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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 713936 10690A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 18, 2005

ORDER TIME : 10:17 AM

ORDER NO. : 713936-005

CUSTOMER NO: 10690A

DOMESTIC FILING

NAME: MOSSY OAKS ESTATES OF
SUN VALLEY HOMEOWNER'S
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 2933

EXAMINER'S INITIALS: _____

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CLERK OF DISTRICT COURT
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**ARTICLES OF INCORPORATION
OF
MOSSY OAKS ESTATES OF SUN VALLEY HOMEOWNER'S ASSOCIATION, INC.
(a Florida not-for-profit Corporation)**

The undersigned hereby associate for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not-for-profit, and hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME AND PRINCIPAL
PLACE OF BUSINESS OF THE CORPORATION**

The name of this corporation, hereinafter called the "Association", shall be **MOSSY OAKS ESTATES OF SUN VALLEY HOMEOWNER'S ASSOCIATION, INC.** Its principal office and place of business shall be at 226 Cheney Highway, Titusville, Florida 32780. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

ARTICLE II - PURPOSE AND POWERS

Section 1. The purpose for which this Association is organized is to act as a governing "Association" within the meaning of the Not For Profit Corporation Act (Chapters 617 and 720, Florida Statutes) for **Mossy Oaks Estates of Sun Valley Subdivision** located in Brevard County, Florida.

Section 2. The Association shall have all of the rights, powers, duties and functions of a governing association as set forth in the Corporation Act, now or hereafter in effect, and all power and duties reasonably necessary to administer, govern and maintain the subdivision pursuant to the Declaration of Covenants and Restrictions for **Mossy Oaks Estates of Sun Valley Subdivision** as it may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect assessments against members of the Association for the purpose of defraying the charges and expenses of the Association and of all other properties the Association shall hold, by whatever means, and operation of the Association. Assessments paid by unit owners shall be held in trust by the Association and used to pay:
 - (1) the cost of operation, maintenance, preservation, enhancement or repair of the Association property and other costs related thereto, and
 - (2) the cost of administration of the affairs of the Association, including payment of applicable taxes and the preservation of the Association's existence, to the extent properly allocable to the performance of the Association's duties under the Declaration; to the extent not expended in the year in which paid, assessments shall continue to be held in trust by the Association for the benefit of the unit owners to be expended for the aforesaid purposes or the unexpended portion shall be added to the common surplus.

- (2) To use the proceeds of assessments in the exercise of its powers and duties.
- (3) To maintain, repair, replace and operate the Association property.
- (4) To purchase insurance upon all properties the Association shall hold and insurance for the protection of the Association and its members.
- (5) After casualty, to reconstruct improvements on Association property.
- (6) To enforce by legal means the Corporation Act, the Declaration, these Articles, and the By-Laws of the Association.
- (7) To contract for the management and maintenance of the property and to authorize a management agent to assist the Association in carrying out its powers and duties in performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repairs and replacement of common elements with funds as shall be available by the Association for such purposes. The Association and its officers, shall, however, retain at all times the powers and duties granted by the Declaration and the Corporation Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.
- (8) To purchase, lease, receive by gift, or otherwise acquire possessory or use interests in real and personal property, whether or not contiguous to the lands of the Association, intended to provide for the enjoyment, or other use or benefit of the members of the Association.
- (9) To contract for the management, operation and upkeep of any and all property held or controlled by the Association.
- (10) To encumber, lease or grant other possessory or use interests or easements in any and all property which the Association may acquire or control.
- (11) To enter into contracts or agreements for the maintenance of accounting and bookkeeping records and for the use of data processing facilities or services, so as to carry out the Association's responsibilities and to comply with the requirements of the law of the State of Florida with regard to maintenance of records.
- (12) To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and functions of the Association.
- (13) To employ all personnel and engage such professional services as are reasonably necessary to perform the services required for proper exercise of the rights, powers, duties and functions of the Association.
- (14) To exercise any and all common law and statutory powers, although not specifically recited above, of a corporation not-for-profit, and of an association within the meaning of the Corporation Act, reasonably necessary or convenient to carry out and perform the purpose for which the Association is organized and its enumerated powers.
- (15) To enact rules and regulations not inconsistent with the Declaration.

