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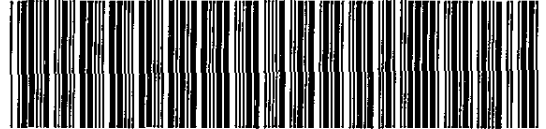
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February 14, 2005

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Verde Ranches Property Owner's Association, Inc.

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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TALLAHASSEE, FLORIDA

## **ARTICLES OF INCORPORATION**

**OF**

### **VERDE RANCHES PROPERTY OWNERS' ASSOCIATION, INC.**

(a Florida Corporation not for profit)

\*\*\*\*

The undersigned hereby associates for the purpose of forming a corporation not for profit under the laws of the State of Florida, pursuant to Florida Statutes 617, et seq., and hereby certify as follows:

#### **ARTICLE I**

##### **NAME**

The name of this Corporation shall be VERDE RANCHES PROPERTY OWNERS' ASSOCIATION, INC.

#### **ARTICLE II**

##### **PURPOSES AND POWERS**

The purposes for which this Corporation is being formed are as follows:

1. The specific and primary purpose for which this Corporation is organized is to provide a governing entity for a property owner's association.
2. The general purposes for which this Corporation is being organized is to provide for all powers and rights of not-for-profit corporations as recognized by Florida Law, Chapter 617.
3. This Corporation is organized and operated exclusively for association and other non-profit purposes, and no part of any net earnings shall inure to the benefit of any member, director or officer of the Corporation.
4. This Corporation shall have and exercise all rights and powers conferred upon similar corporations under the laws of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs 1 through 3 of this Article.

#### **ARTICLE III**

##### **TERM**

This Corporation shall come into being upon the filing of the Articles of Incorporation with the Secretary of State, State of Florida, and shall have perpetual existence, unless earlier terminated by operation of law or as provided in these Articles or the By-Laws of the Corporation.

#### **ARTICLE IV** **MEMBERS**

The members of this corporation shall consist of those persons who are property owners in Verde Ranches Planned Development. The authorized number, specific qualifications and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the By-Laws of this Corporation.

#### **ARTICLE V** **SUBSCRIBERS**

The name and address of the subscriber to these Articles of Incorporation is:

Karen Swanson  
3001 Ocean Drive, Suite 202  
Vero Beach, Florida 32963

#### **ARTICLE VI** **DIRECTORS/MANAGEMENT OF AFFAIRS**

Section 1. The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than one (1) nor more than five (5) persons. The first Board of Directors shall have one (1) member. In the future, the number on the Board of Directors will be determined from time to time in accordance with the provisions of the By-Laws of the Corporation.

Section 2. Directors shall be elected by the voting members in accordance with the By-Laws at the regular annual meeting of the membership of the Corporation or at any special meeting called for that express purpose. Directors shall be elected to serve for a term of three (3) years, as set forth in the By-Laws. In the event of a vacancy, the elected directors may appoint an additional Director to fill the vacancy for the balance of the term.

Section 3. All officers of the Corporation shall be elected by the Board of Directors in accordance with the By-Laws. The Board of Directors shall elect from the members a President, Vice-President, Treasurer and Secretary, and such other officers as the Board may deem desirable, consistent with the By-Laws. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The qualifications, the time and manner of electing, or appointing, officers, the duties of, the terms of office and the manner of removing officers shall be set forth in the By-Laws.

**ARTICLE VII**  
**OFFICERS, INITIAL OFFICE AND REGISTERED AGENT**

Subject to the direction of the Board of Directors, the affairs of the Corporation shall be administered by the officers who shall serve at the pleasure of the Board of Directors. The names of the officers who shall serve until the first election following the first Annual Meeting of the Board of Directors are as follows:

<u>NAME</u>	<u>TITLE</u>
Karen Swanson	President
	Secretary/Vice President/Treasurer

The principal place of business, mailing address and street address of the initial office of this Corporation is 3001 Ocean Drive, Suite 202, Vero Beach, Florida, 32963, and the name of the initial registered agent at that address is Karen Swanson.

