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FLORIDA PROFIT/NON PROFIT CORPORATION

OCEAN COVE CONDOMINIUM ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
OCEAN COVE CONDOMINIUM ASSOCIATION, INC.
(A Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, the undersigned does hereby adopt and set forth these Articles of Incorporation, viz:

ARTICLE 1
NAME OF CORPORATION

The name of this corporation shall be:

OCEAN COVE CONDOMINIUM ASSOCIATION, INC.

hereinafter in these Articles referred to as the "Association".

ARTICLE 2
PURPOSES

The general nature, objects, and purposes of the Association are:

A. To operate and manage the affairs of Ocean Cove, a Condominium, located within Cocoa Beach, Florida (the "Condominium"), being developed by Ocean Cove Development, LLC, a Florida limited liability company ("Developer").

B. To maintain all common elements of the Condominium for which the obligation to maintain and repair has been delegated to the Association by the "Declaration of Condominium of Ocean Cove, a Condominium" (the "Declaration").

C. To perform all acts as provided for in the Declaration and in the Florida Condominium Act, Chapter 718, *Florida Statutes* (the "Act").

ARTICLE 3
GENERAL POWERS

The general powers that the Association shall have are as follows:

A. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell, or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; and to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association.

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B. To perform or do any acts necessary or expedient for: (1) carrying on any of the activities of the Association; (2) pursuing any of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida; and (3) fulfilling all of the duties and responsibilities set forth in the Declaration, as amended from time to time, including but not limited to operating and maintaining the common elements of the Condominium.

C. To establish a budget and to fix assessments to be levied against all units of the Condominium (the "Units" or individually a "Unit") which are subject to assessment pursuant to the Declaration for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements, and replacements.

D. To place liens against any Units subject to assessment for delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

E. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

F. To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions, and agreements in order to effectuate the purposes for which the Association is organized.

G. To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.

H. To charge recipients of services rendered by the Association and users of property of the Association where such is deemed appropriate by the Board of Directors.

I. To pay all taxes and other charges or assessments, if any, levied against property owned, leased, or used by the Association.

J. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the Declaration.

K. In general, to have all powers which may be conferred upon a corporation not for profit by the laws of the State of Florida, except as limited or prohibited herein.

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President - Yane Zana
Vice President - Jeff Welles
Secretary/Treasurer - Robert Scales

ARTICLE 8
CORPORATE EXISTENCE

The Association shall have perpetual existence unless dissolved according to law or according to the provisions of Article 15 hereof.

ARTICLE 9 BYLAWS

The first Board of Directors of the Association shall adopt Bylaws consistent with these Articles. Thereafter, the Bylaws may be altered, amended, or repealed by a majority vote of the Directors in the manner provided by such Bylaws; provided, however, that no such amendment shall be effective without the written consent of Developer for as long as Developer owns any Unit.

ARTICLE 10
AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be altered, amended, or repealed by the affirmative vote of the holders of more than one-half of the total voting rights of the Association membership; provided, however, that no such amendment shall: (1) be effective without the written consent of Developer for as long as Developer owns any Unit; or (2) alter the calculation of voting rights attributable to any Unit pursuant to Article 5 hereof without the prior written consent of the Unit Owner so affected.

ARTICLE 11

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Association's initial principal and registered office shall be 21 Royal Palm Pointe, Suite 100, Vero Beach, Florida which shall also be the Association's mailing address. The registered agent at such address shall be Samuel A. Block. The Association may however, 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.

ARTICLE 12 BUDGET AND EXPENDITURES

The Association shall obtain funds with which to operate by annual assessment of its members in accordance with the provisions of the Declaration, as the same may be supplemented by the provisions of the Associations Articles and Bylaws. Accordingly, the Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing fiscal year and for the

ARTICLE 13 SUBSCRIBER

Samuel A. Block, 21 Royal Palm Pointe, Suite 100, Vero Beach, Florida 32960

All officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceeding, his own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all officers and Directors for any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

A. Upon expiration of the term of the Declaration, the Association may be dissolved upon a resolution to that effect being approved by the holders of majority of the total voting rights of the Association membership and upon compliance with any applicable laws then in effect.

B. Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be apportioned among the Units pro rata and the share of each shall be distributed to the then owners thereof.

In the event of a conflict between the provisions of these Articles of Incorporation and the Act, the terms and provisions of the Act shall control and, to that extent, are incorporated by reference herein. As used in this Article 16, the "Act" shall mean the provisions of Chapter 718, Florida Statutes, in effect as of the date on which these Articles of Incorporation are filed by the Florida Secretary of State.

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ARTICLE 17
BINDING EFFECT

The provisions hereof shall bind and inure to the benefits of the members and Developer and their respective successors and assigns.

IN WITNESS WHEREOF, the above-named subscriber has hereunto set his hand and seal on this 12th day of January, 2009.

Samuel A. Block

Samuel A. Block
Incorporator

STATE OF FLORIDA)

:SS.

COUNTY OF INDIAN RIVER)

BEFORE ME, the undersigned authority, personally appeared **SAMUEL A. BLOCK**, who being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed on the 12th day of January, 2009.

(SEAL)



Maria E. Rhodes

Notary Public, State of Florida

Printed Name of Notary
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been appointed Registered Agent for the above corporation, I hereby accept such appointment. I further certify that I am familiar with, and accept, the obligations of that position as provided by Florida Statutes.

Samuel A. Block

Samuel A. Block,
Registered Agent

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