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FLORIDA NON-PROFIT CORPORATION

Pelican Bay Estates Community Association, Inc.

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ARTICLES OF INCORPORATION
OF
PELICAN BAY ESTATES COMMUNITY ASSOCIATION, INC.
(A corporation not for profit under Chapter 617, Florida Statutes)

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ARTICLE I

Name and Principal Office Address

The name of this corporation shall be PELICAN BAY ESTATES COMMUNITY ASSOCIATION, INC. (hereinafter called the "Corporation"). The principal office address shall be 2085 S. Highway A1A, Vero Beach, Florida 32963, or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II

Purpose

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance and preservation of certain common areas within that certain tract of property located in Indian River County, Florida, known as PELICAN BAY ESTATES; to promote the health, safety, and welfare of the residents within the above-described property and any additional property as may be brought within the jurisdiction of this Corporation; and the Corporation shall have the proper authority to maintain and administer the community properties and facilities and to administer and enforce the covenants and restrictions as well as the collecting and disbursing of the assessments and charges hereinafter created so that the Corporation shall have the power:

(a) to exercise all of the powers and privileges and to perform all of the duties and obligations of Pelican Bay Estates Community Association, Inc. as set forth in that certain Declaration of Covenants, Conditions and Restrictions for PELICAN BAY ESTATES (hereinafter called the "Declaration"), applicable to the property and recorded or to be recorded in the Office of the Public Records of Indian River County 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;

Instrument Prepared By:
Gregg M. Casalino, Esq.
O'Haire Quinn & Candler
3111 Cardinal Drive
Vero Beach, FL 32963
(772) 231-6900
Florida Bar No. 0056250

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(b) to 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 Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

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

(d) to borrow money, 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) to 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 membership;

(f) to participate in mergers and consolidations with other not for profit corporations organized for the same purposes or annex additional residential property and Common Area as provided in the Declaration;

(g) to 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 hereafter have or exercise;

(h) to contract with third parties to perform the functions of the Corporation;

(i) to manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property for which the Corporation by rule, regulation, Declaration, or contract has a right or duty to provide such services;

(j) to enforce covenants, conditions, or restrictions affecting any property to the extent the Corporation may be authorized to do so under the Declaration or By-Laws;

(k) to engage in activities which will actively foster, promote, and advance the common interests of owners of Lots and Homes;

(l) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Corporation, with or in association with any other association, corporation, or other entity or agency, public or private;

(m) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(n) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for

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the proper management of the affairs of the Corporation, provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(o) to provide any and all supplemental municipal services as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article II are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of Article II.

ARTICLE III

Membership

(a) The Corporation shall be a membership corporation without certificates or shares of stock.

(b) The owner of each Lot or Unit subject to the Declaration shall be a member of the Corporation and shall be entitled to vote in accordance with the provisions set forth in the Declaration, except there shall be no vote for any Lot or Home owned by the Corporation. The manner of exercising voting rights shall be as set forth in the Declaration and the By-Laws of the Corporation.

(c) Change of membership in the Corporation shall be established by recording in the public records of Indian River County, Florida, a deed or other instrument establishing record title to a Lot or Unit subject to the Declaration. Written notice shall be given to the Corporation of such change in title. Upon such recordation, the owner designated by such Instrument shall become a member of the Corporation and the membership of the prior owner shall be terminated.

(d) The share of a member in the funds and assets of the Corporation cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of his Lot.

ARTICLE IV

Term

The existence of the Corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida, and shall be perpetual unless it is terminated by law or the Declaration which describes how the Corporation shall be terminated.

ARTICLE V

Name and Residence of Subscribers

The names of the Subscribers to these Articles of Incorporation are:

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Rodrick L. Schmidt
1605 South State Street - Suite 112
Champaign, IL 61820

ARTICLE VI

Officers

The affairs of the Corporation shall be managed by its Board of Directors, who shall be elected at the annual meeting of the Corporation. The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other Officers as the Board of Directors may from time to time designate, which Officers shall be elected annually by the Board of Directors. The names of the Officers who are to serve until the first election or appointment are as follows:

Rodrick L. Schmidt
1605 South State Street - Suite 112
Champaign, IL 61820
President

Michael J. Henneman
1605 South State Street - Suite 112
Champaign, IL 61820
Vice President

David F. Keeling
1605 South State Street - Suite 112
Champaign, IL 61820
Secretary/Treasurer

ARTICLE VII

Board of Directors

The affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) directors.

The names and addresses of the members of the Initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Rodrick L. Schmidt
1605 South State Street - Suite 112
Champaign, IL 61820

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Michael J. Henneman
1605 South State Street - Suite 112
Champaign, IL 61820

David F. Keeling
1605 South State Street - Suite 112
Champaign, IL 61820

ARTICLE VIII

By-Laws

The original By-Laws are to be made by the original Board of Directors. The same may thereafter be amended, altered, or rescinded only in accordance with the provisions of such By-Laws.

ARTICLE IX

Amendment of Articles

Amendments to the Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if members have been admitted, directing that it be submitted to a vote of the members at either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of directors, and the provisions for adoption by members shall not apply.

(b) Written notice consistent with the By-Laws of the Corporation setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon.

Any number of amendments may be submitted to the members and voted upon by them at one meeting.

If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall be adopted as though the above Article IX, Sections (a) through (c) had been satisfied.

The members shall not amend the Articles of Incorporation without an act of the directors.

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ARTICLE X

Registered Office

The registered agent for the service of process within this State shall be:

Gregg M. Casalino
3111 Cardinal Drive
Vero Beach, Florida 32963

ARTICLE XI

Definitions

All terms used herein which are not defined shall have the same meaning provided in the Declaration.

ARTICLE XII

Stormwater Management System

The Association shall operate, maintain and manage the surface water or stormwater management system in a manner consistent with the St. Johns River Water Management District permit no. 42061831021 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 the members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

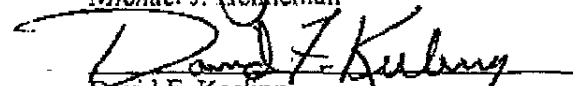
In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

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IN WITNESS WHEREOF, the Board of Directors have affixed their signature this 3rd day
of November, 2003.


Rodrick L. Schmidt


Michael J. Henneman


David F. Keeling

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of Pelican Bay
Estates Community Association, Inc.


Gregg M. Casalino

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