

**N06000001669**

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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MAIL

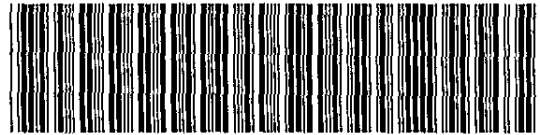
(Business Entity Name)

(Document Number)

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

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06 FEB 15 AM 11:21

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**FEB 16 2006**

## ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

City/St/Zip

850-222-2785

Phone #

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- SEA SENSE TOWNHOMES OWNER'S ASSOCIATION, INC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
SEA SENSE TOWNHOMES OWNER'S ASSOCIATION, INC.

FILED  
06 FEB 15 PM 2:48  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of forming a not for profit corporation pursuant to Chapter 617, Florida Statutes.

All terms used in these Articles of Incorporation (the "Articles") shall have the same meaning as defined in the Declaration of Covenants, Conditions and Restrictions for SEA SENSE TOWNHOMES filed or to be filed in the Public Records of Volusia County, Florida (the "Declaration"), as the same may be amended from time to time, unless these Articles specifically provide otherwise, or unless the context dictates a contrary meaning.

ARTICLE I. NAME AND ADDRESS.

The name of this corporation shall be SEA SENSE TOWNHOMES OWNER'S ASSOCIATION, INC. (the "Association"). The street and mailing address of the principal office of this Association is 2202 South Atlantic Avenue, New Smyrna Beach, Volusia County, Florida, 32169. The Board of Directors of the Association may from time to time move the principal office to any other address in Volusia County, Florida.

ARTICLE II. PURPOSE.

The purpose for which this Association is organized is to act as the association within the meaning of Chapter 720, Florida Statutes, for SEA SENSE TOWNHOMES (the "Property"), to be located in New Smyrna Beach, Volusia County, Florida, and to operate and administer the Property as set forth in the Declaration, and for any other lawful purposes.

ARTICLE III. QUALIFICATION OF MEMBERS,  
THE MANNER OF THEIR ADMISSION, AND VOTING.

The Incorporator constitutes the sole member of the Association until the recording of the Declaration naming the Association as the association thereunder. Upon the recording of the Declaration, the Developer shall hold all memberships in the Association. When the purchase price is paid and the deed for a Lot or Unit is issued and recorded, the Owner thereof shall automatically become a member of the Association.

Ownership of a Lot or Unit shall be a prerequisite to exercising any rights as a member of the Association. Ownership may be held by one or more individuals or by a corporation, partnership, trust, or any other appropriate legal entity with the power to hold title.

Membership shall terminate on the transfer of ownership of the Lot or Unit, provided the transfer is accomplished in accordance with the provisions of the Declaration, or, upon dissolution of the Association. The transferor's membership automatically shall transfer and be vested in the new Owner succeeding to the ownership interest in the Lot or Unit, subject to a lien for all unpaid Assessments, charges, and expenses, including attorneys fees incurred through the date of transfer. The Association may rely on a recorded deed as evidence of the transfer of ownership to terminate the transferor's membership and recognize the membership of the transferee.

The Association shall have two classes of voting membership:

A. Class A members shall be all Owners with the exception of the

Developer and shall be entitled to one vote for each Lot or Unit owned.

B. The Class B member(s) shall be the Developer and shall be entitled to three (03) votes for each Lot or Unit owned. The Class B membership shall cease and be converted to Class A membership at such time as the Developer has turned over control of the Association as set forth in the Bylaws.

The voting rights of Owners shall be as set forth in the Declaration and/or the Bylaws. The share of Owners in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to their Lot or Unit.

#### ARTICLE IV. TERM OF EXISTENCE.

The Association shall exist for the life of the Property and shall be terminated by termination of the Property.

#### ARTICLE V. INCORPORATOR.

The name and residence address of the incorporator to these Articles is as follows:

JAMES M. KOSMAS  
111 Live Oak Street  
New Smyrna Beach, Florida 32168

#### ARTICLE VI. DIRECTORS.

The affairs of the Association shall be managed and governed by a Board of Directors composed of not less than three (03) nor more than the number specified in the Bylaws. Directors, subsequent to the first Board, shall be elected at the annual meeting of the membership for a term of one year or until their successors shall be elected and shall qualify. Provisions for the election, removal, disqualification and resignation of directors, and for filling vacancies on the Board of Directors, shall be established by the Bylaws.

