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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**MISSION ESTATES COMMUNITY ASSOCIATION, INC.**

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January 31, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

MOSLEY WALLIS & WHITEHEAD PA

SUBJECT: MISSION ESTATES COMMUNITY ASSOCIATION, INC.  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MISSION ESTATES COMMUNITY 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**

The name of the corporation shall be the **MISSION ESTATES COMMUNITY ASSOCIATION, INC.**, which is hereinafter referred to as the "Association"

**ARTICLE II  
PURPOSES AND POWERS, PRINCIPAL OFFICE**

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, and Restrictions for **MISSION ESTATES** recorded (or to be recorded) in the Public Records of Brevard 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 real property subject to the Declaration and to maintain the Common Areas thereof 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.

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. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration.

The principal office of the Association shall be: 540 S. Banana River Dr., #106, Merritt Island, FL 32952.

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

**ARTICLE III  
MEMBERS**

**Section 1. Membership.** Every person or entity who is a record owner of a fee interest in any Lot shall be a Member of the Association.

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

**Class A.** Class A Members shall be all those Owners other than the Developer. Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they, among themselves determine, but, except as to Class B Membership, in no event shall more than one vote ever 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 three (3) votes for each Lot which Developer owns. The Class B membership shall cease and terminate on January 1, 2020, or earlier at transition as defined in Section 720.307, Fla. Stat., or any time prior thereto at the election of the Developer. Upon the cessation of Class B membership, the Developer shall thereafter have Class A membership.

**Section 3. Meetings of Members.** The Bylaws of the Association shall provide for an annual meeting of Members, and may make provision 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 at least thirty percent (30%) of the total voting interests of each class shall be present or represented by proxy at the meeting.

**Section 4. Voting Interests.** When reference is made herein, or in the Declaration, Bylaws, Rules and Regulations, 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 total voting interests of Members, and not of the Members themselves.

#### ARTICLE IV CORPORATE EXISTENCE

The existence of the Association shall commence with the filing of these Articles with the Secretary of State. The Association shall have perpetual existence.

#### 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) but no more than seven (7) 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 Bylaws shall provide for meetings of directors.

**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:

Michael McPhillips

540 S. Banana River Dr., #106  
Merritt Island, FL 32952

James Ortenbacher

540 S. Banana River Dr., #106  
Merritt Island, FL 32952

Marc Topiol

540 S. Banana River Dr., #106  
Merritt Island, FL 32952

**Section 3. Election of Members of Board of Directors.** Except as otherwise provided herein (and except for the first Board of Directors) directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the Bylaws and the Bylaws 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 or shall be authorized representatives, officers, or employees of corporate or other business-entity members of the Association, or designees of the Developer. Notwithstanding the foregoing, until such time as there exists any Class A Members of the Board, 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 any meeting of the Association.

**Section 4. Duration of Office.** Members elected to the Board of Directors shall hold office as provided in the Bylaws.

**Section 5. Vacancies.** Vacancies shall be filled as provided in the Bylaws.

## ARTICLE VI OFFICERS

**Section 1. Officers.** The Association shall have a President, a Vice-President, a Secretary and a Treasurer, and may have 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 Bylaws, 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 Bylaws may provide for: the method of voting in the election; the removal from office of officers; filling of vacancies; and the duties of the officers. 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 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:

	<u>Name</u>	<u>Address</u>
<b>President:</b>	Michael McPhillips	540 S. Banana River Dr., #106 Merritt Island, FL 32952
<b>Vice-President/</b>	James Ottenbacher	540 S. Banana River Dr., #106 Merritt Island, FL 32952
<b>Secretary/Treasurer:</b>	Marc Topiol	540 S. Banana River Dr., #106 Merritt Island, FL 32952

#### ARTICLE VII BYLAWS

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

#### 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 at least two-thirds (2/3) of each class of voting interests, all in the manner provided in, and in accordance with, the provisions of Chapter 720, Fla. Stat.

Section 2. In case of any conflict between these Articles of Incorporation and the Bylaws, 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 this Corporation is:

<u>Name</u>	<u>Address</u>
Curtis R. Mosley	1221 E. New Haven Avenue Melbourne, FL 32901

## ARTICLE X INDEMNIFICATION

Section 1. The Association shall indemnify and hold harmless 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 or she is or was a director, employee, officer, committee member 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 or she did not act in good faith or acted in a manner he or she believed to be not in the best interest of the Association; and with respect to any criminal action or proceeding, that he or she had reasonable cause to believe the 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 or she believed to be not in the best interest of the Association, and with respect to any criminal action or proceeding that he or she had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee, committee member 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 or she 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 ceased to be director, officer, employee, committee member 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 (but not the duty) to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, committee member 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 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 obligation to indemnify the person against such liability under the provisions of this Article.

## ARTICLE XI

## REGISTERED AGENT; REGISTERED OFFICE

Until changed, Curtis R. Mosley shall be the registered agent of the Association and the registered office shall be at 1221 East New Haven Avenue, Melbourne, FL 32901.

Having been named to accept Service of Process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

  
Curtis R. Mosley, Registered Agent

ARTICLE XII  
STORMWATER MANAGEMENT

The Association shall operate and maintain and manage the surface water or stormwater management system(s) in a manner consistent with St. Johns River Water Management District Permit No. 4-009-100593-1 requirement and applicable District rules, and shall assist in the enforcement of the Declaration which relate to the stormwater management system. The Association shall levy and collect adequate assessments on the members of the Association for the costs of maintenance and operation of the surface water or stormwater management system. In the event of the 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. Notwithstanding anything to the contrary herein, nothing in this paragraph may be amended without the approval of the St. Johns River Water Management District.

IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this 30 day of JANUARY, 2007.


  
Incorporator

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 30 day of January, 2007, by Curtis R. Mosley, who is personally known to me and who did not take an oath.



JAYNE E. GREENE  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD400108  
EXPIRES 8/20/2009  
BONDED THRU 1-388-NOTARY

  
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