

MAY. 30. 2013 1:00AM

CAPITAL CONNECTION

NO. 4265

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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
NEW SMYRNA MARINA MASTER PROPERTY OWNERS
ASSOCIATION

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MAY. 30. 2013 11:30AM

CAPITAL CONNECTION

NO. 4265 P. 2



May 30, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CAPITAL CONNECTION

SUBJECT: NEW SMYRNA MARINA MASTER PROPERTY OWNERS' ASSOCIATION, INC.
REF: W13000031325

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Justin M Shivers
Regulatory Specialist II
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FAX Aud. #: H13000115620
Letter Number: 013A00013562

P.O BOX 6327 -- Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
NEW SMYRNA MARINA MASTER
PROPERTY OWNERS' ASSOCIATION, INC.

A Florida not-for-profit corporation

Pursuant to Section 617, Florida Statutes, New Smyrna Beach Marina Holdings, LLC, a Florida limited liability company, located at 248 North Causeway, New Smyrna Beach, Florida 32169, as Incorporator, creates these Articles of Incorporation for the purposes set forth below.

ARTICLE I

NAME

The name of the corporation, herein called the "Master Association," is the New Smyrna Marina Master Property Owners' Association, Inc., and its principal office and mailing address is 248 North Causeway, New Smyrna Beach, Florida 32169.

ARTICLE II

PURPOSE AND POWERS

The Corporation is organized exclusively to engage in all lawful acts or activities for which Florida not-for-profit corporations may be organized, including one or more of the following purposes:

The purpose for which the Master Association is organized is to provide an entity, pursuant to Florida Law, for the operation of New Smyrna Marina, located in New Smyrna Beach, Florida.

The Master Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earning of the Master Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Master Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida and of a property owner's association under Florida law, except as expressly limited or modified by these Articles, the Master Declaration of Covenants, Restrictions and Easements (the "Master Declaration"), and the Bylaws; and it shall have all of the powers and duties

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reasonably necessary to operate the Master Association pursuant to the Master Declaration as it may hereafter be amended, including but not limited to the following:

- A. To make and collect assessments against members of the Master Association to defray the costs, expenses and losses of the Master Association, and to use the funds in the exercise of its powers and duties.
- B. To protect, maintain, repair, replace and operate the common elements and the Master Association property.
- C. To purchase insurance for the protection of the Master Association and its members.
- D. To repair and reconstruct improvements after casualty, and to make further improvements of the common elements and Master Association property.
- E. To make, amend and enforce reasonable rules and regulations in the manner set forth in the Bylaws and subject to any limitations in the Master Declaration.
- G. To enforce the provisions of Florida Statutes, the Master Declaration, these Articles, the Bylaws and any Rules and Regulations of the Master Association.
- H. To contract for the management and maintenance of the common elements and the Master Association property, and to delegate any powers and duties of the Master Association in connection therewith except such as are specifically required by law or by the Master Declaration to be exercised by the Board of Directors or the membership of the Master Association.
- I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Master Association.
- J. To borrow money as necessary to perform its other functions hereunder.
- K. To grant, modify or move any easement in the manner provided in the Master Declaration.
- L. To own and convey property.
- M. To assess property owners and enforce assessments.

N. To sue and be sued.

O. To contract for services necessary to operate and maintain the Master Association and any easements dedicated to or for the benefit of the Master Association including any infrastructure.

All funds and the title to all property acquired by the Master Association shall be held for the benefit of the members in accordance with the provisions of the Master Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP

A. The members of the Association shall be New Smyrna Beach Marina Holdings, LLC, The Village at New Smyrna Marina Homeowners' Association, Inc., and New Smyrna Marina Storage Condominium Association, Inc. as further provided in the Bylaws.

B. The share of a member in the funds and assets of the Master Association cannot be assigned or transferred in any manner.

C. Each member shall be entitled to a number of votes in Master Association matters as set forth in the Master Declaration. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM

The term of the Master Association shall be perpetual.

ARTICLE V

BYLAWS

The Bylaws of the Master Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI**DIRECTORS AND OFFICERS**

A. The affairs of the Master Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. The initial three Directors shall be the only three members listed herein above.

B. Except for Directors appointed by the Declarant (as defined in the Master Declaration), Directors of the Master Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

C. The business of the Master Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Master Association, and they shall serve at the pleasure of the Board.

ARTICLE VII**INITIAL DIRECTORS**

The initial Directors of the Master Association shall be:

<u>Name</u>	<u>Address</u>
Mr. Timothy W. Phillips	
Mr. William T. Phillips	248 North Causeway, New Smyrna Beach, Florida 32169
Ms. Kaisey Rosell	

ARTICLE VIII**AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

A. Proposal. Amendments to these Articles may be proposed by a majority of the Board or by a written petition to the Board, signed by at least two-thirds (2/3) of the voting interests of the Master Association.

B. Vote Required. Prior to the turnover of control of the Master Association by the Declarant to property owners other than the Declarant, these Articles may be amended by the Board at a duly noticed Board meeting. Subsequent to turnover, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3) of the voting interests who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose. As long as Declarant owns any property within New Smyrna Marina, no amendment to these Articles shall be deemed effective which in any way modifies the rights, benefits or privileges granted or reserved to Declarant, without Declarant's prior written consent, which consent may be denied in Declarant's absolute discretion.

C. Certificate: Recording. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Volusia County, Florida, with the formalities required by Florida law.

ARTICLE IX

INDEMNIFICATION

To the fullest extent permitted by Florida law, the Master Association shall indemnify and hold harmless every Director and every officer of the Master Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Master Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

A. Willful misconduct or a conscious disregard for the best interests of the Master Association, in a proceeding by or in the right of the Master Association to procure a judgment in its favor.

B. A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

C. A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Master Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

ARTICLE X

INITIAL REGISTERED AGENT

The initial registered office of the Master Association shall be at: Storch and Harris, LLC, 420 South Nova Road, Daytona Beach, Florida 32114.

The initial registered agent at said address shall be: Glenn D. Storch, Esq.

WHEREFORE, the Incorporator has caused these Articles of Incorporation to be executed this 21 day of May, 2013.

WITNESS:

Deanna Blow
Name: Deanna Blow

Donna Hendricks
Name: Donna Hendricks

INCORPORATOR:

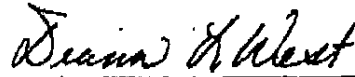
NEW SMYRNA BEACH MARINA
HOLDINGS, LLC, a Florida limited
liability company

By: [Signature]
Timothy W. Phillips, Manager

By: [Signature]
William T. Phillips, Manager

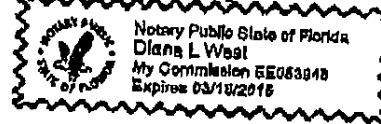
STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged this 21 day of May, 2013,
by Timothy W. Phillips, as Manager of New Smyrna Beach Marina Holdings, LLC, a Florida
limited liability company, who is personally known to me or who has produced _____
as identification.

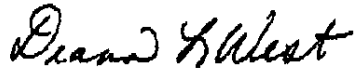


Notary Public, State of Florida

My Commission Expires:

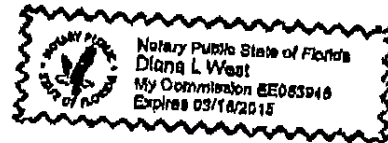
STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged this 21 day of May, 2013,
by William T. Phillips, as Manager of New Smyrna Beach Marina Holdings, LLC, a Florida
limited liability company, who is personally known to me or who has produced _____
as identification.



Notary Public, State of Florida

My Commission Expires:



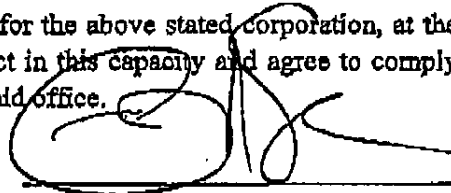
**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS IN THIS STATE**

PURSUANT to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Act:

The New Smyrna Marina Master Property Owners' Association, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 248 North Causeway, New Smyrna Beach, Florida 32169, has named Glenn D. Storch, Esq., with an office located at Storch and Harris, LLC, 420 South Nova Road, Daytona Beach, Florida 32114, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

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



Glenn D. Storch
Registered Agent

Date: 5-22-13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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