

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Port Orange Riverwalk Property Owners' Association,**

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**ARTICLES OF INCORPORATION**

**OF**

**PORT ORANGE RIVERWALK PROPERTY OWNERS' ASSOCIATION, INC.**

(A Florida Corporation Not for Profit)

**ARTICLE I. NAMES**

The name of this Corporation is Port Orange Riverwalk Property Owners' Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles" and the By-Laws of the Association as the "By-Laws".

**ARTICLE II. PURPOSES**

The purposes for which the Association is organized are as follows:

- A. To take title, operate, administer, manage, lease and maintain the assets and property of the Association as such are dedicated to or made the responsibility of the Association by the recorded Plat of Riverwalk at Port Orange, the Declaration, these Articles or the By-Laws.
- B. To Manage the Association of owners established by the Declaration of Covenants and Restrictions for the property (the "Declaration"). The Declaration was executed by Halifax River Partners L.L.C., a Florida limited liability company, (the "Declarant") developer of the property.
- C. To enforce the Declaration and perform all duties and responsibilities imposed upon the Association by the Declaration.
- D. To carry out all duties placed upon it by these Articles, the By-Laws, the Declaration and the Florida law.

**ARTICLE III. POWERS**

The Association shall have the following powers:

- A. The Association shall have all common law and statutory powers of a corporation not for profit, not in conflict with the terms of these Articles, the By-Laws and the Declaration.
- B. The Association shall have the power to administer and to enforce the provisions of these Articles, the By-Laws and the Declaration and all powers reasonably necessary to carry out the responsibilities and duties conferred upon it by these Articles, the By-Laws and the Declaration, as amended and supplemented from time to time, including but not limited to, the power to levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water and storm water management system and Conservation Easement Areas, if any. Such assessments shall be used for maintenance, and repair of the surface water and storm water management systems and Conservation structures and drainage easements.

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#### **ARTICLE IV. DUTIES**

The Association shall have the following duties:

A. The Association shall have all common law and statutory duties of a corporation not for profit.

B. In Addition the Association shall have all responsibilities and duties delegated to it pursuant to the provisions of these Articles, the By-Laws and the Declaration, including but not limited to operating, maintaining and managing the surface water and storm water management system and Conservation Easement Areas in a manner consistent with the St. Johns River Water Management District Permit requirements and applicable District Rules and City of Port Orange requirements and applicable governmental rules, regulations and ordinances; and further shall assist in the enforcement of the restrictions and covenants contains in the Declaration relating to said system.

#### **ARTICLE V. MEMBERSHIP**

Every person or entity who is or becomes a record owner of any "Lot" in the "Property" or is otherwise considered an "Owner", as those terms are defined in the Declaration, shall be a "Member" of the Association excepting only the City of Port Orange who shall own the fee simple interest in a tract within the Property. Declarant shall also be a Member of the Association as long as it owns a Lot or parcel in the Property. Membership is solely for those having a fee simple ownership interest and is not intended to and shall not include any persons or entities who hold an interest in real property merely as security for the performance of an obligation. All memberships in the Association shall be automatic and mandatory, except as provided for above, and shall terminate automatically when a Member becomes divested of a fee simple ownership in a Lot or parcel in the Property. If a Lot within the Property is converted to the Condominium form of ownership the President of the Condominium Association shall be the only member and voting representative of said condominium in the Association.

When a corporation or partnership is the owner of a Lot, the membership privilege shall be exercised by only one (1) individual being the one designated by the entity to cast its vote as hereinafter provided. When more then one person holds an interest in a Lot, each person shall be a Member, even though each person does not acquire a separate right to vote.

#### **ARTICLES VI. MANAGEMENT**

A. The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) persons. The Board members shall be elected by the voting membership at the times and in the manner provided in the By-Laws. The Board members may be removed and vacancies in the Board filled in the manner provided in the By-Laws.

B. The initial Board shall consist of three (3) persons, who need not be members entitled to vote in the Association, and who shall be appointed by Declarant. The initial Board named in these Articles shall serve until the Owners, other than Declarant, are entitled to elect the Board members in the manner set forth in the By-Laws. Vacancies in the initial Board appointed by Declarant may be filled by Declarant. After the election of the Board by the Owners other than the Declarant, vacancies occurring between annual meetings of the membership shall be filled in the manner provided in the By-laws.

