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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Reflections Commerical Property Owners' Assoc., Inc**

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**ARTICLES OF INCORPORATION**  
**OF**  
**REFLECTIONS COMMERCIAL PROPERTY OWNERS'**  
**ASSOCIATION, INC.**

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**TALLAHASSEE, FLORIDA**

Prepared by:

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

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**ARTICLES OF INCORPORATION**  
**OF**  
**REFLECTIONS COMMERCIAL PROPERTY OWNERS' ASSOCIATION, INC.**

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:

**ARTICLE I**  
**NAME**

The name of the corporation shall be the REFLECTIONS COMMERCIAL PROPERTY OWNERS' ASSOCIATION, INC., which is hereinafter referred to as "the Association." The address of the principal office of the Association is 1623 U.S. Hwy 1, Suite B-1, Sebastian FL 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 authorized by the Declaration of Conditions, Covenants and Restrictions for Reflections 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 Association Members. 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 Reflections 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. It shall assist

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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 Reflections 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

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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 (a) 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 (b) on December 31, 2028; or (c) on the recordation by Declarant of a written instrument in 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 refer 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 filing these Articles of Incorporation with the Florida Secretary of State.

#### **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 as many persons as the Board of Directors shall from time to time determine, but no less than three (3) persons. 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.

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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>
Thomas F. Scott	1623 U.S. Hwy 1, Suite B-1, Sebastian, FL 32958
William Braun	1623 U.S. Hwy 1, Suite B-1, Sebastian, FL 32958
William S. Scott	1623 U.S. Hwy 1, Suite B-1, 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 appoint directors and to remove directors that the Declarant has appointed and to appoint successor directors without the consent, joinder or approval of Class A Members.

Section 3. Election of Members of Board of Directors. Except as otherwise provided herein, directors shall be elected by Members of the Association at the Members' annual meeting as provided by the Association Bylaws, and the Bylaws may provide for the method of voting in the election and for removal of directors from office. All directors shall be Members of the Association residing on the property or shall be authorized representatives, officers or employees of corporate, partnership or limited liability company Association Members 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 shall continue in office 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 serve, 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 terminates, the Declarant shall have the sole and absolute right to fill any vacancy on the Board for a director 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 appoint.

Section 2. Election and Appointment of Officers. In accordance with applicable Bylaws provisions Association officers 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,

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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 Association officers, 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>
Thomas F. Scott	President	1623 U.S. Hwy 1, Suite B-1, Sebastian, FL 32958
William Braun	Vice President	1623 U.S. Hwy 1, Suite B-1, Sebastian, FL 32958
William S. Scott	Treasurer/Secretary	1623 U.S. Hwy 1, Suite B-1, 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 the Class B membership terminates, the Declarant shall have the absolute right to amend these Articles of Incorporation without 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.

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**ARTICLE IX**  
**INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is Thomas F. Scott, 1623 U.S. Hwy 1, Suite B-1, 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 or her 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 she or he may be a party or in which she or he may become involved, other than an action by, or in the right of, the corporation, by reason of his/her 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 she or he is a Director or Officer at the time such expenses are incurred, regardless of or by whom the proceeding was brought, if she or he acted in good faith and in a manner which she or 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 or her 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 Association's best interest. The right of indemnification herein shall be in addition to 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 a Director did not act in good faith and in a manner which he or she 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 or her conduct was unlawful. No indemnification may be made pursuant to this Section in relation to matters as to which any Director or Officer is adjudged liable for gross negligence or willful misconduct.

Section 2. Indemnification in proceedings by or in the right of the Association. The Association shall indemnify Director, Officer, employee, or agent of the Association 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 she or 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 or her in connection with the defense or settlement of such action or suit, including any appeal thereof, if she or he acted in good faith and in a manner she or 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 or her duty to

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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 she or 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 and/or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of these Articles of Incorporation.

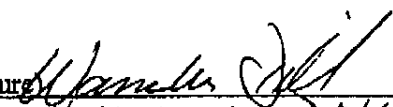
Section 5. Amendment of Article X. After Class B membership has terminated, the provisions of this Article X shall not be amended without the consent of all the Directors.


#### **ARTICLE XI** **REGISTERED AGENT**

Until changed, Thomas F. Scott, shall be the registered agent of the Association and the registered office shall be at 1623 U.S. Hwy 1, Suite B-1, 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 4<sup>th</sup> day of November 2009.

REFLECTIONS COMMERCIAL  
PROPERTY OWNERS' ASSOCIATION,  
INC.

(signature)   
(print name) WARREN W. DILL

By:   
Thomas F. Scott, Incorporator

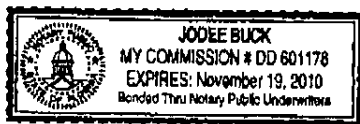
(signature)   
(print name) JODEE BUCK

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STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of November 2009, by Thomas F. Scott, as the Incorporator of REFLECTIONS COMMERCIAL PROPERTY OWNERS' ASSOCIATION, INC., who is personally known to me.



*Jodee Buck*  
Notary Public Jodee Buck  
My Commission No. is: DD 601178  
My Commission Expires: 11/19/2010

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 principal 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 Thomas F. Scott, 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.

Date: November 4, 2009

By: *Thomas F. Scott*  
Thomas F. Scott

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