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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**THE BOULEVARD VILLAGE MAINTENANCE ASSOCIATION, INC**

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February 3, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CHERRY & EDGAR

SUBJECT: THE BOULEVARD VILLAGE MAINTENANCE ASSOCIATION, INC.  
REF: W06000003516

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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**ARTICLES OF INCORPORATION**

**OF**

**THE BOULEVARD VILLAGE MAINTENANCE ASSOCIATION, INC.**

The undersigned incorporator, 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 PRIMARY ADDRESS**

The name of the corporation shall be the THE BOULEVARD VILLAGE MAINTENANCE ASSOCIATION, INC., which is hereinafter referred to as "the Association". The primary address of the Association shall be 4319 Cross Court, Vero Beach, Florida 32967.

**ARTICLE II**

**PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the DECLARATION OF COVENANTS for THE BOULEVARD VILLAGE recorded (or to be recorded) in the Public Records of Indian River, 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 Properties and to maintain the Common Areas for the benefit of the Members of the Association.

The definitions set forth in the Declaration are incorporated herein by this reference.

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.

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 operate, maintain and manage the Stormwater Management System(s) in a manner consistent with the St. Johns River Water

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Management District ERP 40-061-90504-1 requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained therein.

The Association shall levy and collect adequate assessments against members of the Association for the purposes set forth in the Covenants, specifically including the costs of maintenance, operation and repair of the Stormwater Management System. The assessments shall be used for such purposes, including the maintenance and repair of the Stormwater Management System (including but not limited to work within retention areas, drainage structures and drainage easements).

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 identified above. 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.

### ARTICLE III

#### MEMBERS

Section 1. The Association shall have two (2) classes of voting membership:

Class A. Class A Members shall be the Sub-Associations

Class B. The Class B Members shall be the Club. The Class B Member shall be entitled to One (1) vote plus 2 (two) votes for every Class A vote.

Class C. The Class C Member shall be the Developer. The Class C Member shall be entitled to one (1) vote, plus two (2) votes for each vote entitled to be cast in the aggregate at any time and from time to time by the Class A and Class B Members. The Class C membership shall cease and terminate sixty (60) days after the last Lot within The Properties has been sold and conveyed by the Developer (or its affiliates), or sooner at the election of the Developer (whereupon the Class A and Class B Members shall be obligated to elect the Board and assume control of the Association).

Section 2. 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 33-1/3% of the total number of Members in good standing shall be present or represented by proxy at the meeting.

Section 3. General Matters. When reference is made herein, or in the Declaration, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be

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reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

#### ARTICLE IV

##### CORPORATE EXISTENCE

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. However, 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 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 than three (3) persons. 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.

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>
WALTER H. RODMAN	4319 Cross Court Vero Beach, FL 32967
SUSAN RODMAN	4319 Cross Court Vero Beach, FL 32967
KURT GRABHER	4319 Cross Court Vero Beach, FL 32967

Section 3. Election of Members of Board of Directors. Except as otherwise provided herein and for the first Board of Directors and their Developer-appointed replacements. Each Member of the Association shall elect one (1) director at the annual meeting of the membership as provided by the By-Laws of the Association. All directors

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shall be authorized representatives, officers, or employees of the Members of the Association, or designees of the Developer. Notwithstanding the foregoing, until such time as the Class C Membership in the Association terminates, the Developer shall have the right to appoint the Directors of the Association by written notice to such effect or by an announcement reflected in the minutes of the annual meeting of the Association.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting, and thereafter until qualified successors are duly elected and have taken office. Directors may succeed themselves

Section 5. Vacancies. If a director elected by a Member shall for any reason cease to be a director, the Member having elected such person 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, but may succeed themselves. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, 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 addresses 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:

Name and Office

Address

President:

SUSAN RODMAN

4319 Cross Court  
Vero Beach, FL 32967

VP/Sec/Treas

WALTER H. RODMAN

4319 Cross Court  
Vero Beach, FL 32967

**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 AND PRIORITIES**

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection by affirmative vote of 66-2/3% of the Members, all in the manner provided in, and in accordance with the notice provisions of, Florida Statute. 617.017.

Section 2. 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.

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## ARTICLE IX

### INCORPORATOR

The name and address of the incorporator of this Corporation is:

#### Address

Charles W. Edgar, III

Cherry & Edgar, P.A.  
8409 N. Military Trail, Suite 123  
Palm Beach Gardens, Florida 33410

## ARTICLE X

### INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has

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ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association shall have the power to purchase and maintain insurance on behalf of any person who 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. Such insurance shall cover 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 this Article.

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

#### ARTICLE XI

#### REGISTERED AGENT

Until changed, Charles W. Edgar, III, Esq., shall be the registered agent of the Association and the registered office shall be at 8409 N. Military Trail, Suite 123, Palm Beach Gardens, Florida 33410


IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this 2<sup>nd</sup> day of February 2006.

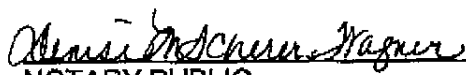
  
CHARLES W. EDGAR, III.

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of February 2006 by Charles W. Edgar, III, who is personally known to me and who did not take an oath.

NOTARY PUBLIC-STATE OF FLORIDA  
 Denise M. Scherer-Wagner  
Commission # DD422023  
Expires: APR. 24, 2009  
Bonded Thru Atlantic Bonding Co., Inc.

  
NOTARY PUBLIC  
Print Name: \_\_\_\_\_  
Commission Exp: \_\_\_\_\_  
Commission No.: \_\_\_\_\_

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

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

First -- That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, County of Indian River, State of Florida, the corporation named in said articles has named Charles W. Edgar, III located at 8409 N. Military Trail, Suite 123, Palm Beach Gardens, Florida 33410 - 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.

  
REGISTERED AGENT

Dated this 2<sup>nd</sup> day of February 2006.