C. The number of members on the Board shall be increased to (9) persons at the time and in the manner provided in the By-Laws.

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D. Board members shall be elected by the membership in accordance with the By-Laws at the regular annual meeting of the membership of the Corporation to be held on the first Monday of June of each year or on such other date as may be set by the vote of a majority of the membership.

E. All officers shall be elected by the Board in accordance with the By-Laws at the annual meeting of the Board to be held immediately following the annual meeting of the membership. The Board shall elect or appoint at the time and in manner set forth in the By-Laws a President, Vice President, Secretary, Treasurer, and other officers as it may deem desirable.

#### **ARTICLE VII. BOARD OF DIRECTORS**

The number of persons constituting the first Board of Directors shall be three (3). The names and street addresses of the persons who are to serve as the first Board are as follows:

<u>Name</u>	<u>Address</u>
Josif Atanasoski	1800 North U.S. Hwy 1 Ormond Beach, FL 32174
E. V. LaCour	220 Charles Street Port Orange, FL 32129
Christina Myers	220 Charles Street Port Orange, FL 32129

The number of Board members may be increased or diminished from time to time as provided by the By-Laws, but shall never be less than three (3). All Board members shall be natural persons.

#### **ARTICLE VIII. OFFICERS**

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President	-	E. V. LaCour
Vice President & Treasurer		Josif Atanasoski
Secretary	-	Christina Myers

#### **ARTICLE IX. PRINCIPAL OFFICE**

The initial principal office of the Association is 220 Charles Street, Port Orange, FL 32129.

#### **ARTICLE X. INCORPORATORS**

The Incorporator is Jeffrey P. Brock. The rights and interests of the Incorporator shall automatically terminate when these Articles are filed with the Florida Secretary of State.

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**ARTICLE XI. BY-LAWS**

By-Laws of the Association shall be adopted by the first Board and thereafter may be altered, amended or rescinded in the manner provided in the By-Laws. In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

**ARTICLE XII. EXISTENCE AND DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State. The Association shall exist in perpetuity, unless dissolved pursuant to the provisions of Article XIII below.

**ARTICLE XIII. DISSOLUTION AND SUCCESSOR ENTITIES**

The Association may be dissolved only with the consent in writing by the Owners and holders of all mortgages and liens on any lots, by the City of Port Orange, and by two-thirds (2/3) of the voting Members. In the event of the dissolution of the Association, or any successor entity thereto, other than incident to a merger or consolidation, any property dedicated or conveyed to the Association shall be transferred to either a successor entity or an appropriate governmental agency or public body to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to non-profit corporation, association, trust or other organization to be devoted to such similar purposes. In the event of termination, dissolution or liquidation of the Association, the responsibility for the operation and maintenance of the surface water and storm water management system must be transferred to and accepted by an entity which complies 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 XIV. SEVERABILITY**

Invalidation of any of these Articles or portions thereof by judgment, court order, or operation of law shall in no way affect other provisions, which shall remain in full force and effect.

**ARTICLE XV. REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is 444 Seabreeze Blvd., Suite 900, Daytona Beach, FL 32118 and the initial Registered Agent of the Association at that address shall be Seabreeze Corporate Services, LLC.

**ARTICLE XVI. INDEMNIFICATION**

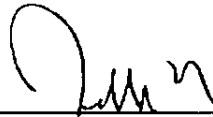
The Association shall indemnify any officer, Board member or committee member or any former officer, Board member or committee member to the full extent permitted by law.

[Signatures on Next Page]

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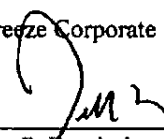
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Incorporator submits these articles and affirms that the facts stated herein are true. Incorporator is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in S. 817.155, F.S. Dated: September 15, 2016.

  
\_\_\_\_\_  
Jeffrey P. Brock, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. Dated: September 15, 2016.

Seabreeze Corporate Services, LLC

By   
\_\_\_\_\_  
Jeffrey P. Brock, its manager

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