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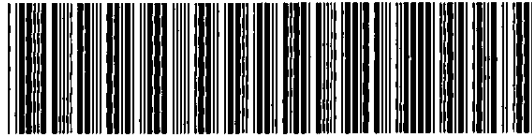
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SECRETARY OF STATE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 816826 150991A

AUTHORIZATION

*[Handwritten Signature]*

COST LIMIT : \$ 78.75

ORDER DATE : December 8, 2008

ORDER TIME : 9:25 AM

ORDER NO. : 816826-005

CUSTOMER NO: 150991A

DOMESTIC FILING

NAME: BLACKWATER CREEK RANCH  
PROPERTY OWNERS' ASSOCIATION,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap - EXT. 2951

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**BLACKWATER CREEK RANCH PROPERTY OWNERS' ASSOCIATION, INC.**  
**(A Florida corporation Not-For-Profit)**

**This instrument prepared by:**  
**Christopher H. Marine, Esquire**  
**Gould, Cooksey, Fennell, P.A.**  
**979 Beachland Boulevard**  
**Vero Beach, Florida 32963**

**ARTICLES OF INCORPORATION  
OF  
BLACKWATER CREEK RANCH PROPERTY OWNERS' ASSOCIATION, INC.  
(A Florida Corporation Not-For-Profit)**

**FILED**  
08 DEC -8 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

**Article 1. Name.** The name of the Corporation shall be BLACKWATER CREEK RANCH PROPERTY OWNERS' ASSOCIATION, INC. For convenience, the Corporation shall be referred to in this instrument as the "Association." The place of business shall be 979 Beachland Boulevard, Vero Beach, Florida, until changed by the owners at the first meeting.

**Article 2. Purpose.**

A. The purposes for which the Association is organized are:

(i) to establish, maintain and operate a corporation not for profit; to uphold, maintain and promote the property interests and rights of member owners and residents of the following described real property located in Indian River County, Florida:

SEE SCHEDULE "A" ATTACHED

(said real property referred to herein as "Blackwater Creek Ranch")

(ii) to be and constitute the Association to which reference is made in the Declaration of Protective Covenants for Blackwater Creek Ranch recorded in the Public Records of Indian River County, Florida, as amended from time to time (the "Declaration"), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws, and as provided by law; and

B. The Association shall make no distributions of income to its members, directors, or officers.

**Article 3. Definitions.** All terms used herein which are not defined shall have the same meaning provided in the Declaration.

**Article 4. Powers.** The powers of the Association shall include and be governed by the following provisions:

A. 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, and the By-Laws of this Association.

B. The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation, the power:

(i) to fix and to collect assessments and other charges to be levied against the Tracts;

(ii) to manage, control, operate, maintain, repair, and improve the property subject to the Declaration or any other property for which the Association by rule, regulation, Declaration, or contract has a right or duty to provide such services;

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all owners of Tracts;

(v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(vi) to borrow money for any purpose, subject to any limitations contained in the By-Laws;

(vii) to enter into, make, perform, or 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 association, corporation, or other entity or agency, public or private;

(viii) 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;

(ix) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the

Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(x) to provide any and all supplemental governmental services as may be necessary or proper.

(xi) to fix and collect adequate assessments against the Tracts for the costs of maintenance and operation of roadways, utility facilities, drainage systems, and other designated common facilities and improvements.

(xii) the foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of Article 4.

**Article 5. Members.**

A. The Association shall be a membership corporation without certificates or shares of stock.

B. The owner of each Tract subject to the Declaration shall be a member of the Association and shall be entitled to vote in accordance with the formula set forth in the Declaration. The manner of exercising voting rights shall be as set forth in the Declaration and in the By-Laws of the Association.

C. Change of membership in the Association shall be established by recording in the Public Records of Indian River County, Florida, a deed or other instrument establishing record title to a Tract subject to the Declaration. Written notice shall be given to the Association of such change in title. Upon such recordation, the owner designated by such instrument shall become a member of the Association and the membership of the prior owner shall be terminated.

D. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of his Tract.

**Article 6. Term.** Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State in Tallahassee, Florida. The Association shall be of perpetual duration.

**Article 7. Directors.**

A. The affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of four (4) directors; provided, however, the Board shall have the right to increase the number of Directors not to exceed five (5), and to decrease the number of Directors to not less than three (3).

B. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Byron T. Cooksey, II  
445 27<sup>th</sup> Avenue S.W., Suite F-106  
Vero Beach, FL 32968

Todd W. Fennell  
979 Beachland Boulevard  
Vero Beach, FL 32963

Robert E. Fields  
6070 69<sup>th</sup> Street  
Vero Beach, FL 32967

Donald C. Proctor, Jr. M.D.  
2205 E. Ocean Oaks Lane  
Vero Beach, FL 32963

C. The method of election and term of office, removal, and filling of vacancies shall be as set forth in the By-Laws.

D. The Board may delegate its operating authority to such companies, individuals, and committees as it, in its discretion, may determine.

**Article 8. Officers.** The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure of the Board of Directors, as provided in the By-Laws. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Todd W. Fennell  
979 Beachland Boulevard  
Vero Beach, FL 32963

President

Robert E. Fields  
6070 69<sup>th</sup> Street  
Vero Beach, FL 32967

Vice President

Byron T. Cooksey, II  
445 27<sup>th</sup> Avenue S.W., Suite F-106  
Vero Beach, FL 32968

Treasurer

Donald C. Proctor, Jr. M.D.  
2205 E. Ocean Oaks Lane  
Vero Beach, FL 32963

Secretary

**Article 9. By-Laws.** The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

**Article 10. Dissolution.** Upon dissolution of the Association all its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of the Association.

