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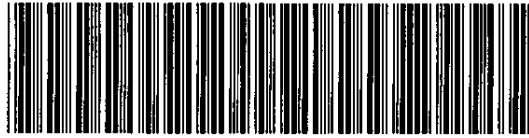
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SECRETARY OF STATE  
TALAHASSEE, FLORIDA

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APPROVED  
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FILED

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## COVER LETTER

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

**SUBJECT:** The Willows Home Owners' Association of Indian River County, 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:** Barry G. Segal  
\_\_\_\_\_  
Name (Printed or typed)

3096 Cardinal Drive, Suite 2C  
\_\_\_\_\_  
Address

Vero Beach, Florida 32963  
\_\_\_\_\_  
City, State & Zip

(772) 567-5552  
\_\_\_\_\_  
Daytime Telephone number

barry@verobeach-law.com

E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 4, 2015

BARRY G. SEGAL  
3096 CARDINAL DRIVE, SUITE 2C  
VERO BEACH, FL 32963

SUBJECT: THE WILLOWS HOME OWNERS' ASSOCIATION OF INDIAN  
RIVER COUNTY, INC.  
Ref. Number: W15000078540

We have received your document for THE WILLOWS HOME OWNERS' ASSOCIATION OF INDIAN RIVER COUNTY, INC. and your check(s) totaling \$288.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of 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) 245-6052.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 015A00025469

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE WILLOWS HOME OWNERS' ASSOCIATION OF INDIAN RIVER COUNTY, INC.,  
A NONPROFIT CORPORATION

We, the undersigned natural persons of legal age, at least two of whom are citizens of the State of Florida, acting as incorporators of a corporation under Chapter 617 of the Florida Statutes, hereby adopt the following articles of incorporation:

Article I.

The name of the corporation is THE WILLOWS HOME OWNERS' ASSOCIATION OF INDIAN RIVER COUNTY, INC. (hereinafter the "association"). The principal address for the corporation is: 5070 North Highway A1A, Suite C-1, Vero Beach, Florida 32963.

Article II.

The association is a nonprofit corporation.

Article III.

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

Article IV.

The association is formed for the primary purpose of providing for the maintenance, preservation, and architectural control of the residence lots and common area within a certain subdivided tract of real property described as follows: *see attached Exhibit "A" for legal description*, and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose.

In furtherance of such purposes, the association will have the power to:

(a). Perform all of the duties and obligations of the association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the "Declaration") applicable to the subdivision and to be recorded in the public records of Indian River County, Florida;

(b). Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means; and 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 on the property of the association;

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

(d). Borrow money and, subject to the consent by vote or written instrument of two-thirds of the Class B Membership or, if there is no Class B Membership, by eighty percent (80%) of the Class A Membership, mortgage, pledge, convey by deed of trust, or hypothecate 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 areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer will be effective unless an instrument has been signed by two-thirds of the Class B Membership or, if there is no Class B Membership, by eighty percent (80%) of the Class A Membership, agreeing to such dedication, sale, or transfer;

(f). Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation must have the consent by vote or written instrument by two-thirds of the Class B Membership or, if there is no Class B Membership, by eighty percent (80%) of the Class A Membership;

(g). Have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

(h). The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with and permit issued by the St. Johns River Water Management District, any requirements and applicable District rules and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management System. The Association shall 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.

The association is organized and will be operated exclusively for the above purposes. The activities of the association will be financed by assessments on members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member.

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

#### Article V.

The street address of the initial ~~registered~~ office of the association is 5070 North Highway A1A, Suite C-1, Vero Beach, Florida 32963, and the name of its initial registered agent is Barry G. Segal, P.A. with an address of 3096 Cardinal Drive, Suite 2C, Vero Beach, Florida 32963.

#### Article VI.

Every person or entity who/which is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, will be a member of the association. Membership will be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

#### Article VII.

The association will have two classes of voting members, which are defined as follows:

Class A. Class A members will include all owners with the exception of the declarant, as that term is defined in the Declaration. Class A members will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all of those persons will be members. The vote for such lot will be exercised as such members determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B member will be the declarant, as that term is defined in the Declaration. The declarant will be entitled to fifteen votes for each lot owned. The Class B membership will cease and be converted to Class A membership as provided in the Declaration.

#### Article VIII.

The number of directors constituting the initial board of directors of the association is three, and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Charles "Chuck" Mechling	5070 North Highway A1A Suite C-1 Vero Beach, Florida 32963
Karen Mechling	5070 North Highway A1A Suite C-1 Vero Beach, Florida 32963
Robert Votaw	5070 North Highway A1A Suite C-1 Vero Beach, Florida 32963

As long as the Declarant owns at least one (1) lot in the subdivision, it shall be entitled to elect a majority of the membership of the Board of Directors unless otherwise prohibited by law. Directors and officers shall be elected as provided in the by-laws.