However, notwithstanding the above, at any annual meeting after the Developer has relinquished control of the Association, and in order to provide a continuity of experience, the Members may vote to create classes of directorships having a term of one, two, or three years so that a system of staggered terms will be initiated.

The names and residence addresses of the initial Directors who shall serve until election of the Board of Directors at the first regular meeting of the membership are as follows:

ROBERT YAKUBOV  
137 Canal Street  
New Smyrna Beach, Florida 32168

SERGUEI FOMENKO  
137 Canal Street  
New Smyrna Beach, Florida 32168

EDVARD  
ISAKOV  
137 Canal Street  
New Smyrna Beach, Florida 32168

## ARTICLE VII. OFFICERS.

The principal officers of the Association shall be the President, the Vice-President, the Secretary and the Treasurer, or such other officers as the Board of Directors may from time to time deem appropriate. Officers shall be elected in the manner set forth in the Bylaws. The names of the officers who are to serve until the first election of officers are as follows:

ROBERT YAKUBOV	President
SERGUEI FOMENKO	Vice-President
EDVARD ISAKOV	Secretary; Treasurer

## ARTICLE VIII. BYLAWS AND PROCEDURES FOR AMENDMENT.

The Bylaws may be amended, altered, supplemented or modified by the Members at the annual meeting, or at a duly convened special meeting, as follows:

A. Notice. The Board shall adopt a resolution setting forth the proposed amendment. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Owner of record entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Owners. At such meeting having a quorum in attendance in person or by proxy, a vote of the Owners entitled to vote thereon shall be taken on the proposed amendment.

B. Adoption. If the proposed change has been approved by the unanimous vote of the Board, then it shall require only a majority vote of the total Membership to be adopted. If the proposed change has not been approved by the unanimous vote of the Board, then the proposed change must be approved by seventy five percent (75%) of the total vote of the Membership.

C. Limitation. No amendment shall be made that is in conflict with Chapter 720, Florida Statutes, or the Declaration, nor shall any amendment abridge, alter, or amend the rights of mortgagees without their consent.

D. Recording. A copy of each amendment shall be attached to or included in a certificate certifying that the amendment was duly adopted as an amendment of the Bylaws. The certificate, which shall identify the first page of the book and page of the public records where the Declaration is recorded, shall be executed by the President or Vice President and attested to by the Secretary of the Association with the formalities of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the public records of the county where the Declaration is recorded.

E. Format. No Bylaw shall be revised or amended by reference to its title or number only. Proposals to amend existing Bylaws shall contain the full text of the Bylaws to be amended. New words shall be underlined and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying "SUBSTANTIAL REWORDING OF BYLAW(S). SEE BYLAW NUMBER \_\_\_\_\_ FOR PRESENT TEXT."

## ARTICLE IX. AMENDMENTS TO THE ARTICLES OF INCORPORATION.

Amendments to these Articles may be proposed by any Member or Director, and shall be adopted in the same manner as provided for the amendment of the Bylaws as set forth in Article VIII above. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of approval by the membership, sealed, with the corporate seal, signed by the Secretary or Assistant Secretary, and executed and acknowledged by the President or Vice-President, has been filed with the Secretary of State, State of Florida, and all filing fees have been paid.

Notwithstanding anything in these Articles to the contrary, no amendment shall make any change in the qualifications for membership in the Association without approval in writing of all of the Members and the consent of all record holders of mortgages on any Lots or Units or other property owned by the Association. No amendment shall be made that is in conflict with Chapter 720, Florida Statutes, or the Declaration. No amendment which affects the rights and privileges provided to the Developer in Chapter 720, Florida Statutes, or in the Declaration shall be effective without the written consent of the Developer.

Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity, as may be necessary to conform these Articles to any governmental statutes, or as may be in the best interests of the Association.

#### ARTICLE X. POWERS OF THE ASSOCIATION.

This Association shall have all of the powers and duties set forth in Chapter 720, Florida Statutes (2006), and, unless expressly limited or contradicted by Chapter 720, Florida Statutes, those set forth in the Declaration, the Bylaws, and Chapters 607 and 617, Florida Statutes (2006), as applicable.

