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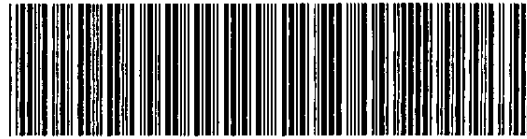
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TALLAHASSEE, FLORIDA

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FILED

4/28  
5/10  
W11000023868

*Law Offices*  
*of*  
Charles W. McKinnon, P.L.

Charles W. McKinnon  
Lisa R. Hamilton

The Atrium Building  
3055 Cardinal Dr., Suite 302  
Vero Beach, Florida 32963

Telephone • 772-231-3770  
Facsimile • 772-231-3774

April 25, 2011

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

RE: Kingswood Estates Owner's Association, Inc.  
A Florida Not for Profit Corporation

Dear Sir or Madam:

Enclosed please find an original Articles of Incorporation of Kingswood Estates owner's Association, Inc., and this firm's check in the amount of \$87.50.

Please file the original document and return a certified copy and the Certificate of Status to us in the enclosed addressed, stamped envelope.

If you should have any questions regarding the above, please feel free to contact me.

Sincerely yours,



Charles W. McKinnon

CWM:pms  
21896-001  
Enclosures  
cc: Kingswood Estates Owner's Association, Inc.



RECEIVED MAY 04 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 28, 2011

CHARLES W. MCKINNON  
3055 CARDINAL DR SUITE 302  
VERO BEACH, FL 32963

SUBJECT: KINGSWOOD ESTATES OWNER'S ASSOCIATION, INC.  
Ref. Number: W11000023868

We have received your document for KINGSWOOD ESTATES OWNER'S ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Jessica A Fason  
Regulatory Specialist II

Letter Number: 611A00010399

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**  
**OF**  
**KINGSWOOD ESTATES OWNER'S ASSOCIATION, INC.**  
*(A corporation not for profit)*

The undersigned by these Articles of Incorporation associate themselves for the purpose of forming a corporation not for profit, under the laws of the State of Florida, and certify as follows:

**ARTICLE I**

**NAME**

The name of the proposed corporation shall be Kingswood Estates Owner's Association, Inc. For convenience, the corporation will be referred to in this instrument as the Association.

**ARTICLE II**

**ADDRESS**

The principal place of business of the corporation is 1430 56<sup>th</sup> Square East, Vero Beach, Florida 32963, and the mailing address is P. O. Box 962, Vero Beach, Florida 32961-1962.

**ARTICLE III**

**PURPOSE**

3.1. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Homeowners Association Act, Chapter 720 Florida Statutes, for the operation of a homeowners association.

3.2. The Association will make no distribution of income.

**ARTICLE IV**

**POWERS**

The powers of the Association will include and be governed by the following provisions:

4.1. The Association will have all of the common law and statutory powers of a corporation not for profit that are not in conflict with the terms of these Articles.

4.2. The Association will have all of the powers and duties set forth in the Homeowners Association Act, except as limited by these Articles and the Declaration of Covenants, Conditions and Restrictions; and it will have all of the powers and duties reasonably necessary, including, but not limited to, the following:

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- a. To make and collect assessments against members to defray the costs, expenses and losses of the Association.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To maintain, repair, replace and operate the common property.
- d. To purchase insurance for the common properties; and insurance for the protection of the Association and its members.
- e. To reconstruct improvements after casualty and to further improve the common properties.
- f. To make and amend reasonable regulations respecting the use of property subject to the Declaration of Covenants, Conditions and Restrictions.
- g. To enforce by legal means the provisions of the Homeowners Association Act, the Declaration of Covenants, Conditions and Restrictions, these Articles, the Bylaws of the Association and the Regulations for the use of the property subject to the Declaration of Covenants, Conditions and Restrictions.
- h. To enter into contracts and make payments for services and materials in order to carry out the purposes of the Association.

4.3. All funds, except such portions thereof as are expended for the common expenses of the Association, and the titles of all properties will be held in trust for the members of the Association, in accordance with their respective interests under the Declaration of Covenants, Conditions and Restrictions, and in accordance with the provisions of these Articles of Incorporation and the Bylaws of the Association.

4.4. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions and the Bylaws of the Association.

## ARTICLE V

### MEMBERS

5.1. The members of the Association will consist of all of the record owners of the lots specified within Kingswood Estates Phase I, recorded in Plat Book 11, Page 86, and Kingswood Estates Phases 2 and 3, recorded in Plat Book 12, Page 39 and 39A, Public Records of Indian River County, Florida.

5.2. After receiving approval of the Association, change of membership will be established by recording in the Public Records of Indian River County, Florida, a deed or other instrument establishing a record title to a lot and by the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

5.3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to their lot.

5.4. There shall be one vote for each lot within Kingswood Estates on all Association matters submitted to the members.

## ARTICLE VI

### DIRECTORS

6.1. The affairs of the Association will be managed by a board consisting of the members of directors determined by the Bylaws of the Association, but not less than three (3) directors; and in the absence of such determination will consist of three (3) directors.