#### Article IX.

On dissolution, the assets of the association will be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets will be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

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., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

#### Article X.

The officers of the corporation shall be a President, Secretary and a Treasurer. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors (and thereafter until such time as the Board of Directors elects new officers) are:

President:	Charles "Chuck" Mechling
Vice President/Treasurer	Robert Votaw
Secretary	Karen Mechling

#### Article XI.

##### Indemnification of Officers and Directors

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudicated guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that , in the event any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

Article XII.

Transaction in Which Directors or Officers are Interested

No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void or voidable solely for the reason, or solely because the Directors or Officer is present at or participates in the Board or Committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum of the Board of Directors or of a committee, which authorized the contract or transaction.

Article XIII.

The name and street address of each incorporator is:

Name

Address

Charles "Chuck" Mechling

5070 North Highway A1A  
Suite C-1  
Vero Beach, Florida 32963

Executed at Vero Beach, Indian River County, Florida on the 19<sup>TH</sup> day of November, 2015.

  
Signatures of incorporator



**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the certificate,

I, Barry G. Segal; President, on behalf of Barry G. Segal, P.A., hereby agree to act in that capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties.



BARRY G. SEGAL; President  
Barry G. Segal, P.A.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 DEC 21 PM 4:57

APPROVED  
AND  
FILED

*Exhibit "A"*

*Legal Description*

Parcel 1;

The West 10 Acres of Tract 13, Section 6, Township 33 South, Range 39 East, according to the last general plat of lands of the Indian River Farms Company, filed in the Office of the Clerk of the Circuit Court of St. Lucie County, Florida, in Plat Book 2, Page 25; said land now lying and being in Indian River County, Florida.

Parcel 2:

The East 9.14 Acres of the West 19.14 Acres of Tract 13, Section 6, Township 33 South, Range 39 East, according to the last general plat of lands of the Indian River Farms Company, filed in the Office of the Clerk of the Circuit Court of St. Lucie County, Florida, in Plat Book 2, Page 25; said land now lying and being in Indian River County, Florida,

Parcel 3:

From the Point of beginning at the Northeast corner of the East 9.14 Acres of the West 19.14 Acres of Tract 13, Section 6, Township 33 South, Range 39 East, according to the last general plat of Indian River Farms Company filed in the Office of the Clerk of the Circuit Court of St. Lucie County, Florida, run East on the North boundary line of said Tract 13, a distance of 9 feet; thence run Southerly parallel to the West boundary line of Tract 13, a distance of 1,320 feet more or less to a point on the South boundary line of said Tract 13; thence run West along the South boundary line of said Tract 13, a distance of 9 feet; and thence run Northerly parallel to the West boundary line of said Tract 13, a distance of 1,320 feet more or less to the Point of Beginning, less canal and other rights of way shown on said plat. Said land now lying and being in Indian River County, Florida.

Parcel 4:

That portion of land in Tract 13, Section 6, Township 33 South, Range 39 East of the Indian River Farms Company according to the last general plat thereof filed in Plat Book 2, Page 25 in the Office of the Clerk of the Circuit Court of St. Lucie County, Florida; said land now lying and being in Indian River County, Florida, being more particularly described as follows:

Beginning at the Southwest corner of said Section 6, Township 33 South, Range 39 East said corner also being the Southwest corner of said Tract 13, run Easterly 635.70 feet on the South line of Section 6 to a point, (said South line being the South line of Tract 13, and also being the center line of a 60 foot right-of-way now known as Rosewood Road), said point being the Southeast corner of the Land deeded to Cato by Quit-Claim Deed filed in Official Record Book 164, Page 200, Public Records of Indian River County, Florida; thence run on a deflection angle of 89 degrees 37 minutes 20 seconds to the left, run Northerly 30 feet on the East boundary of that said land deeded to Cato (said east boundary being parallel to the West boundary of Section 6) to an intersection with the North right-of-way of said Rosewood Road, and the True Point of Beginning; thence, continue on said line parallel to the West boundary of Section 6, a distance of 1,300.10 feet to an intersection with the North line of Tract 13, said intersection being the Northeast corner of that land deeded to Cato; thence on a deflection angle

of 89 degrees 41 minutes 33 seconds to the right, run Easterly 116.27 feet on said North line of Tract 13; thence on a deflection angle of 90 degrees 13 minutes 57 seconds to the right, run Southerly 1,299.94 feet to the North Right-of-Way line of Rosewood Road; thence on a deflection angle of 89 degrees 41 minutes 50 seconds to the right run Westerly 118.02 feet on said North Right-of-Way of Rosewood Road to the True Point of Beginning.

All according to the last general plat of lands of Indian River Forms Company recorded in Plat Book 2, Page 25, Public Records of St. Lucie County, Florida; said land now lying and being in Indian River County, Florida.