

NO8000010797

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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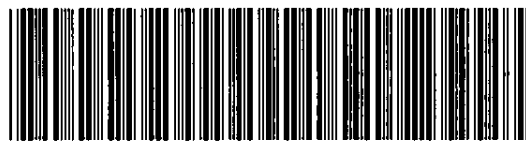
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

2008 NOV 25 P 1:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, Fl 32308

City/St/Zip

850-222-2785

Phone #

11/17/2008

Ck for \$78.75 #7548

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (If known):

- 1- Rohm Commercial Property Owners' Association Inc.
- 2-
- 3-
- 4-

☒ Walk-in

☐ Pick-up time

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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 jac

WARREN W. DILL

Also admitted in
Wyoming
Nebraska

DILL & EVANS, P.L.

ATTORNEYS AT LAW
1565 US Highway 1
Sebastian, Florida 32958

JOHN G. EVANS

Also Admitted in
California

MICHELLE D. NAPIER

November 21, 2008

Department of State
Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

**RE: Articles of Incorporation of
Rohm Commercial Property Owners' Assoc, Inc.**

Gentlemen:

I have enclosed an original and one (1) copy of the Articles of Incorporation of Rohm Commercial Property Owners' Association, Inc., along with our trust account check no. 7548, in the amount of \$78.75, for the filing fee of \$35.00, Designation of Registered Agent of \$35.00 and \$8.75 for a certified copy of the Articles. If you find the Articles acceptable, please file one set and stamp and send one set of the Articles back to me at the following address:

**John G. Evans, Esq.
Dill & Evans, P.L.
1565 US Highway 1
Sebastian, FL 32958**

Thanking you in advance for your assistance, I remain,

Very truly yours,

John G. Evans, Esq.

JGE/jlb

Enclosures

\\Real Estate\Clients\Rohm Commercial\1-Dept. of State & ATIF ltrs with Articles of Inc.doc

ARTICLES OF INCORPORATION
OF
ROHM COMMERCIAL PROPERTY OWNERS'
ASSOCIATION, INC.

Prepared by:

Dill & Evans, P.L.
1565 U.S. Highway 1
Sebastian, Florida 32958

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ARTICLES OF INCORPORATION
OF
ROHM COMMERCIAL PROPERTY OWNERS' ASSOCIATION, INC.

FILED

2008 NOV 25 P 1: 20

The undersigned subscriber, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation shall be the ROHM COMMERCIAL PROPERTY OWNERS' ASSOCIATION, INC., which is hereinafter referred to as "the Association." The address of the principal office of the Association is 519 S. Easy Street, Sebastian, Florida 32958.

ARTICLE II
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 Conditions, Covenants, Easements and Restrictions for Rohm Commercial, 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 (*Declaration*). The further objects and purposes of the Association are to preserve the values and amenities in the property 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 the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Declarant) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members. The Association shall have such powers as may be set forth in the Governing Documents, and 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 above identified. The Association shall also 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 membership.

Section 2. Surface Water or Stormwater Management System Duties; Powers; and Dissolution. To the extent that the Rohm Commercial development is subject to a permit and applicable requirements of the Saint Johns River Water Management District, the provisions of this section shall apply as follows:

(a) The Association shall operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the St. Johns River Water Management District

Permit requirements and applicable St. Johns River Water Management District rules, and shall assist in the enforcement of the restrictions and covenants contained herein. Maintenance of the Surface Water or Stormwater Management System(s) means the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other surface water or stormwater management capabilities as permitted by the St. Johns River Water Management District. Any repair or reconstruction of the Surface Water or Stormwater Management System shall be as permitted or, if modified, as approved by the St. Johns River Water Management District. The Association shall levy and collect adequate Assessments against Lot owners for the costs of maintenance and operation of the Surface Water or Stormwater Management System. The 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, 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 Rule 40C-42.027, Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

