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FLORIDA PROFIT/NON PROFIT CORPORATION

Melbourne 14 Property Owners Association, Inc.

Certificate of Status	0
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Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
MELBOURNE 14 PROPERTY OWNERS ASSOCIATION, INC.**

A Corporation Not For Profit

The undersigned, for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, certifies that :

ARTICLE I

Name

The name of this Corporation is Melbourne 14 Property Owners Association, Inc. The corporation is sometimes referred to herein as the "Association" or "Corporation".

ARTICLE II

Principal Office

The principal place of business and mailing address of the Association is 4053 Maple Road, Amherst, New York 14226.

ARTICLE III

Objects, Purposes and Powers

Section 3.1: This Association is a corporation not for profit. No part of its net earnings shall inure to the benefit of any private shareholder or member.

Section 3.2: The objects and purposes for which this Association is organized are as follows:

3.2.1: To operate, maintain and manage the surface water or stormwater management system and assist in the enforcement of the Declaration of Covenants, Conditions and Restrictions for Pineda Ridge, Phase III (the "Covenants").

3.2.2: To establish, maintain, operate and provide all community services of every kind and nature required or desired by the members including without limitation those services and functions described in the Covenants..

3.2.3: To provide for the enforcement of the Covenants.

3.2.4: To do such other things as may be necessary and proper to carry out and accomplish the above objects and purposes.

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Section 3.3: In furtherance of the aforesaid objects and purposes, the Association shall have all of the powers of a Corporation Not For Profit organized and existing under the laws of the State of Florida, which powers shall include, but are not limited to, the power:

3.3.1: To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

3.3.2: To make, levy and collect Assessments from its members and to expend the proceeds of such Assessments for the benefit of its members.

3.3.3: To bring and defend suits on behalf of the Association.

3.3.4: To make and enforce reasonable rules and regulations governing the use of the property owned by the Corporation.

3.3.5: To maintain, repair, replace and operate those portions of the property that the Association has the duty or right to maintain, repair, replace and operate under these Articles and the By-Laws of the Corporation.

3.3.6: To contract for the management of its property and to delegate to such contractors all powers and duties of the Corporation.

3.3.7: To employ personnel to perform the services authorized by these Articles and by the By-Laws of the Association.

3.3.8: To purchase insurance upon its property for the protection of the Association and its members.

3.3.9: To reconstruct improvements constructed on its property after casualty or other loss.

3.3.10: To make additional improvements to its property.

3.3.11: To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in land or facilities including but not limited to marinas, lakes and other recreational facilities.

ARTICLE IV

Members

There rights, duties and privileges of the members shall be as set forth in the By-Laws of this Corporation.

ARTICLE V**Term**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. This Corporation shall exist in perpetuity.

ARTICLE VI**Board of Directors**

The business and affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. The Board of Directors shall be elected by the members of the Corporation entitled to vote. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
George I. Gellman	4053 Maple Road, Amherst, NY 14226
Arthur M. Gellman	4053 Maple Road, Amherst, NY 14226
Clarke H. Narins	4053 Maple Road, Amherst, NY 14226

The Directors of the Association shall be elected at the time and in the manner provided for in the By-Laws.

ARTICLE VII**Officers**

The officers of the Association shall consist of a Chairman of the Board, a President, one (1) or more Vice Presidents, a Secretary and a Treasurer. The officers in the Association shall be elected by the Board of Directors of the Association. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. The initial officers are:

Chairman of the Board & Secretary:	Arthur M. Gellman
President:	Clarke H. Narins
Vice-President & Treasurer:	George I. Gellman
Vice President:	John F. Rehak, Jr.
Vice President:	Steven J. Longo

ARTICLE VIII

Indemnification

Section 8.1: Third Party Actions. 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, or appeal therefrom, whether civil, criminal, administrative, investigative or otherwise (other than any action by or in the right of the Association) by reason of the fact that he or his testator or intestate is or was a director, officer or employee of the Association, or at the express or implied request of the Association is or was serving as a director, trustee, officer, or employee of another Association or a partnership, joint venture, trust or other enterprise (including without limitation any affiliated association, partnership, joint venture, trust or other enterprise), against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 8.2: Derivative Actions. 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 or suit by or in the right of the Association, or appeal therefrom, to procure a judgment in its favor by reason of the fact that he or his testator or intestate is or was a director, officer or employee of the Association or at the express or implied request of the Association is or was serving as a director, trustee, officer or employee of another Association or a partnership, joint venture, trust or other enterprise (including without limitation any affiliated Association, partnership, joint venture, trust or other enterprise), against expenses (including attorney's fees and amounts paid in settlement) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit 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; provided however, that no person shall be entitled to indemnification under this Section 8.2 in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Association.

Section 8.3: Successful Defense. To the extent that a director, officer or employee has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 8.1 or 8.2 of this Article VIII, or in defense of any claim, issue or matter therein, such determination shall constitute conclusive evidence of such person's right to be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, and the president or a vice president of the Association shall direct the reimbursement of all such expenses to such person.

Section 8.4: Determination of Propriety of Indemnification. No person seeking indemnification under Section 8.1 or 8.2 of this Article VIII shall be indemnified unless pursuant to a determination by a court or unless the board of directors or the members in good faith by a

majority vote of a quorum of directors or members, as the case may be, who were not parties to such action, suit or proceeding determine that the standards set forth in such sections have been met in the circumstances. The Association may provide for additional indemnification and rights to any person (including without limitation those persons referred to in Sections 8.1 and 8.2 of this Article VIII), in each case except as otherwise ordered by a court of prohibited by law.

ARTICLE IX

Dissolution

No member, director, or officer of the Association or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association. Unless agreed to the contrary by seventy-five percent (75%) of each and every class of membership, upon dissolution of the Association, the assets of the Association shall be granted, conveyed and assigned to an appropriate public body, agency or agencies, utility or utilities or any one (1) or more of them or to any one (1) or more non-profit associations, trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by Association. No disposition of the Association's assets shall divest or diminish any right or title of any member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such Covenants.

ARTICLE X

Amendment of Articles

These Articles may be amended only by the majority vote of the Directors.

ARTICLE XI

By-Laws

The Association shall adopt By-Laws governing the conduct of the affairs of the Association. The By-Laws shall be altered, amended or rescinded as provided in the By-Laws.

ARTICLE XII

Registered Agent

The name and address of the registered agent are as follows:

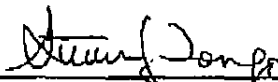
HRAWG Corp.
1801 N. Military Trail, Suite 200
Boca Raton, FL 33431

ARTICLE XIII
Incorporator

The name and address of the incorporator to these Articles of Incorporation are as follows:

Steven J. Longo
4053 Maple Road
Amherst, NY 14226

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 6th day of April, 2009.



Steven J. Longo
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

HRAWG CORP.

By: 

Name:

Title:

VICE PRESIDENT