

TRANSMITTAL LETTER

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

SUBJECT: SEBASTIAN LAKEVIEW ESTATES PROPERTY OWNER'S ASSOCIATION
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of
Status

ADDITIONAL COPY REQUIRED

FROM: Steven Lulich, Esq.

Name (Printed or typed)

1069 Main St.

Address

Sebastian, FL 32958

City, State & Zip

(772) 589-5500

Daytime Telephone number

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

APPROVED
AND
FILED

05 FEB 25 PM 12: 54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SEBASTIAN LAKEVIEW ESTATES PROPERTY OWNER'S ASSOCIATION, INC.**

The undersigned subscriber, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be the SEBASTIAN LAKEVIEW ESTATES PROPERTY OWNERS' ASSOCIATION, INC., which is hereinafter referred to as "the Association". The address of the principle office of the Association is 1069 Main Street, Sebastian, Florida 32958.

**ARTICLE II
PURPOSES, POWERS AND DEFINITIONS**

Section 1. Purposes and Powers.

(a) The objects and purposes of the Association are those objects and purposes as are authorized by the Dedication and Declarations of Restrictions for SEBASTIAN LAKEVIEW ESTATES, a subdivision recorded (or to be recorded) in the Public Records of Indian River County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to preserve the values and amenities in the property for the benefit of the members of the Association. The Association is not organized for profit, and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm or corporation.

(b) The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Developer) the powers and duties of the Association, except those which require specific approval of the Board of Directors or members. The Association shall have such powers as may be set forth in the By-Laws, and the Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general health and welfare of its membership.

Section 2. Surface Water or Stormwater Management System Duties; Powers; and Dissolution.

(a) 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 requirements and applicable St. Johns River Water Management District rules, and shall assist in the enforcement of the restrictions and covenants contained herein. The Association shall levy and collect adequate Assessments against lot owners for the costs of maintenance and operation of the Surface Water or Stormwater Management System. The Assessments shall be used for the maintenance and repair of the Surface Water or Stormwater Management System, including but not limited to work within retention areas, drainage structures and drainage easements.

(b) 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 Rule 40C-42.027, Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

Section 3. Definitions. The following words when used in these Articles (unless the context shall prohibit) shall have the following meanings:

(a) "Assessment" means and refers to a share of the funds required for payment of the expenses of the Association, which funds shall be assessed against a lot owner from time to time.

(b) "Association" means and refers to the SEBASTIAN LAKEVIEW ESTATES Property Owners' Association, Inc., a Florida not-for-profit corporation.

(c) "Declaration" means and refers to the Dedication and Declaration of Restrictions for SEBASTIAN LAKEVIEW ESTATES, a subdivision as recorded in the Public Records of Indian River County, Florida and as the same may be amended from time to time.

(d) "Developer" means and refers to Sebastian Lakeview Estates, LLC, a Pennsylvania Limited Liability Company, as to which the rights of Developer hereunder are specifically assigned by written instrument recorded in the Public Records of Indian River County, Florida. The Developer may assign only a portion of its rights, hereunder, or all or a portion of such rights in connection with appropriate portions of the Property. In the event of such a partial assignment of its rights, the assignee shall not be deemed the Developer, but may exercise such rights of Developer specifically assigned to it. Any such assignment may be made on a non-exclusive basis. A lot purchaser, lot owner or a lot mortgagee shall not be deemed to be the Developer by the mere act of purchase or mortgage of a lot.

(e) "Entitled to Vote" means and refers to that lot owner entitled to a vote for a lot at an Association meeting. If more than one person or legal entity shall own a lot, the owners thereof shall determine among themselves who shall be the member entitled to vote. Said determination shall be manifested upon a voting certificate, signed by all owners of said lot, and given to the Association Secretary for placement in the Association records. Notwithstanding anything contained herein, all lot owners whether entitled to vote or not are assured of all other privileges,

rights and obligations of Association membership and shall be members of the Association.

(f) "Member" means and refers to all those owners who are members of the Association as provided in the Declaration.

(g) "Owner" means and refers to the record owner, whether one or more persons or entities, of the fee simple title to any lot situated upon the property, but excluding anyone having an interest in a lot as security for the performance of an obligation. Owner shall include Developer as to each and every lot owned by Developer.

(h) "Plat" means and refers to the plat of SEBASTIAN LAKEVIEW ESTATES, a subdivision, recorded or to be recorded in the Public Records of Indian River County, Florida, together with any plat of additional land made subject to this Declaration and to the jurisdiction of the Association.

(i) "Property" means and refers to the real property described in the Declaration, and such additions thereto, as are now or hereafter made subject to the Declaration and to the jurisdiction of the Association.

(j) "Surface Water or Stormwater Management System" means and refers to a system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, over drainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges from the system, as permitted pursuant to Chapters 40C-4, 40C-40 or 40C-42, Florida Administrative Code.

ARTICLE III **MEMBERS**

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any lot shall be a member of the Association. Notwithstanding anything else to the contrary set forth in this Section 1, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member of the Association. Membership in the Association shall be appurtenant to each lot and may not be separated from ownership of said lot. The record title holder to each lot shall automatically become a member of the Association and shall be assured of all rights and privileges thereof upon presentation of a photographically or otherwise reproduced copy of said owners deed recorded in the Public Records of Indian River County, Florida to the Association Secretary for placement in the records of the Association. To the extent that said deed shall pass title to a new lot owner from an existing lot owner, membership in the Association shall be transferred from the existing lot owner to the new lot owner.

