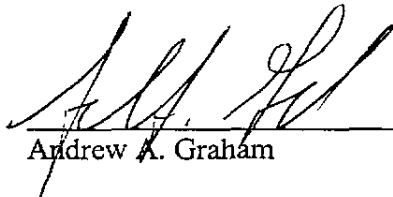
Amendments

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of seventy-five percent (75%) of the vote of the members, except as to those provisions for Amendment to the By-Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

ARTICLE XIII
Interpretation

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 19 day of May, 2003.



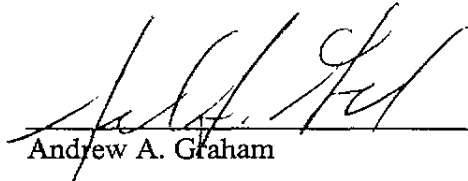
Andrew A. Graham

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHING THE STATE OF FLORIDA AND
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.**

Carlton Grove Duplex Homeowners Association, Inc., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at 10 Suntree Place, Melbourne, Florida 32940, County of Brevard, State of Florida, has named Andrew A. Graham, whose business office is 10 Suntree Place, Melbourne, Florida 32940, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 617.0503, relative to the proper and complete performance of my duties.



Andrew A. Graham

Date: 5/19/03

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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