**Article 11. Amendments.** Amendments to the Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes, provided that no amendment may be in conflict with the Declaration, and provided, further, no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

**Article 12. Subscribers.** The name and address of the subscriber to these Articles of Incorporation is as follows:

Christopher H. Marine  
979 Beachland Boulevard  
Vero Beach, FL 32963

**Article 13. Registered Agent and Office.** The initial registered office of the Corporation is 979 Beachland Boulevard, Vero Beach, Florida, 32963, and the initial registered agent at such address is Christopher H. Marine.

IN WITNESS WHEREOF, the subscriber has hereunto affixed its signature this 5<sup>th</sup>  
day of December, 2008.

  
CHRISTOPHER H. MARINE

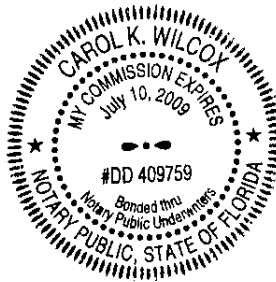


**STATE OF FLORIDA  
COUNTY OF INDIAN RIVER**

The foregoing Articles of Incorporation were acknowledged before me this 5<sup>th</sup> day of December, 2008, by **CHRISTOPHER H. MARINE**, who, being duly sworn, acknowledged before me that he executed the same for the purposes expressed in such Articles.

(NOTARIAL SEAL)

*Carol K. Wilcox*  
Notary Public, State of Florida  
My Commission Expires: \_\_\_\_\_



**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

The undersigned hereby accepts the designation of registered agent on behalf of  
**BLACKWATER CREEK RANCH PROPERTY OWNERS' ASSOCIATION, INC.**

  
\_\_\_\_\_  
CHRISTOPHER H. MARINE

**FILED**  
08 DEC -8 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SCHEDULE "A"**

A PARCEL OF LAND SITUATE IN SECTION 3, TOWNSHIP 32 SOUTH, RANGE 35 EAST, INDIAN RIVER COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEING THE SOUTH 3610 FEET OF SAID SECTION 3, TOWNSHIP 32 SOUTH, RANGE 35 EAST, INDIAN RIVER COUNTY, FLORIDA

**TOGETHER WITH:**

A PARCEL OF LAND SITUATE IN AND BEING THE NORTH 2425 FEET OF SECTION 10, TOWNSHIP 32 SOUTH, RANGE 35 EAST, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF SAID SECTION 10, THENCE BEAR S00°41'36"E ALONG THE EAST LINE OF SAID SECTION 10, A DISTANCE OF 2425.01 FEET TO A POINT OF INTERSECTION WITH A LINE LYING 2425 FEET SOUTH AND PARALLEL WITH THE NORTH LINE OF SAID SECTION 10; THENCE S89°29'52"W ALONG SAID PARALLEL LINE, A DISTANCE OF 5440.22 FEET TO A POINT OF INTERSECTION WITH THE WEST LINE OF SAID SECTION 10; THENCE N00°38'04"W ALONG SAID WEST LINE, A DISTANCE OF 2425.01 FEET TO THE NORTHWEST CORNER OF SAID SECTION 10; THENCE N89°29'52"E ALONG THE NORTH LINE OF SAID SECTION 10, A DISTANCE OF 5437.78 FEET BACK TO THE NORTHEAST CORNER OF SAID SECTION 10 AND THE POINT OF BEGINNING.

**TOGETHER WITH:**

A PARCEL OF LAND SITUATE IN SECTION 4, TOWNSHIP 32 SOUTH, RANGE 35 EAST, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHEAST CORNER OF SAID SECTION 4, THENCE BEAR N00°05'22"W ALONG THE EAST LINE OF SAID SECTION 4, A DISTANCE OF 1224.46 FEET TO THE POINT OF BEGINNING OF THE PARCEL OF LAND INTENDED TO BE DESCRIBED:

FROM THE POINT OF BEGINNING, THENCE DEPART SAID EAST LINE S89°54'46"W, A DISTANCE OF 100.00 FEET TO A POINT ON A LINE LYING 100 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF SAID SECTION 4; THENCE N00°05'22"W ALONG SAID PARALLEL LINE, A DISTANCE OF 1886.53 FEET; THENCE N89°54'46"E A DISTANCE OF 100.00 FEET TO A POINT OF INTERSECTION WITH THE SAID EAST LINE OF SECTION 4; THENCE S00°05'22"E ALONG SAID EAST LINE, A DISTANCE OF 1886.53 FEET BACK TO THE POINT OF BEGINNING.

TOGETHER WITH:

A PARCEL OF LAND SITUATE IN SECTION 3, TOWNSHIP 32 SOUTH, RANGE 35 EAST, INDIAN RIVER COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEING ALL OF SAID SECTION 3, TOWNSHIP 32 SOUTH, RANGE 35 EAST, INDIAN RIVER COUNTY, FLORIDA, LESS AND EXCEPTING THEREFROM THE SOUTH 3610 FEET THEREOF.

TOGETHER WITH:

THOSE CERTAIN EASEMENTS DATED MAY 15, 2007 AND RECORDED IN O.R. BOOK 2166, PAGE 41 AND O.R. BOOK 2166, PAGE 2111, RESPECTIVELY, ALL OF THE PUBLIC RECORDS OF INDIAN RIVER COUNTY, FLORIDA.