#### ARTICLE XI. DIVIDENDS.

There shall be no dividends paid to any of the Members, nor shall any part of the income of the Association be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied against future expenses or refunded to the Members. The Association may pay compensation in a reasonable amount to its Members, Directors and Officers for services rendered, may confer benefits upon its Members in conformity with its purposes, and upon dissolution or liquidation, may make distribution to its Members as is 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. The Association shall issue no shares of stock of any kind or nature whatsoever.

#### ARTICLE XII. REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this Association is 111 Live Oak Street, New Smyrna Beach, Florida 32168, and the name of the initial registered agent of this Association at that address is James M. Kosmas, Attorney at Law.

#### ARTICLE XIII. QUORUM.

Fifty percent (50%) of the Members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the Members. The affirmative vote of two thirds (2/3rds) of the Members represented at a meeting at which a quorum is present, and entitled to vote on the subject

matter, shall be the act of the Members, unless the vote of a greater number is required by the Declaration, these Articles or the Bylaws.

#### ARTICLE XIV. STORM WATER SYSTEM.

The Association shall operate, maintain and manage any surface water or storm water management system(s) in the Property in a manner consistent with applicable St. Johns River Water Management District permits and District rules, and shall assist in the enforcement of the restrictions and covenants contained herein and in the Declaration.

The Association shall levy and collect adequate Assessments against Members of the Association for the cost of maintenance and operation of any surface water or storm water management system. These assessments, if unpaid, shall be secured by a lien against the Property, which lien shall also secure all reasonable attorney fees and costs.

The Assessments as referenced above shall be used for the maintenance and repair of the surface water or storm water management systems including, but not limited to, work within retention areas, drainage structures and drainage easements.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of any surface water or storm water management system must be transferred to and accepted by an entity which would comply with the applicable provisions of the Florida Administrative Code then in effect, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

#### ARTICLE XV. ADDITIONAL PROVISIONS.

When the context of these Articles permits, the use of 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.

Should any paragraph, sentence, phrase, or portion of any provision of these Articles be held invalid or held inapplicable to certain circumstances, it shall not affect the validity of the remaining parts, remaining instruments, or the application of such provisions to different circumstances.

#### ARTICLE XVI. INDEMNIFICATION.

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed on such officer or director in connection with any proceeding to which he or she may be a party, or in which such Officer or Director may become involved by reason of his or her being or having been a Director or Officer at the time such expenses are incurred, except in such cases in which 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 has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

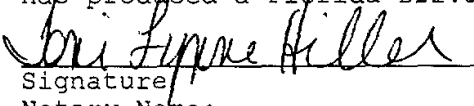
IN WITNESS WHEREOF, the incorporator hereto has hereunto set his hand

and seal this 10<sup>th</sup> day of February, A.D., 2006.

Type Name: JAMES M. KOSMAS

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of February, 2006, by James M. Kosmas, who is personally known to me or who has produced a Florida Driver's license as identification.

  
Signature

Notary Name:

Title/Rank: Notary Public, State of Florida

Serial No.:

My commission expires:



Toni Lynne Hiller  
Commission # DD512581  
Expires March 19, 2010  
Bonded Troy Pain - Insurance Inc. 800-368-7010

This instrument prepared by  
and after recording return to:

James M. Kosmas, Attorney  
JAMES M. KOSMAS, P.A.  
111 Live Oak Street  
P.O. Box 2193  
New Smyrna Beach, Fl 32170-2193  
386-428-0055

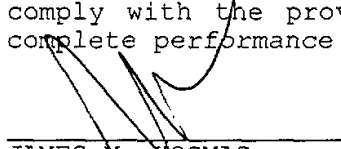


Pursuant to section 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - SEA SENSE TOWNHOMES OWNER'S ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office at 2202 South Atlantic Avenue, New Smyrna Beach, Volusia County, Florida, 32169, has named James M. Kosmas, Attorney at Law, located at 111 Live Oak Street, New Smyrna Beach, Florida 32168, as its agent to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for SEA SENSE TOWNHOMES OWNER'S ASSOCIATION, INC., at the place designated in these Articles, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
JAMES M. KOSMAS

February 10<sup>th</sup> , 2006