- (16) 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 which relate to the surface water or stormwater management system. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water stormwater management system.

Section 3. Any officer or director individually or any firm or corporation of which any officer or director shall be a member, stockholder, officer, director, employee, or agent, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Association, provided that he or such firm or corporation so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, prior to the making thereof. No contract or other transaction between this Association and any other such person, firm, or corporation, and no act of this Association shall in any way be affected or invalidated thereby. Any director of this Association who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Association, which shall authorize any such contract or transaction with like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE III - QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION

Section 1. The subscribers constitute the sole members of this Association until the recording of the Declaration naming this Association as the association thereunder. Upon the recording of the Declaration, each owner of a lot in the Subdivision shall be entitled to membership in the Association. At such time as the purchase price is paid and the deed to a lot is issued, the owner thereof shall become a member.

Section 2. Ownership of a lot shall be a prerequisite to exercising any rights as a member. A lot may be owned by more than one person or by a corporation, association, partnership or trust.

Section 3. Membership shall not be transferable, except as provided herein or in the Declaration. The membership of any lot owner shall terminate upon the transfer of ownership in the lot. The transferor's membership shall automatically transfer and be vested in the new owner succeeding to the ownership interest in the lot, subject to a lien thereon for all undischarged assessments or assessment installments. The Association may rely on a recorded deed as evidence of transfer of a lot and thereupon terminate the transferor's membership and recognize the membership of the transferee.

ARTICLE IV - TERM OF EXISTENCE & DURATION

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

ARTICLE V - NAMES AND RESIDENCES OF THE SUBSCRIBERS

The names and addresses of the subscribers of these Articles are as follows:

<u>Name</u>	<u>Address</u>
W. Roger Smith	5300 South Orange Avenue Orlando, Florida 32809

ARTICLE VI – OFFICERS

Section 1. The officers of the Association shall consist of a President, a Secretary, a Treasurer, and any assistants to such officers or other officers as the Board of Directors may deem appropriate from time to time.

Section 2. The names of the officers who are to serve until the first election are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
W. Roger Smith	President	5300 South Orange Avenue Orlando, Florida 32809
Rainey Smith	Vice President	5300 South Orange Avenue Orlando, Florida 32809
Cody Smith	Secretary	5300 South Orange Avenue Orlando, Florida 32809
Rainey Smith	Treasurer	5300 South Orange Avenue Orlando, Florida 32809

Section 3. Officers of the Association shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of the majority of the members of the Board either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The affairs and business of this Association shall be managed and conducted by a Board of Directors consisting of not less than three (3) nor more than five (5) persons.

Section 2. The names of the initial Board of Directors and their terms of office are as follows:

<u>Name</u>	<u>Term</u>
W. Roger Smith	Two Years
Rainey Smith	Two Years
Cody Smith	Two Years

Section 3. At the expiration of the term of such initial Director, his or her successor shall be elected by the members of the Association to serve for a term of one (1) year. A Director shall hold office until his successor has been elected and qualified. The voting interests of the Association may establish, by majority vote, two-year alternating terms for members of the Board of Directors. By such vote the members shall also establish the method by which the alternating terms shall be initiated and further determine the number of members which the Board of Directors shall have.

Section 4. Directors may be removed with or without cause, by a majority vote of the membership at any annual meeting or any special meeting duly called therefor with or without cause by the vote or agreement in writing by a majority of all the voting interests in the manner provided in the By-Laws.

Section 5. In the event of a vacancy on the Board by reason of death, resignation or otherwise, a majority of the Board is authorized to fill the vacancy until the next annual meeting. If after a written request of any member of the Association that the vacancy be filled, the Board fails or refuses to fill the vacancy for a period of ninety (90) days from the receipt of such notice, then the vacancy shall be filled by the members of the Association at a duly-called meeting.

Section 6. Annual meetings of the Board shall be held immediately following the annual meeting of the members and at the same place. Special meetings of the Board may be called by the President, Secretary, or a majority of the Board upon written notice by telegram, facsimile, personal delivery or by United States mail to each Director sent at least two (2) days prior to the date of the meeting.

