

ND9000004845

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP      ☐ WAIT      ☐ MAIL

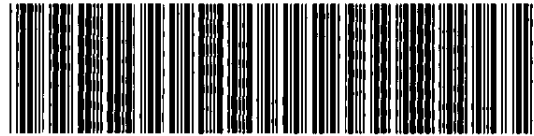
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700155924087

05/14/09--01006--023 \*\*87.50

09 MAY 14 PM 1:43

**B. McKnight** MAY 18 2009

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Melbourne Center Property Owners Association, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Robert L. Cochran Jr.  
Name (Printed or typed)

Box 33307  
Address

Indialantic, FL 32903  
City, State & Zip

321.723.0406  
Daytime Telephone number

bob@cochrangroup.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
**OF**  
**MELBOURNE CENTER**  
**PROPERTY OWNER'S ASSOCIATION, INC.**

RECEIVED  
09 MAY 14 PM 1:43  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, a resident of the State of Florida, of full age, and for the purpose of forming a corporation, not for profit, and do hereby certify:

**ARTICLE I**  
**NAME**

The name of the corporation is MELBOURNE CENTER PROPERTY OWNER'S ASSOCIATION, INC. (hereinafter called the "Association").

**ARTICLE II**  
**OFFICE**

The principal office of the Association is located at 242 Fifth Avenue, Indialantic, Florida 32903.

**ARTICLE III**  
**REGISTERED AGENT**

Robert L. Cochran, Jr., whose address is 242 5<sup>th</sup> Avenue, Indialantic, FL 32903, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV**  
**DEFINITIONS**

Section 1. "Articles of Incorporation" shall mean and refer to the Articles of Incorporation for Melbourne Center Property Owner's Association, Inc., as they may be amended from time to time.

Section 2. "Association" shall mean and refer to Melbourne Center Property Owner's Association, Inc., its successors and assigns.

Section 3. "Board of Directors" or "Board" shall mean and refer to the board of directors for Melbourne Center Property Owner's Association, Inc.

Section 4. "Common Property" shall have the meaning assigned to it in the Declaration.

Section 5. "Declarant" shall have the meaning assigned to it in the Declaration.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Melbourne Center recorded in the Public Records of Brevard County, Florida .

Section 7. "Parcel" shall have the meaning assigned to it in the Declaration.

Section 8. "Member" shall have the meaning assigned to it in the Declaration.

Section 9. "Owner" shall have the meaning assigned to it in the Declaration.

Section 10. "Properties" shall mean and refer to that certain real property described in the Declaration.

## **ARTICLE V**

### **PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the Common Property and architectural control of the Parcels and Common Property within the Properties and other real property annexed into the Association, and to promote the health, safety and welfare of the owners of the Properties and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the Properties and recorded (or to be recorded) in the Office of the Clerk of the Court for Brevard County, Florida, and as the same may be amended from time to time as therein provided;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of

the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of at least two-thirds (2/3) of the Members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property of the Association as security for the money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by at least two-thirds (2/3) of the Members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes provided that any such merger or consolidation shall have the assent of at least two-thirds (2/3) of the Members;

(g) Operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District ("District") permit no. 4-009-62397-1 requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein which relate to the surface water or stormwater management system;

(h) 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;

(i) Have and exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Florida by law may now or hereafter have or exercise.

## **ARTICLE VI** **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest of any Parcel which is subject to the Declaration, and thus to assessment by the Association shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Parcel which is subject to assessment by the Association.

**ARTICLE VII**  
**VOTING RIGHTS**

The Owner of each Parcel and the Declarant shall be entitled to cast one (1) vote for each Parcel owned by them.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of not less than three (3) Directors, who shall either be members of the Association or officers, directors, representatives or employees of the Declarant or Original Declarant. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Robert L. Cochran Jr.	242 5 <sup>th</sup> Ave. Indialantic, FL 32903
Linda Brooks	242 5 <sup>th</sup> Ave. Indialantic, FL 32903
Martha McTeague	242 5 <sup>th</sup> Ave. Indialantic, FL 32903

At the first annual meeting the Members shall elect one of the directors for a term of one year, one of the directors for a term of two years and one of the directors for a term of three years; and at each annual meeting thereafter the Members shall elect one director for a term of three years. Thereafter, if the number of Directors is enlarged, Members shall elect one-third (1/3) of the directors for a term of one year; one-third (1/3) of the directors for a term of two years; and one-third (1/3) of the directors for a term of three years with any odd number of directors to be elected for a term of three years. The intent of this provision is to proportionately stagger elections so that there always remain a majority of board members with experience as to the workings of the Association.

**ARTICLE IX**  
**DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than all of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to

any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. Notwithstanding the foregoing, 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., or its successor rule, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

#### **ARTICLE X** **EXISTENCE AND DURATION**

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

#### **ARTICLE XI** **INDEMNIFICATION**

The Association shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law, against all losses and liabilities related to their actions on behalf of the Association.

#### **ARTICLE XII** **INCORPORATOR**

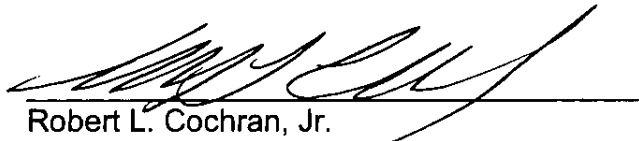
The name and address of the incorporator are as follows:

Robert L. Cochran, Jr.  
242 Fifth Avenue  
Indialantic, Florida 32903

#### **ARTICLE XIII** **AMENDMENTS**

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 12<sup>th</sup> day of MAY, 2009.

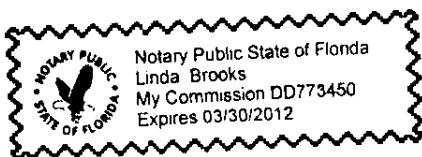


Robert L. Cochran, Jr.

Incorporator/Registered Agent

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of May, 2009, by ROBERT L. COCHRAN, JR., who is [☒] personally known to me or [☐] has produced \_\_\_\_\_ as identification.



AFFIX NOTARY STAMP

Linda Brooks  
Signature of Notary Public  
Print Name: Linda Brooks  
My Commission Expires: 3/30/2012  
Commission No.: DD773450

FILED  
09 MAY 14 PM 1:43  
CLERK OF STATE  
TALLAHASSEE, FLORIDA