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## FLORIDA PROFIT/NON PROFIT CORPORATION

The Keys Homeowner's Association, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
**OF**  
**THE KEYS HOMEOWNER'S ASSOCIATION, INC.**  
a Florida corporation not for profit

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In compliance with the requirements of Florida Statute 617, the undersigned, who is a resident of the State of Florida, and who is of full age, for the purpose of forming a Florida corporation not for profit, hereby certifies:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the corporation is THE KEYS HOMEOWNER'S ASSOCIATION, INC., a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes (hereinafter referred to as the "Association").

**ARTICLE II**  
**PRINCIPAL OFFICE OF THE ASSOCIATION**

The initial principal office of the Association is located at 6251 Palm Vista Street, Port Orange, Volusia County, Florida 32128, or other location designated by the Board of Directors.

**ARTICLE III**  
**REGISTERED AGENT AND REGISTERED OFFICE**

JESSE E. GRAHAM, SR., ESQ. with an office at 369 North New York Avenue, Third Floor, Winter Park, Florida 32789, is hereby appointed the initial Registered Agent of this Association.

**ARTICLE IV**  
**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 the maintenance, preservation and architectural control of the Lots and Common Area, including the street which is Key Largo Circle (the "Street"), within that Property described as:

Plat of Cypress Head, Phase I-A, recorded in Plat Book 44, at Page 36,  
Public Records of Volusia County, Florida, and specifically Lots 29 through  
57, thereof.

and to promote the health, safety and welfare of the residents within the above described property as provided for in the "Declaration" referred to herein below, and to:

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A. Exercise of 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 of Covenants, Conditions and Restrictions for The Keys Homeowner's Association, Inc. in Cypress Head, hereinafter called the "Declaration," applicable to the Property and recorded in the Public Records of Volusia County, Florida, in Official Records Book 3929, at Page 4653, Public Records of Volusia County, Florida, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length (all capitalized terms, unless otherwise provided herein, shall have the same meaning as defined in the Declaration) and pursuant to Chapter 720, Florida Statutes;

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 two-thirds (2/3) of the Lot Owners, mortgage or pledge, any or all of its real or personal property as security for money borrowed or debts incurred;

E. Dedicate, sell or transfer all or any part of the Common Area 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 two-thirds (2/3) of the Lot Owners, agreeing to such dedication, sale or transfer, provided, however, the Association shall have the right to grant permits, easements or licenses to a public agency or utility company for utilities, roads, other purposes reasonably necessary or useful for the proper maintenance or operation of the property, which grants shall not be deemed a dedication, sale or transfer requiring the consent of Members;

F. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided than any such merger, consolidation, or annexation shall comply with the requirements of the Declaration;

G. Have and to exercise any and all powers, rights and privileges which a corporation organized under Florida Not For Profit Corporation Act by law may now or hereafter have or exercise; and

H. Operate, maintain and manage the Common Area, including the Street. The Association shall levy and collect adequate assessments against Members of the Association for the maintenance of the Common Area, including the Street.

I. If applicable, operate, maintain and manage, or cause to be operated, maintained, and managed, the surface water or stormwater management system(s), if any, in a manner consistent with the St. Johns River Water Management District permits for Cypress Head, and consistent with the requirements and applicable rules of the District, and the Association shall assist in the enforcement of the restrictions and covenants contained herein.

The Association shall levy and collect, or cause to be levied and collected, adequate assessments against Members of the Association for the costs of maintenance and operation of the surface water or stormwater management system, if any, or otherwise provide for the stormwater management system in compliance with all applicable laws, codes, rules and permits.

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Assessments levied and collected for such purpose shall be used for its maintenance and repair of the surface water or stormwater management systems, including, but not limited to, work within retention areas, drainage structures and drainage easements.

#### ARTICLE V MEMBERSHIP

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

#### ARTICLE VI VOTING RIGHTS

All members shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot. When reference is made herein or in the Association By-Laws to a majority or a specific percentage or fraction of Members to establish a quorum or to carry a vote, such references shall be deemed to mean and refer to such majority, percentage or fraction entitled to vote on the basis of one (1) vote per Lot.

#### ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not more than seven (7) directors, who need not be Members of the Association. The initial number of Directors shall be three (3) and may be changed by amendment of the By-Laws of the Association. The names and address 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>
Anthony J. Delmonte	1134 Key Largo Circle Port Orange, Florida 32128
William E. Schleder, Jr.	1131 Key Largo Circle Port Orange, Florida 32128
Wanda Pride	1149 Key Largo Circle Port Orange, Florida 32128

At the first annual meeting, the Members shall elect one (1) Director for a term of one (1) year, one Director for a term of two (2) years and one (1) Director for a term of three (3) years; and at each annual meeting thereafter the Members shall elect one (1) Director for a term of three (3) years. In the event the number of Directors is more than three (3), additional Directors shall be elected for a term of three (3) years.

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#### ARTICLE VIII INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Jesse E. Graham, Sr.	369 N. New York Avenue Winter Park, FL 32789

#### ARTICLE IX OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws of the Association as shall be elected by the Board of Directors at its first meeting, and such officers shall serve at the pleasure of the Board of Directors.

#### ARTICLE X BY-LAWS

By-Laws of the Association will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed, in whole or in part, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

#### ARTICLE XI DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members. In the event of a permanent dissolution of the Association, other than incident to a merger or consolidation with another association, (i) all assets of the Association shall be conveyed to a nonprofit organization with similar purposes and acceptable to the City of Port Orange, Florida, or Volusia County, Florida, whichever is applicable, or (ii) all Association assets may be dedicated to the City of Port Orange, Florida, or any applicable municipal or other governmental authority. In the event of termination, dissolution or final liquidation of the Association, the successor non-profit organization or governmental entity shall, pursuant to the Declaration, provide for the continued maintenance and upkeep of the Common Area, including the Street. The dissolution procedures described in this Article XI are also subject to court approval pursuant to the provisions of The Florida Not For Profit Corporation Act.

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, Fla. Stat., or any subsequent amendment thereto, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

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#### ARTICLE XII DURATION

The effective date of corporate existence shall be the date of execution of these Articles provided these Articles are filed with the Department of State within five (5) days of such execution, exclusive of legal holidays, and, if not so filed, then the date of corporate existence shall be the date of such filing. The Association shall exist in perpetuity.

#### ARTICLE XIII AMENDMENTS

Amendment of these Articles of Incorporation may be made at a meeting duly called at which a quorum is present and shall require the approval of at least a two-thirds (2/3) vote which the Members present or represented by proxy are entitled to cast.

#### ARTICLE XIV CONFLICT

In the event that any provision of these Articles of Incorporation conflicts with any provision of Declaration, the provision of Declaration in conflict therewith shall control. If any provision of these Articles of Incorporation conflicts with any provision of the By-Laws, the provisions of these Articles of Incorporation shall control.

#### ARTICLE XV INDEMNIFICATION

The Directors and Officers of the Association shall be indemnified by the Association to the fullest extent now or hereafter permitted by law and shall not be personally liable for any act, debt, liability or other obligation of the Association. Similarly, Members are not personally liable for any act, debt, liability or obligation of the Association. A Member may become liable to the Association for assessments, fees, etc. as provided in the Declaration or as otherwise provided by law.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator, has executed these Articles of Incorporation, this 17th day of March, 2010.

INCORPORATOR:

  
Jesse E. Graham, Sr.

Address: 369 N. New York Avenue  
Winter Park, FL 32789

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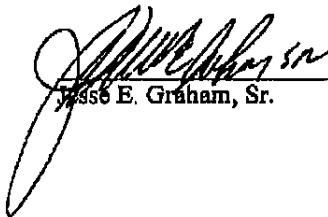
**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted, in compliance with said act:

FIRST, that THE KEYS HOMEOWNER'S ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 1131 Key Largo Circle, Port Orange, Florida 32128, has named Jesse E. Graham, Sr., located at 369 North New York Avenue, Winter Park, County of Orange, State of Florida 32789, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated: March 17, 2010.

  
Jesse E. Graham, Sr.

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