**ARTICLE VIII**  
**FIRST BOARD OF DIRECTORS**

The first Board of Directors shall consist of one (1) person who shall hold office and serve until a successor is elected and qualified. The director's name and address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Karen Swanson	3001 Ocean Drive Suite 202 Vero Beach, Florida 32963

**ARTICLE IX**  
**INCOME FROM PUBLIC EVENTS**

If this Corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by non-members will be paid over to an organization which is exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code on an annual basis.

**ARTICLE X**  
**BY-LAWS**

The By-Laws of this Corporation will be hereinafter adopted by the Board of Directors of the Corporation at their first meeting. Such By-Laws may be amended or repealed, in whole or in part, by the Directors and consistent with the requirements of said By-Laws. Any amendments to the By-Laws shall be binding on all members of the Corporation.

**ARTICLE XI**  
**AMENDMENT OF THESE ARTICLES**

Section 1. Amendments to these Articles of Incorporation may be proposed by the Board of Directors or a majority of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission in writing and shall be filed by the Board of Directors or a majority of the members and delivered to the President, who shall thereupon call a special meeting of the Corporation, the notice of which shall be given in the manner provided in the By-Laws. An affirmative vote of a majority of all members of the Corporation shall be required for the requested alteration, amendment or rescission.

Section 2. Notwithstanding the foregoing provisions of this Article, amendment to these Articles shall be allowed consistent with the provisions of Florida Statutes 617, et seq., as same may be amended from time to time.

**ARTICLE XII**  
**DISSOLUTION OF CORPORATION**

This Corporation may be dissolved in the manner provided in Florida Statutes 617, et seq., in any manner permitted by law, or by the affirmative vote of three-fourths (3/4) of the Corporation's voting membership.

**ARTICLE XIII**  
**INDEMNIFICATION**

Every officer and every Director of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement thereof, to which he or she may be a part, or in which he or she may become involved, by reason of his or her being or having been a Director or Officer of the Corporation, whether or not he or she is a Director or Officer at which time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement is being made for the best interests of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which such Director or Officer may be entitled.

**ARTICLE XIV**  
**TITLES**

The titles to the Articles contained herein are for convenience purposes only and shall not be considered in the interpretation or the meaning of the provisions of these Articles of Incorporation.

IN WITNESS WHEREOF, the subscriber has hereunto set her hand and seal for the purposes therein expressed this 31 day of January, 2005.

Witness

Karen Swanson

Witness

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority duly authorized to take and administer oaths in the State and County aforesaid, personally appeared Karen Swanson, to me well known to be the subscriber described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she read the foregoing Articles of Incorporation, that she signed the same freely and voluntarily under no duress or undue influence as her own act, that she intends to abide by the terms and conditions therein expressed and that she signed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid this 31 day of January, 2005.

Notary Public

State of Florida at Large  
My Commission Expires:

OFFICIAL NOTARY SEAL  
ROGER W LAJOIE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC993111  
MY COMMISSION EXP. FEB. 3, 2005

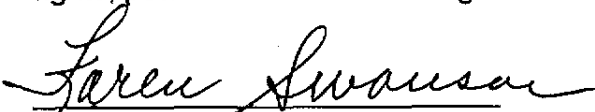
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR SERVICE OF PROCESS WITHIN  
THIS STATE AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance therewith:

THAT the not for profit Corporation, VERDE RANCHES PROPERTY OWNERS' ASSOCIATION, INC., is desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Vero Beach, County of Indian River, State of Florida, has named Karen Swanson as its Registered Agent to accept service of Process within this State, and whose street address is 3001 Ocean Drive, Suite 202, Vero Beach, Florida, 32963.

**ACKNOWLEDGEMENT**

Having been named to accept Service of Process for the above not for profit corporation at the place designated in this certificate, I hereby accept to act in this capacity and consent to being named as Registered Agent for the not for profit Corporation. I further agree to comply with the provisions of Florida Law concerning the rights, powers and duties of Registered Agents in the State of Florida.

  
\_\_\_\_\_  
Karen Swanson

  
\_\_\_\_\_  
Dated

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05 FEB 14 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA