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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**SPINNAKER POINT HOMEOWNERS ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION  
OF**

**SPINNAKER POINT HOMEOWNERS ASSOCIATION, INC.**

**(A Corporation Not For Profit)**

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not for profit corporation without stock under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this Corporation is **SPINNAKER POINT HOMEOWNERS ASSOCIATION, INC.** (hereinafter referred to as the "Association").

**ARTICLE II - PURPOSE**

The purposes and objects of the Association shall be to administer the operation and management of the common areas and facilities of Spinnaker Point according to the plat or plats thereof, recorded in the Public Records of Brevard County, Florida (the "Plat") and to undertake the performance of the acts and duties incident to the administration of the operation and management of the common areas in and in accordance with the terms, provisions, covenants and restrictions contained in these Articles, the Declaration of Restrictions, Limitations, Conditions and Agreement for Spinnaker Point Subdivision (the "Declaration"), as recorded at Official Records Book 2694, Pages 2379, et seq., of the Public Records of Brevard County, Florida, the Bylaws of this Corporation, and to otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the common areas. The Association shall be conducted as a Florida corporation not for profit.

**ARTICLE III - POWERS**

The Association shall have the following powers:

1. The Association shall have all of the powers and duties granted to corporations not for profit under the laws of the State of Florida except as limited by these Articles of Incorporation and the Declaration.

2. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association and the following shall be legal responsibilities of the Association:

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(a) To make and establish reasonable rules and regulations governing the use of lots and the common areas of the Subdivision.

(b) To buy, sell, lease, mortgage or otherwise deal with any and all property, whether real or personal.

(c) To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. John's River Water Management District permit No. 4-009-98092-1 requirements and applicable District rules; and shall assist in the enforcement of the Declaration which relate to the surface water or stormwater management system.

(d) To levy and collect assessments from members of the Association to defray the common expenses of the common areas as may be provided in said Declaration and in the Bylaws of this Association which may be hereafter adopted, including, but not limited to, the right and obligation to levy and collect adequate assessments from members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

(e) To maintain, repair, replace, operate and manage the common areas, including the right to reconstruct improvements after casualty and to make further improvements to the common areas.

(f) To contract for the maintenance and repairs of the common areas.

(g) To enforce the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the Rules and Regulations governing the use of the common areas as may be hereafter established.

(h) To approve or disapprove the transfer, lease, mortgage and ownership of Lots as may be provided by the Declaration and by the Bylaws.

(i) To execute, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration.

(j) All funds and the titles to all property acquired by the Association, and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Association.

#### ARTICLE IV - MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership and voting by members shall be as follows:

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1. Every owner of a Lot in the Subdivision shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

2. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his Lot. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws which may be hereafter adopted.

3. On all matters on which the membership shall be entitled to vote, there shall be only one (1) vote for each Lot, notwithstanding the fact that the Lot is owned by more than one person, and such vote or votes may be exercised by the Owner or Owners of each Lot in such manner as may be provided in the Bylaws hereafter adopted by the Association. Should any Owner or Owners own more than one Lot, such Owner or Owners shall be entitled to exercise or cast as many votes as are allocated to the particular Lots owned, in the manner provided by the Bylaws.

#### ARTICLE V - TERM

Existence of the Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity. 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 which would comply with Section 40C-42.027, F.A.C., and be approved in writing by the St. John's River Water Management District prior to such termination, dissolution or liquidation.

#### ARTICLE VI - LOCATION

The principal office of the Association shall be located at 10 Spinnaker Point Court, Indian Harbour Beach, Florida 32937, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors; furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

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#### **ARTICLE VII - DIRECTORS**

1. The Affairs of the Association shall be managed by a Board of Directors. The number of persons which will constitute the entire Board of Directors shall not be less than three (3) nor more than seven (7), except as may be changed from time to time as provided in the Bylaws. The manner of electing directors shall be provided for in the Bylaws of the Association.

2. The number of directors constituting the initial Board of Directors of the Association is four (4). The names and addresses of said persons who are to serve on the initial Board of Directors are:

**ANDREW KIRSCHNER**  
9 Spinnaker Point Court  
Indian Harbour Beach, Florida 32937

**MICHELLE McKINNEY**  
17 Spinnaker Point Court  
Indian Harbour Beach, Florida 32937

**WADE THOMAS**  
14 Spinnaker Point Court  
Indian Harbour Beach, Florida 32937

**CHARLES E. PALMER**  
10 Spinnaker Point Court  
Indian Harbour Beach, Florida 32937

#### **ARTICLE VIII - OFFICERS**

The affairs of the Association shall be administered by the officers in accordance with the Bylaws. The president and such other officers and assistant officers as the Board of Directors may from time to time designate shall constitute the officers of the Association. The officers of the Association shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

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#### **ARTICLE IX - BYLAWS**

The first Bylaws of the Association shall be adopted by the Board of Directors and may, thereafter, be altered, amended or rescinded only as provided in said Bylaws.

#### **ARTICLE X - INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time such expenses are incurred except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that any claim for reimbursement or indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

The Board of Directors may, and shall if the same is reasonably available, purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Association and shall be considered a common expense.

#### **ARTICLE XI - AMENDMENTS**

These Articles of Incorporation may be amended by the members of the Association owning a majority of the Lots whether meeting as members or by instrument in writing signed by them. Provided, however, that no amendment shall make changes in the qualifications for membership nor the voting rights of the members, nor change the provisions contained in Article III, Paragraph 2(j), without approval in writing of all members and the joinder of all record owners of mortgages on the Lots. Furthermore, no amendment shall be made that is in conflict with the Florida Statutes or the Declaration.

#### **ARTICLE XII - CONFLICTS OF INTEREST**

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation or partnership shall be affected or invalidated by reason of the fact that any director or officer of the Association is pecuniarily or otherwise interested therein.

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**ARTICLE XIII - INCORPORATOR**

The name and address of the initial incorporator is as follows: Gary B. Frese, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

**ARTICLE XIV - REGISTERED AGENT**

The initial registered agent of the Association is Gary B. Frese and the street address of the initial registered office of the Association is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901. This corporation shall have the right to change such registered agent and office from time to time as provided by laws.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 6<sup>th</sup> day of March, 2008.

  
\_\_\_\_\_  
Gary B. Frese

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
Gary B. Frese  
Registered Agent

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