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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION
EL RANCHO ESTATES PROPERTY OWNER'S ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
EL RANCHO ESTATES
PROPERTY OWNERS ASSOCIATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a not-for-profit corporation under Chapter 617 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

EL RANCHO ESTATES PROPERTY OWNERS ASSOCIATION, INC.

The principal place of business of this corporation (hereinafter referred to as either the "corporation" or as the "Association") shall be at 10520 NW 26 Street, Suite C-101, Miami, FL 33172, and the mailing address shall be the same.

ARTICLE II. PURPOSE OF POWERS

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and control of the Lots and Common Area within that certain tract of property described as:

See EXHIBIT "A" attached hereto and incorporated herein by reference;

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions for EL RANCHO ESTATES (hereinafter referred to as the "Declaration"), applicable to the property and to be recorded in the Office of the Clerk of the Circuit Court of Indian River County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

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(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate, for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the asset of two-thirds (2/3rds) of the voting interests of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the two-thirds (2/3rds) of the voting interests of the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of the voting interests of the members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes or annex additional property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of the voting interests of the members;

(g) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Florida Not-for-Profit Corporation Act by law may now or thereafter have or exercise.

(h) 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 permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants, Conditions, and Restrictions 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 or stormwater management system.

ARTICLE III. MEMBERSHIP

Every person or entity, who is a record owner of a fee or undivided fee interest of any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the

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performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 10520 NW 26 Street, Suite C-101, Miami, FL 33172, and the name of the initial registered agent of the corporation at that address is OSVALDO ROMERO.

ARTICLE V. TERM OF EXISTENCE

This corporation shall be deemed to exist and its operation commenced upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida, Tallahassee, Florida. This corporation is to exist perpetually.

ARTICLE VI. VOTING RIGHTS

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

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant, as defined in the Declaration, and shall be entitled to four (4) votes for each Lot owned.

ARTICLE VII. DISSOLUTION

The Association may be dissolved with the assent given in writing and executed by not less than eighty (80.0%) percent of the voting interests of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust or other organization to be devoted to such similar purposes.

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 that 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.

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ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall have initially three (3) directors. The names and street addresses of the initial directors are as follows:

OSVALDO ROMERO
10520 NW 26 Street
Suite C-101
Miami, FL 33172

GARY L. BROWN
P.O. Box 550638
Ft. Lauderdale, FL 33355

DALE A. BROWN
1418 Mariner Way
Hollywood, FL 33019

The manner in which the directors shall be elected shall be as specified and set forth in the By-Laws adopted by the corporation.

ARTICLE IX. AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five (75%) percent of the voting interests of the members. Calculation of the number of voting interests shall be accomplished based upon the figures set out in Article VI hereof. Alternatively, the Developer, as specified in the Declaration, shall have the unbridled right and power to modify and amend these Articles. The right to amend the By-Laws shall be vested in the members as set forth therein.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

GARY L. BROWN
EISINGER, BROWN, LEWIS & FRANKEL, P.A.
4000 Hollywood Blvd. Suite 265 South
Hollywood, Florida 33021

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 16
day of May, 2006.

By: 
GARY L. BROWN, ESQ.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

GARY L. BROWN, whose address is as follows: 4000 Hollywood Blvd. Suite 265 South, Hollywood, Florida 33021, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes, and other applicable law.

Date: May 16, 2006


GARY L. BROWN, ESQ.

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