

NO7000012265

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

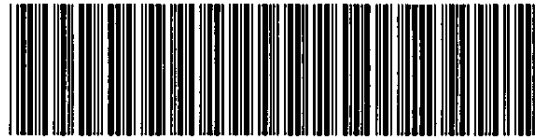
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
07 DEC 26 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/26/07

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- VILLAGE OF KASHI HOMEOWNERS' ASSOCIATION, INC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified

☐ 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

07 DEC 26 AM 9:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VILLAGE OF KASHI HOMEOWNERS' ASSOCIATION, INC.**

The undersigned incorporator, desiring to form a not for profit corporation under Florida Statutes Chapter 617, hereby adopts the following Articles of Incorporation and certifies that:

ARTICLE I. NAME

The name of the corporation shall be the VILLAGE OF KASHI HOMEOWNERS' ASSOCIATION, INC., which is hereinafter referred to as the *Association*. The address of the initial principal office of the Association is 11155 Roseland Road, Sebastian, Florida 32958.

ARTICLE II. DEFINITIONS

All capitalized terms used in these Articles of Incorporation which are not defined herein shall have the meaning set forth in the Village of Kashi Declaration of Covenants, Conditions and Restrictions, recorded or to be recorded by Kashi Church Foundation, Inc., a Florida not for profit corporation, in the public records of Indian River County, Florida, as such Declaration may be amended from time to time.

ARTICLE III. PURPOSES, POWERS AND DEFINITIONS

Section 1. Purposes and Powers.

(a) The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, Conditions and Restrictions for the Village of Kashi, a subdivision recorded (or to be recorded) in the Public Records of Indian River 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 and the Property in the Village of Kashi 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.

(b) The Association shall 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 Members. The Association shall have such powers as may be set forth in the Bylaws and the Declaration, and the Association shall have all of the common law and statutory powers of a not for profit corporation which are not in conflict with the terms of these Articles, the Bylaws and the Declaration, including, without limitation, the following:

(1) To fix, levy, collect, and enforce payment of all charges or assessments authorized by the Declaration by any lawful means; to pay all expenses in connection therewith and all administrative and other expenses incident to the conduct of the business of the Association including, without limitation, all licenses, taxes or governmental chargers levied or imposed against the property to the Association.

(2) To manage, control, operate, maintain, repair, improve, and replace the

common areas and facilities, and any property acquired by the Association or any property owned by another for which the Association, by rule, regulation, the Declaration, or contract, has a right or duty to provide such services.

(3) To make rules and regulations and to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or the Bylaws.

(4) To engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration.

(5) To buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, own, hold, use, operate, and otherwise deal in and with, real, personal, and mixed property of all kinds and any rights or interest therein for any purposes of the Association.

(6) To borrow money for any purpose subject to such limitations as may be set forth in the Declaration and Bylaws.

(7) To enter into, make, perform and enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other corporation, or other entity or agency, public or private, including, without limitation, the power to contract for management of the Association and to delegate to the party with so contracted (which may be an affiliate of the Declarant) the powers and duties of the Association, excepting those requiring specific approval of the Board of Directors or Members.

(8) To act as agent, trustee or other representative of other corporations, firms or individuals, and as such to advance the business or ownership interests in such corporations, firms or individuals.

(9) To adopt, alter and amend or repeal the Bylaws as may be necessary or desirable for the proper management of the affairs of the Association, provided that such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration.

(10) To provide supplemental services to the Village of Kashi community as may be necessary or desirable.

Section 2. Surface Water or Stormwater Management System Duties; Powers; and Dissolution.

(a) Primary responsibility for the operation, maintenance and management of the Surface Water or Stormwater Management System for the Property rests with the Maha Kashi Property Owners' Association, Inc. However, if it agrees to do so, the Association may assume all or some responsibility for the operation, maintenance and management of said Surface Water or Stormwater Management System (which may include contiguous lands outside the boundaries of the Plat(s) of the Property), subject to approval of the St. Johns River Water Management District and in a manner consistent with the St. Johns River Water Management District Permit requirements and applicable St. Johns River Water Management District rules. In doing so the Association may assist in the enforcement of the restrictions and covenants contained herein and may levy and collect adequate

Assessments against Owners for the costs of such maintenance and operation. Such Assessments shall be used for the maintenance and repair of the Surface Water or Stormwater Management System, including but not limited to work within retention areas, drainage structures and drainage easements.

(b) In the event of termination, dissolution or final liquidation of the Association, if it has assumed such responsibility for operation and maintenance, the Surface Water or Stormwater Management System shall be transferred to and accepted by an entity which would comply with Rule 40C-42.027, Florida Administrative Code, and shall be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE IV. MEMBERS

Section 1. Membership. The association shall be a membership corporation without certificates or shares of stock. There shall initially be two (2) classes of membership, as more fully set forth in the Declaration. The Owners of the respective Lots shall be Members of the Association and shall be entitled to vote as provided in the Maha Kashi Charter, which was recorded or is to be recorded by the Declarant in the Public Records of Indian River County, Florida, as hereafter amended from time to time (the *Charter*) and in the Declaration, as it may be amended. The Declarant shall be a Member for such period and in such manner as provided in the Declaration and the Bylaws. Notwithstanding anything else to the contrary set forth in this Section 1, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association. Membership in the Association shall be appurtenant to each Lot and may not be separated from ownership thereof.

Section 2. Voting Rights. Members shall be entitled to the voting rights set forth in the Declaration and the Bylaws.

Section 3. Meetings of Members. The Bylaws 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.

ARTICLE V. CORPORATE EXISTENCE

The Association shall have a perpetual existence, which shall commence upon filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida.

ARTICLE VI. 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 three (3) to (7) persons as set forth in the Bylaws. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 2. Election of Members of Board of Directors. The method of election and removal of the Directors shall be as set forth in the Bylaws.

Section 3. Initial Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall serve until their successor are appointed or elected as provided in the Bylaws, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard Hathaway	11155 Roseland Rd., Unit #2, Sebastian, FL 32958
Jennifer Hausman	11155 Roseland Rd., Unit #12, Sebastian, FL 32958
Chandra D. Kantor	11155 Roseland Rd., Unit #4, Sebastian, FL 32958

ARTICLE VII. BY-LAWS

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

ARTICLE VIII. AMENDMENTS

Section 1. Amendments. Until the end of the Class "B" Control Period, the Declarant may unilaterally amend these Articles of Incorporation for any purpose. Amendments to these Articles of Incorporation may also be adopted only upon a resolution of the Board of Directors and the affirmative votes or written consents of Members representing at least 67% of the total votes of the Association with the approval of the Declarant during the Class "B" Control Period. No amendment may be in conflict with the Declaration.

Section 2. Conflict in Governing Documents. In case of conflict between these Articles of Incorporation and the Bylaws, these Articles shall control. In case of conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX. INDEMNIFICATION

Section 1. Indemnity. 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 completed 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, or agent of the Association. Such indemnification shall include indemnification against expenses (including, without limitation, reasonable attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by the indemnified person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceedings, such person had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding the foregoing, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his or her duty to the Association, unless, and then only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses as such court shall deem proper. 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 and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Association, and with a respect to any criminal action or proceeding has reasonable cause to believe that his or her conduct was unlawful.

Section 2. Approval. Any indemnification ordered under Section 1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper under the circumstances because the person requesting indemnification has met the applicable standard of conduct set forth in Section 1 above. Such determination shall be made (i) by majority vote of the members of the Board of Directors who were not parties to such action, suit, or proceeding, if sufficient to constitute a quorum, or (ii) if a quorum of the Board is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, in a written opinion rendered by independent legal counsel engaged by the Association, or (iii) by a vote of the Members representing a majority of the total votes in the Association and, if during the Class "B" Control Period, the consent of the Declarant.

Section 3. Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in any specific case upon receipt of a written agreement by or on behalf of the affected director officer, employee, or agent to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Association as authorized in this Article.

Section 4. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, under the Bylaws, or pursuant to any agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs and personal representatives of such person.

Section 5. Insurance. 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, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, regardless of whether the Association would have the to indemnify him or her against such liability under the provisions of this Article.

Section 6. Amendment of Article. The provisions of this Article shall not be amended.

ARTICLE X. LIABILITY OF DIRECTORS

No director or officer of the Association shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a director or officer, to the fullest extent that by the Florida Not for Profit Corporation Act, as it exists on the date hereof, or as it may be amended, permits the limitation or elimination of directors or officers. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director or officer of the Association for or with respect to acts or omissions of such director or officer occurring prior to such amendment or repeal.

ARTICLE XI. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Durga Das Hutner, whose address is 11155 Roseland Road, Sebastian, Florida 32958.

ARTICLE XII. REGISTERED AGENT

Until changed, John G. Evans, Esq., shall be the registered agent of the Corporation and the registered office shall be at 1565 US Highway 1, Sebastian, Florida 32958.

IN WITNESS WHEREOF, the said incorporator has caused a duly authorized officer to hereunto set his hand and the corporate seal on behalf of the Corporation this 20th day of December 2007.

(signature)

(print name)

JOHN G. EVANS

Durga Das Hutner

(signature)

(print name)

Kristen Aston

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 20th day of December 2007, by Durga Das Hutner, who is personally known to me or has produced _____ as identification.



Notary Public

My Commission No. is:

My Commission Expires:

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:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, in the County of Indian River, State of Florida, the corporation named in said articles has named, John G. Evans, Esq., located at 1565 US Highway 1, Sebastian FL 32958, 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.

Dated: December 20, 2007

By

John G. Evans, its Registered Agent