Section 2. Voting Rights. The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all those owners as defined in Article III, Section 1 with the exception of the Developer (as long as the Class B membership shall exist, and thereafter, the Developer shall be a Class A member to the extent it would otherwise qualify). Except as provided below, Class A members shall be entitled to one (1) vote for each lot in which they hold the interest required for membership by Article III, Section 1. When more than one person holds such interest or interest in any lot, all such persons shall be members but the vote for such lot shall be exercised only by that one person who is entitled to vote. In no event shall more than one vote be cast with respect to any such lot.

Class B. The Class B member shall be the Developer. The Class B member shall be entitled to one (1) vote, plus two (2) votes (for a total of three (3) votes) for each lot owned by the Developer. The Class B membership shall cease and terminate: 1) at such time as 90% of all lots to be ultimately subject (including future phases) to Association membership within the property have been sold and conveyed by the Developer; or 2) fifteen (15) years from the date of the first conveyance by Developer of a lot; or 3) sooner at the election of the Developer, whichever event shall first occur, whereupon the Class A members shall be obligated to elect the Board and assume control of the Association. Upon termination of the Class B membership as provided for herein, the Class B membership shall convert to Class A membership with voting strength as set forth above for Class A membership.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if 30% of the total number of votes that may be cast by members entitled to vote and in good standing shall be present or represented at the meeting either in person or by general or limited proxy.

Section 4. General Matters. When reference is made in these Articles of Incorporation, or in the By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of members entitled to vote and not of the members themselves.

ARTICLE IV **CORPORATE EXISTENCE**

The Association shall have perpetual existence. Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting. Directors may be individuals who are foreign nationals.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Fred Tropea	P.O. Box 448, Glen Mills, PA 19342	P, D, S, T

Notwithstanding any other provision contained in these Articles of Incorporation, until such time as the Class B membership shall terminate, the Developer shall have the absolute right to remove directors that the Developer has appointed and appoint successor directors without the consent, joinder or approval of any Class A members.

Section 3. Election of Members of Board of Directors. Except as otherwise provided herein and for the first Board of Directors, directors shall be elected by members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association residing on the property or shall be authorized representatives, officers or employees of corporate members of the Association, or designees of the Developer.

Section 4. Duration of Office. Except as provided in Article V, Section 2, hereof, members elected to the Board of Directors shall hold office until the next succeeding annual meeting of members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

ARTICLE VI
OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office for filling vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and address of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>NAME</u>	<u>TITLE</u>
Fred Tropea	Director
Fred Tropea	President, Treasurer, Secretary

ARTICLE VII
BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE VIII
AMENDMENTS

Section 1. Amendments. Amendments to these Articles of Incorporation shall be proposed by the Board of Directors and, after notice to members ten (10) days in advance of the meeting and in the manner provided for in Chapter 617 of the Florida Statutes setting forth the proposed amendment or a summary of the changes to be effected thereby, thereafter shall be submitted to a meeting for the membership of the Association for adoption or rejection by affirmative majority vote of 66 2/3 % of the members entitled to vote in person or by limited proxy.

Section 2. Conflict. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Fred Tropea, P.O. Box 448, Glen Mills, PA 19342.

ARTICLE X
INDEMNIFICATION

Section 1. Indemnification In Proceedings. Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved, other than an action by, or in the right of, the corporation, by reason of his being or having been a Director or Officer of the Association, or having served at the Association's request as a Director or Officer of any other corporation, whether or not he is a Director or Officer at the time such expenses are incurred regardless of or by whom the proceeding was brought, if he acted in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. In the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Director did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the corporation or, with respect to any criminal action or

proceeding, had reasonable cause to believe that his conduct was unlawful. No indemnification may be made pursuant to this Article X, Section 1, in relation to matters as to which any Director or Officer is adjudged to be liable for gross negligence or willful misconduct.

Section 2. Indemnification In Proceedings By Or In The Right Of The Association. The Association shall indemnify every Director and every Officer who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a Director, Officer, employee, or agent of the Association or is or was serving at the request of the Association as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Prepayment of Costs and Attorneys' Fees. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding, if authorized by all of the non-interested Directors and upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount, if it shall ultimately be determined that he is not to be indemnified by the Association, as authorized by these Articles of Incorporation.

Section 4. Indemnity Insurance. The Association shall have the power to purchase, at its expense, and maintain insurance on behalf of any individual who is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a director or officer of another organization at the request or direction of the Association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles of Incorporation.

Section 5. Amendment of Article. The provisions of this Article shall not be amended.

APPROVED
AND
FILED

05 FEB 25 PM 12:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE XI
REGISTERED AGENT**

Until changed, Daniel Spencer, shall be the registered agent of the Association and the registered office shall be at 1069 Main Street, Sebastian, FL 32958.

IN WITNESS WHEREOF, the said incorporator has caused a duly authorized officer to hereunto set his hand and the corporate seal on behalf of the Corporation this 19 day of JANUARY, 2005.

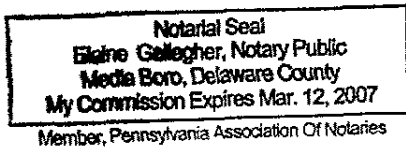
(signature) [Handwritten Signature]
(print name) STEVEN LULICH

[Handwritten Signature]
Fred Tropea

(signature) [Handwritten Signature]
(print name) GAIL M. WILLIAMS

STATE OF
COUNTY OF

The foregoing instrument was acknowledged before me this 19th day of January 2005 by Fred Tropea, who is personally known to me.



[Handwritten Signature]
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principle office, as indicated in the foregoing articles of incorporation, at the County of Indian River, State of Florida, the corporation named in said articles has named Daniel Spencer, located at 1069 Main Street, Sebastian, Florida 32958, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

[Handwritten Signature]
DANIEL SPENCER, Registered Agent

Date: 1/19/05