ARTICLE VIII - BY-LAWS

The By-Laws of the Association are to be made or approved by the Board of Directors initially and thereafter may be amended, altered, modified or rescinded by the action or approval of the members of the Association, except that any such change of the By-Laws shall not affect the rights or interest of the Developer without the written consent of the Developer. The manner of altering, modifying, amending or rescinding the By-Laws shall be provided for in the By-Laws.

ARTICLE IX - AMENDMENTS TO THESE ARTICLES

Section 1. Amendments to these Articles of Incorporation shall be proposed to the membership of the Association in writing. A two-thirds (2/3) affirmative vote of the total voting interests of the Association shall be necessary to amend the Articles of Incorporation.

ARTICLE X - VOTING

Section 1. Each member in good standing shall be entitled to one vote. Any lot owned by more than one person or by a corporation, partnership, or trust shall be entitled to only one vote, to be cast by a designee of the holder or holders. If the designation is not filed with the Secretary prior to the commencement of the meeting in which the vote may be exercised, the vote for that lot shall not be voted. The designation may be drawn to apply to a specific meeting or to any and all meetings until revoked by the owner or owners of the lot.

Section 2. Votes may be cast either in person or by proxy. No power of attorney may be used for purposes of voting. All proxies and voting trust agreements must be in writing and filed with the Secretary before the convening for each meeting. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meeting thereof.

Section 3. All members of the Association shall be entitled to vote upon matters affecting the Association, its property, and other possessory interests or uses and election of Directors.

Section 4. A membership shall be deemed in "good standing" upon evidence of ownership of a lot and membership shall pass as an appurtenance thereto.

ARTICLE XI - ADDITIONAL PROVISIONS

Section 1. No officer, Director or member shall be personally liable for any debt or other obligation of the Association, except as provided in the Declaration.

Section 2. The Association shall not be operated for profit. No dividend shall be paid, and no part of the income of the Association shall be distributed to its members, Directors or officers. The Association may pay compensation in a reasonable amount to its members, Directors or officers for services rendered, may confer benefits upon its members in conformity with its purpose, and upon dissolution or final liquidation may make distributions to its members as permitted by the court having

jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

Section 3. Where the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Section 4. Every member of the Board of Directors and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved, by reason of his being, or having been, a member of the Board of Directors or officer of the Association, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, whether or not he is a member of the Board of Directors or officer at the time such expenses are incurred.

ARTICLE XII – SEVERABILITY

Should any paragraph, sentence, phrase, or portion thereof, of any provision of these Articles or of the By-Laws or rules and regulations be held invalid, it shall not affect the validity of the remaining parts thereof or of the remaining instruments.

ARTICLE XIII - APPOINTMENT OF AGENT FOR SERVICE OF PROCESS

Pursuant to Section 48. 091, Florida Statutes, Timothy F. Pickles, Esquire, is appointed agent for service of process upon the Association.

ARTICLE XIV - DISSOLUTION

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.

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 16 day of NOVEMBER, 2005.

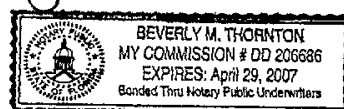
W. Roger Smith Pres.

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared W. ROGER SMITH, to me known to be the person described as subscriber in, and who executed the foregoing Articles of Incorporation, as his own free act and deed.

WITNESS my hand and official seal at ORLANDO, Florida, this 16 day of NOVEMBER, 2005.

Beverly M Thornton



Notary Public
State of Florida at Large
My commission expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

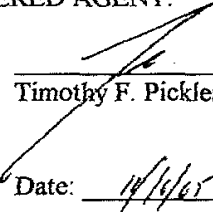
1. The name of the corporation is:

MOSSY OAKS ESTATES OF SUN VALLEY HOMEOWNER'S ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

Timothy F. Pickles, Esquire
3490 North U.S. Highway 1
Cocoa, Florida 32926

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Timothy F. Pickles

Date: 11/14/05

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DIVISION OF CORPORATIONS
OFFICE OF THE CLERK