Section 3. Definitions. Words used in these Articles of Incorporation shall have their normal, commonly understood definitions. Capitalized terms shall have the definitions given to them in the Declaration of Covenants, Conditions, and Restrictions for Rohm Commercial recorded by Declarant, in the public records of Indian River County, Florida, as it may be amended. Those definitions are incorporated by this reference.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot shall be a Member of the Association. 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 of said Lot. Change of Association Membership shall be established by duly recording a deed or other instrument conveying record fee title and by delivering a copy of such recorded instrument to the Association. By acceptance of such instrument, the Owner designated therein shall become an Association Member and the prior owner's membership shall thereupon terminate. If a copy of said instrument is not so delivered, said Owner shall nevertheless become a Member responsible for all obligations of an Owner hereunder and be subject to the Association's powers to enforce covenants, levy Assessments and abate violations, but said Owner shall not be entitled to the predecessor's voting privileges until such delivery is accomplished.

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

Class A. Class A Members shall be all those owners as defined in Article III, Section 1 with the exception of the Declarant (as long as the Class B membership shall exist, and thereafter, the Declarant shall be a Class A Member to the extent it would otherwise qualify). Except as provided below, Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership by Article III, Section 1. When more than one person holds such interest or interest in any Lot, all such persons shall be Members but the vote for such Lot shall be exercised only by that one person who is entitled to vote. In no event shall more than one vote be cast with respect to any such Lot.

Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to shall be entitled to ten (10) votes for each Lot in the Property less the number of Lots then held by the Class A Members. The Class B membership shall cease and terminate 1) when 90% of all Lots to be ultimately subject (including future phases) to Association membership within the property have been sold and conveyed by the Declarant; or 2) December 31, 2028; or 3) the recordation by Declarant of a written instrument among the County Public Records expressing Declarant's intention to terminate the Declarant Control Period (as defined in the Declaration), whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association. Upon termination of the Class B membership as provided for herein, the Class B membership shall convert to Class A membership with voting strength as set forth above for Class A membership.

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. A quorum for the transaction of business at any meeting of the Members shall exist if 30% of the total number of votes that may be cast by Members entitled to vote and in good standing shall be present or represented at the meeting either in person or by general or limited proxy.

Section 4. General Matters. When reference is made in these Articles of Incorporation, or in the Bylaws, Rules and Regulations, management contracts 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 votes of Members entitled to vote and not of the Members themselves.

ARTICLE IV

CORPORATE EXISTENCE

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

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) persons, but as many 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, including an annual meeting. Directors may be individuals who are foreign nationals.

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:

<u>NAME</u>	<u>ADDRESS</u>
William T. Brognano	P.O. Box 780874, Sebastian, FL 32958
Todd A. Brognano	P.O. Box 780874, Sebastian, FL 32958
Glen Rohm	13299 N. Indian River Dr., Sebastian, FL 32958

Notwithstanding any other provision contained in these Articles of Incorporation, until such time as the Class B membership shall terminate, the Declarant shall have the absolute right to remove directors that the Declarant has appointed and appoint successor directors without the consent, joinder or approval of any Class A Members.

Section 3. Election of Members of Board of Directors. Except as otherwise provided herein and for the first Board of Directors, directors shall be elected by Members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, 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 residing on the property or shall be authorized representatives, officers or employees of corporate Members of the Association, or designees of the Declarant.

Section 4. Duration of Office. Except as provided in Article V, Section 2. hereof, Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general Members shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term; provided that notwithstanding any other provision contained in these Articles of Incorporation, until such time as the Class B membership shall terminate, the Declarant shall have the absolute right to fill any vacancy on the Board of Directors for a position that the Declarant has appointed without the consent, joinder or approval of any Class A Members.

