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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 NOV 16 P 4: 01

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11/19/07

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Mayfair Master Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: William Garcia
Name (Printed or typed)

12900 SW 128th Street, Suite 100
Address

Miami, Florida 33186
City, State & Zip

305-971-0102
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

MAYFAIR MASTER ASSOCIATION, INC.
a Florida not-for-profit corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation in compliance with the requirements of Chapter 617, Florida Statutes.

ARTICLE I

Corporate Name

Section 1.1 Name. The name of the corporation is Mayfair Master Association, Inc., hereinafter called the "Association". The street address of the initial principal office and the initial mailing address of the Association shall be 12900 SW 128th Street, Suite 100, Miami, Florida 33186.

Section 1.2 Definitions. The words used in these Articles shall have the same meaning as set forth in the Declaration of Restrictions, Covenants, and Conditions for Mayfair, (said Declaration, as amended, renewed, or extended for time to time, is hereinafter referred to as the "Declaration").

ARTICLE II

Registered Agent

William Garcia, whose address is 12900 SW 128th Street, Suite 100, Miami, Florida 33186, is hereby appointed the initial registered agent of this Association.

ARTICLE III

Purpose of the Association

The purposes for which the Association are organized are to function and operate as the master association for the Mayfair development pursuant to the Master Declaration of Covenants, Conditions and Restrictions for Mayfair, recorded or to be recorded in the Public Records of Brevard County, as amended from time to time; to maintain property owned by, leased to, dedicated to, or agreed to be maintained by the Association; to perform all duties and obligations of the Association as set forth in the Declaration. All funds and title to property shall be held for the benefit of the Members. No part of the income of the Association shall be distributed to the Members, directors or officers, however, the Association may reimburse its directors, officers and committee members for expenses reasonably incurred in performing services to the Association.

ARTICLE IV

Powers of the Association

The Association shall have all of the common law and statutory powers set forth in Section 617.0302, Fla. Stat. (1997), including, without limitation, the following powers:

- 4.1 Common Law and Statutory Powers. 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, the Declaration, or the By-Laws of the Association.

4.2 Necessary Powers. The Association shall have all of the powers and duties set forth in the Declaration, except as limited by these Articles, and all powers and duties reasonably necessary to operate and maintain the Surface Water Management System and the common access road (as these terms are defined in the Declaration), including but not limited to the following:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time;
- (b) To fix, levy, collect and enforce payment by any lawful means, including the filing of a lawsuit, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the Association, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) To purchase such insurance and bonds as the Board of Directors of the Association deem advisable;
- (d) To reconstruct improvements after casualty and make further improvements upon the Surface Water Management System and common access road;
- (e) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and By-Laws of the Association and the rules and regulations adopted pursuant thereto;
- (f) To employ personnel to perform the services required for proper operation of the Association;
- (g) To 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;
- (h) To borrow money and to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (i) To grant, modify or move any easement and to enter into easement and license agreements;
- (j) To employ or retain accountants, attorneys, engineers or other personnel;
- (k) To employ or retain management companies or personnel to assist in the management of the Association;
- (l) To appoint committees as the Board of Directors may deem appropriate;

- (m) To make reasonable rules and regulations which are not inconsistent with the Declaration or these Articles;
- (n) To bring legal actions or be sued or defend itself from any lawsuit filed;
- (o) To dedicate, sell or transfer all or any part of the Association property, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be provided in the Declaration;
- (p) To assess Units subject to the Declaration; and
- (q) To enter into contracts.

ARTICLE V

Membership

Membership in the Master Association shall automatically consist of and be limited to all of the record owners of units or homes in Mayfair. Transfer of a Unit ownership, either voluntarily or by operation of law, shall terminate membership in the Master Association, and said membership is to become vested in the transferee. If Unit or Home transferee is vested in one or more than one person, then all of the persons owning said Unit or Home shall be members eligible to hold office, attend meetings, etc., but the owner (s) of each Unit or Home shall only be entitled to one vote as a member of the Master Association. The manner of designating voting members and exercising voting rights shall be determined by the Bylaws established for the Master Association.

ARTICLE VI

Voting Rights

Voting rights of each Member shall be as set forth in the Declaration and shall be regulated by the Bylaws. Prior to the turnover of the Association to the Members, all votes to be cast and Directors to be appointed by Mayfair Master Association shall be made by Mayfair Master Association on behalf of the Association.

ARTICLE VII

Board of Directors

The affairs of the Association shall be managed and governed by a Board of Directors consisting of four (4) Directors. The number of Directors may be changed by amendment of the Association Bylaws. The composition of the Board, the manner of election to the Board, the term of office and other provisions regarding the Board shall be established by the Declaration and the By-Laws of the Association. The number of Directors on the Board until the transfer date shall be four (4), who need not be Members of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Name

Address

Harry Williams

12900 SW 128th Street, Suite 100
Miami, Florida 33186

William Garcia

12900 SW 128th Street, Suite 100
Miami, Florida 33186

Lourdes Allegue

12900 SW 128th Street, Suite 100
Miami, Florida 33186

ARTICLE VIII

Officers

The affairs of the Association shall be administered by a President, Vice-President and a Secretary/Treasurer and such other officers as may be designated from time to time by the Board of Directors. The officers shall be elected or designated by the Board of Directors. The names and addresses of the officers who shall serve until their successors are elected or designated by the Board of Directors are as follows:

President -	Harry Williams
Vice President -	William Garcia
Treasurer -	Yolanda Hernandez
Secretary -	Lourdes Allegue

ARTICLE IX

Indemnification

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director of, every Officer of, every Committee Member of and every Member serving at the request of, the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he/she may be a party because of his/her being or having been a Director of, Officer of, Committee Member of, or Member serving the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his/her actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his/her action was unlawful or had reasonable cause to believe his/her action was lawful.
- (C) A transaction from which the Director or Officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply if the Association believes that one of the above exceptions to indemnification applies, and thereafter, such an exception is established by a judgment or other final adjudication. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled.

ARTICLE X

Dissolution

The Association may be dissolved upon a vote of or the written consent signed by Members holding not less than two-thirds (2/3rds) of the voting interest of the Association. In the event of dissolution, the Surface Water Management System shall be conveyed to an appropriate agency of local government, and if not accepted thereby, then it shall be conveyed to a similar non-profit corporation.

ARTICLE XI

Term

The term of the Association shall be perpetual unless dissolved pursuant to Article X.

ARTICLE XII

Amendments

Until Turnover, and subject to the limitations set forth in the Declaration, the Board of Directors may make Amendments to the Articles of Incorporation. After Turnover, and subject to the limitations set forth in the Declaration, Amendments to the Articles of Incorporation shall require the affirmative vote of at least two-thirds (2/3rds) of the total voting interest of the Association. Amendments shall be effective upon approval, filing with the Secretary of State and recording in the Public Records of Collier County, Florida. Notwithstanding the foregoing, no provision may revoke, amend or modify any right or privilege of the Declarant without the written consent of Declarant.

ARTICLE XIII

Incorporator

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

<u>Name</u>	<u>Address</u>
William Garcia	12900 SW 128 th Street, Suite 100. Miami, Florida 33186

ARTICLE XIV

Interpretation

These Articles of Incorporation shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the Bylaws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the Bylaws. Definitions set forth in the Declaration shall apply to terms used in these Articles.

CERTIFICATE DESIGNATING A REGISTERED OFFICE AND
A REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

MAYFAIR MASTER ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the city of Melbourne, County of Brevard, State of Florida, has named William Garcia, located at 12900 SW 128th Street, Suite 100, Miami, Florida 33186, County of Miami-Dade, State of Florida, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT


Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provision of the Act relative to keeping open said office.

By: 
Name: William GARCIA

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **William Garcia**, to me well known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that the matters and things contained in the above and foregoing are true and correct, and that an oath was not taken.

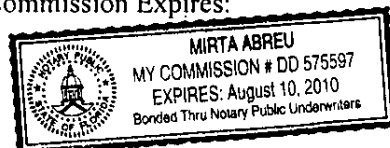
WITNESS my hand and official seal in the County and State last aforesaid this 13 day of November, 2007.


Notary Public

(SEAL)

Mirta Abreu
Typed/Printed Name of Notary

My Commission Expires:



REGISTERED AGENT ACCEPTANCE

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.



Name: William Garcia
Registered Agent

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