6.2. Directors of the Association will be elected at the annual meeting of the members.

6.3. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Wiley, Charles	1555 56 <sup>th</sup> Square East Vero Beach, Florida 32966
Ferguson, James	1475 56 <sup>th</sup> Square Vero Beach, Florida 32966
Jones, Elliott	1565 56 <sup>th</sup> Court Vero Beach, Florida 32966
Kessler, Robert	1430 56 <sup>th</sup> Square East Vero Beach, Florida 32966

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TALLAHASSEE, FLORIDA

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APPROVED  
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## ARTICLE VII

### OFFICERS

The affairs of the Association will be administered by the officers designated in the Bylaws of the Association. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and will serve at the pleasure of the Board of Directors. The names and addresses of the officers who will serve until their successors are designated are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Wiley, Charles	1555 56 <sup>th</sup> Square East Vero Beach, Florida 32966	President
Ferguson, James	1475 56 <sup>th</sup> Square Vero Beach, Florida 32966	Vice President
Jones, Elliott	1565 56 <sup>th</sup> Court Vero Beach, Florida 32966	Secretary
Kessler, Robert	1430 56 <sup>th</sup> Square East Vero Beach, Florida 32966	Treasurer

**ARTICLE VIII**  
**INDEMNIFICATION**

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 contemplated action, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that they are or were a Director, employee, Officer, or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, lawsuit, or proceeding unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that they did not act in good faith or in a manner they reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that they had reasonable cause to believe their conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, lawsuit, or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner that they reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that they had reasonable cause to believe that their conduct was unlawful.

To the extent that a Director, Officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any action, lawsuit, or proceeding referred to above, or in defense of any claim, issue, or matter therein, they shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection with that defense. Expenses incurred in defending a civil or criminal action, lawsuit, or proceeding shall be paid by the Association in advance of the final disposition of such action, lawsuit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, employee, or agent to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the Association. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs and personal representatives of that person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who 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 any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify them against such liability.

Anything to the contrary herein notwithstanding, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

**ARTICLE IX**  
**BYLAWS**

The first Bylaws of the Association will be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by said Bylaws.

**ARTICLE X**  
**AMENDMENTS**

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

**10.1.** Notice of the subject matter of a proposed amendment will be included in the notice of any meeting at which a proposed amendment is considered.

10.2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association and except as elsewhere provided:

a. Such approvals must be by not less than a majority of the entire membership of the Board of Directors; and

b. By not less than seventy-five percent (75%) of the entire membership of the Association.

10.3. Provided, however, that no amendment will make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members. No amendment will be made that is in conflict with the Homeowners Association Act or the Declaration of Covenants, Conditions and Restrictions.

10.4. A copy of each amendment will be certified by the Secretary of State, State of Florida, and will be recorded in the Public Records of Indian River County, Florida.

## ARTICLE XI

### TERM

The Association shall have perpetual existence.

## ARTICLE XII

### SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Wiley, Charles	1555 56 <sup>th</sup> Square East Vero Beach, Florida 32966
Ferguson, James	1475 56 <sup>th</sup> Square Vero Beach, Florida 32966
Jones, Elliott	1565 56 <sup>th</sup> Court Vero Beach, Florida 32966
Kessler, Robert	1430 56 <sup>th</sup> Square East Vero Beach, Florida 32966

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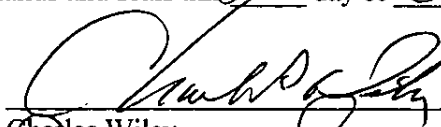
## ARTICLE XIII

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3055 Cardinal Drive, Suite 302, Vero Beach, Florida, 32963, and the name of the initial registered agent of the corporation at that address is Charles W. McKinnon.



IN WITNESS WHEREOF, we, the undersigned, being each and all of the original subscribers to the Association hereinabove named, have set our hands and seals this 23<sup>rd</sup> day of April, 2011.

  
Charles Wiley

(SEAL)

  
James Ferguson

(SEAL)

  
Elliott Jones

(SEAL)

  
Robert Kessler

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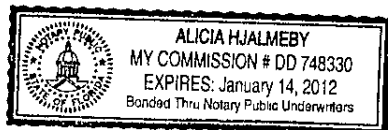
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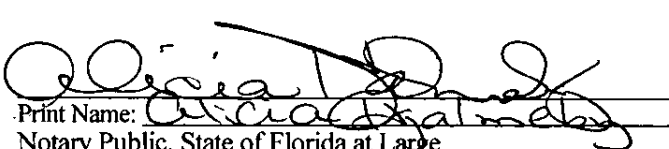
COUNTY OF INDIAN RIVER )

BE IT REMEMBERED, that on this 23<sup>rd</sup> day of April, 2011, personally appeared before me, a Notary Public of the State of Florida, Charles Wiley, James Ferguson, Elliott Jones, and Robert Kessler, who ☒ have produced Florida Secretary's License as identification or ☐ are personally known to me to be the parties to the foregoing certificate of Articles of Incorporation, and who have jointly and severally acknowledged the said certificate to be the act and deed of each of them respectively, and that the facts therein stated are truly set forth, and that they have associated themselves together with the purpose of becoming a corporation under the laws of the State of Florida.

WITNESS my hand and official seal in the state and county last aforesaid this 23<sup>rd</sup> day of


April, 2011.



  
Print Name: Alicia Hjalmeby  
Notary Public, State of Florida at Large  
My Commission Expires: January 14, 2012 (Affix Seal)

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

The undersigned hereby accepts the designation of registered agent on behalf of Kingswood Estates Owner's Association, Inc., and acknowledges that he is familiar with and accepts the obligations provided for in Florida Statute Section 607.0505.

  
\_\_\_\_\_(SEAL)  
Charles W. McKinnon

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TALLAHASSEE FLORIDA