ARTICLE VI

OFFICERS

Section 1. Officers. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and 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 shall serve thereafter until qualified successors are duly elected and

have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. 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 elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and address 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>TITLE</u>	<u>ADDRESS</u>
Glen Rohm	President	13299 N. Indian River Dr., Sebastian, FL 32958
William T. Brognano	Vice President	P.O. Box 780874, Sebastian, FL 32958
Todd A. Brognano	Treasurer/Secretary	P.O. Box 780874, Sebastian, FL 32958

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

Section 1. Amendments. Amendments to these Articles of Incorporation shall be proposed by the Board of Directors and, after notice to Members ten (10) days in advance of the meeting and in the manner provided for in Chapter 617 of the Florida Statutes setting forth the proposed amendment or a summary of the changes to be effected thereby, thereafter shall be submitted to a meeting for the Members of the Association for adoption or rejection by affirmative majority vote of 66 2/3 % of the Members entitled to vote in person or by proxy; provided that until such time as the Class B membership shall terminate, the Declarant shall have the absolute right to amend these Articles of Incorporation without the consent, joinder or approval of any Class A Members.

Section 2. Conflict. 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 these Articles of Incorporation is William T. Brognano, P.O. Box 780874, Sebastian, FL 32958.

ARTICLE X INDEMNIFICATION

Section 1. Indemnification In Proceedings. Except as otherwise provided by law, every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved, other than an action by, or in the right of, the corporation, by reason of his being or having been a Director or Officer of the Association, or having served at the Association's request as a Director or Officer of any other corporation, whether or not he is a Director or Officer at the time such expenses are incurred, regardless of or by whom the proceeding was brought, if he acted in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. In the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Director did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. No indemnification may be made pursuant to this Article X, Section 1 in relation to matters as to which any Director or Officer is adjudged to be liable for gross negligence or willful misconduct.

Section 2. Indemnification in proceedings by or in the right of the Association. The Association shall indemnify every Director and every Officer who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a Director, Officer, employee, 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 expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless, and 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 but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Prepayment of Costs and Attorneys' Fees. Except as otherwise provided by law, expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding, if authorized by all of the non-interested Directors and upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount, if it shall ultimately be determined that he is not to be indemnified by the Association, as authorized by these Articles of Incorporation.

Section 4. Indemnity Insurance. The Association shall have the power to purchase, at its expense, and maintain insurance on behalf of any individual who is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a director or officer of another organization at the request or direction of the Association, 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 power to indemnify him against such liability under the provisions of these Articles of Incorporation.

Section 5. Amendment of Article X. After such time as the Class B membership shall terminate, the provisions of this Article X shall not be amended without the consent of all the Directors.

ARTICLE XI **REGISTERED AGENT**

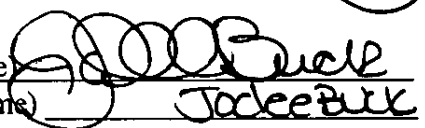
Until changed, Glen Rohm, shall be the registered agent of the Association and the registered office shall be at 13299 N. Indian River Drive, Sebastian, FL 32958.

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 November, 2008.

ROHM COMMERCIAL PROPERTY
OWNERS' ASSOCIATION, INC.

(signature) 

(print name) Inocencia Hernandez

(signature) 

(print name) Jadee Burk

By: 

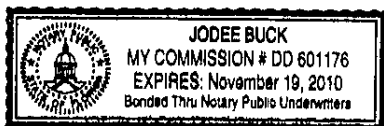
William T. Brognano, Incorporator

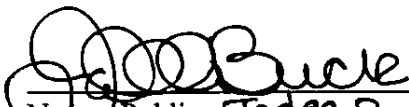
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SECRETARY OF STATE
ALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 21st day of November, 2008, by William T. Brognano, as the Incorporator of ROHM COMMERCIAL PROPERTY OWNERS' ASSOCIATION, INC., who is personally known to me.



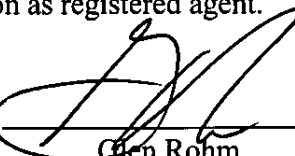

Notary Public Jodee Buck
My Commission No. is: DD 601176
My Commission Expires: 11/19/10

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 principle 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 ROHM COMMERCIAL PROPERTY OWNERS' ASSOCIATION, INC., 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. I further agree to comply with the provisions of Florida law relative to keeping the registered office open and I am familiar with and accept the obligations of my position as registered agent.

By: 
Glen Rohm
Date: 11/20/08

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA