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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Sacarma Launch Homeowners' Association, Inc.**

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**ARTICLES OF INCORPORATION OF****SACARMA LAUNCH HOMEOWNERS' ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, a resident of the State of Florida, and of full age, this day executed these Articles of Incorporation ("Articles") for the purpose of forming a corporation not-for-profit, and does hereby certify:

**ARTICLE 1.**  
**NAME OF CORPORATION**

The name of the corporation is SACARMA LAUNCH HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation (hereafter called the "Association"). The effective date of these Articles shall be the date of filing these Articles with the State of Florida. The members of the Association were not entitled to vote on the adoption of these Articles.

**ARTICLE 2.**  
**PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal office of the Association is located at 1083 Labat Lane Cudjoe Key, FL 33042.

**ARTICLE 3.**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is 155 Office Plaza Drive, Suite A, Tallahassee, Florida 32301 and Capitol Corporate Services, Inc. is hereby appointed the initial registered agent of this Association at that address. The registered agent shall maintain copies of all permits for the benefit of the Association.

**ARTICLE 4.**  
**DEFINITIONS**

All terms used in these Articles of Incorporation shall have the same meaning as defined in the Declaration of Covenants, Conditions, Easements and Restrictions for Sacarma Launch, as the same may be amended and supplemented from time to time ("Declaration"), unless these Articles of Incorporation specifically provide otherwise, or unless the context dictates a contrary meaning.

**ARTICLE 5.**  
**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 maintenance, operation, preservation, and architectural control of the Property, and to promote the health, safety and welfare of the Property for the following purposes:

A. To provide for a controlled access community which will expressly manage and regulate vacation rental uses as contemplated under section 134 of the Monroe County Code;

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B. Exercise all of the powers and privileges and to perform all of the rights, duties and obligations of the Association as set forth in the Declaration applicable to the Property and recorded in the Public Records of Monroe County, Florida, as the same may be amended from time to time as therein provided;

C. Fix, levy, collect and enforce payment by any lawful means all charges or assessments against members of the Association 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, but not limited to the costs for maintenance and operation of the Surface Water Management System, costs for all licenses, taxes and governmental charges levied or imposed against the Property of the Association, if any;

D. 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 of the Association, if any, in connection with the affairs of the Association;

E. Borrow money, and with the approval of a majority of the Owners, the power and authority to mortgage the property of the Association, if any, and to pledge the revenues of the Association as security for loans made to the Association which loans shall be used by the Association in performing its functions;

F. Pledge Association revenues as security for the performance of any obligation to any governmental agency or authority;

G. Dedicate, sell or transfer all or any part of the Common Property or Limited Common Property, if any, to any governmental unit, public utility, or private party approved by at least two-thirds (2/3) of the Board, (to the extent Declarant still owns any portion of the Property) Declarant and (to the extent any such sale or transfer includes Limited Common Property) the Owners having use rights in such Limited Common Property;

H. Operate and maintain the Common Property in accordance with the Declaration;

I. To contract for the management of the Property and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration or Bylaws to have approval of the Board or the members of the Association. n;

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

K. Have and exercise any and all powers, rights and privileges set forth under the Declaration and the Bylaws; and

L. Have and exercise any and all powers, rights and privileges granted to the association pursuant to *Chapter 720, Florida Statutes*.

M. Operate, maintain and manage the Surface Water Management System in a manner consistent with the District Permit, its requirements and applicable District rules, and

shall assist in the enforcement of this Declaration which relate to the Surface Water Management System;

#### **ARTICLE 6.** **MEMBERSHIP**

**Section 6.1** **Members.** Every Owner of a Lot other than the Association shall be a Member of the Association, and no other persons or entities shall be entitled to membership. Membership shall be appurtenant to, run with, and may not be separated from ownership of a Lot.

**Section 6.2** **Changes in Membership.** Changes in membership in the Association shall be established by the recording in the Public Records of Monroe County, Florida, of a deed or other instrument establishing a change of record title to a Lot and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument shall thereby become a member of the Association. The membership of the prior Owner shall be thereby terminated.

**Section 6.3** **No Assignment of Member's Share.** 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 the Member's Lot.

#### **ARTICLE 7.** **VOTING RIGHTS**

The Association shall have two (2) classes of voting membership:

**Class A:** Class A Members are all Original Owners. Class A Members shall be entitled to two (2) votes for each Lot owned.

**Class B:** All Owners, except for the Original Owners shall be Class B Members. Class B Members shall be entitled to one (1) vote for each Lot owned. Upon the sale of a Lot by an Original Owner, the Membership associated with such Lot shall be converted to a Class B Membership and the Owner of such Lot shall be entitled to (1) one vote. For example, in the event that one of the Original Owners sells his/her Lot, the Owner that purchased such Lot shall be a Class B Member with the right to cast one (1) vote while the other remaining Original Owner remains a Class A Member with the right to cast two (2) votes.

When any Lot entitling the Owner to Membership in the Association is owned of record in the name of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, tenants by the entirety or any other manner of joint or common ownership, or if two or more persons or entities have the same fiduciary relationship respecting the same property, then unless the instrument or order appointing them or creating the tenancy otherwise directs and it or a copy thereof is filed with the Secretary of the Association, such Owner shall select one official representative to qualify for voting in the Association and shall notify in writing the Secretary of the Association of the name of such individual. The vote of that individual shall be considered to represent the will of all the Owners of that Lot. In the circumstance of such common ownership, if the Owners fail to designate their voting representative, then the Association may accept the

person asserting the right to vote as the voting Owner until notified to the contrary by the other Owners of such Lot. Upon such notification, the Owner may not vote until the Owner(s) appoint their representative pursuant to this paragraph.

**ARTICLE 8.**  
**BOARD OF DIRECTORS**

**Section 8.1** The affairs of this Association shall initially be managed by a Board of four (4) directors, who need not be Members of the Association and who shall be appointed by the Original Owners. At such time as the Original Owners are no longer the only Owners, then the number of directors shall be increased or decreased so as to allow for the appointments as described in Section 8.2 below; provided, however, the Board shall never consist of less than three (3) directors. All affairs of the Association shall be governed by the affirmative vote of a majority of the directors in attendance at a duly called meeting unless otherwise specifically provided for in the Declaration.

**Section 8.2** **Appointment.** Each of the Original Owners shall be entitled to appoint two (2) members to the Board. Any Owner who is not an Original Owner shall be entitled to appoint one (1) member to the Board.

**Section 8.3** **Term.** Directors shall be appointed to serve for three (3) year terms, unless a director sooner dies, resigns or is removed. There shall be no limit to the number of terms any one person may serve as a director.

**Section 8.4** **Removal.** Owners shall be entitled to remove their appointed director(s) with or without cause and appoint replacement directors. In the event of death or resignation of a director, such director's successor shall be appointed by the same Owner.

**Section 8.5** **Compensation.** No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for the director's actual expenses incurred in the performance of his or her duties.

**Section 8.6** **Action Taken Without a Meeting.** The Board shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the Board.

**Section 8.7** **Initial Directors.** The names and addresses of the person who are appointed by Declarant to act in the capacity of directors are:

Elizabeth Querbes	8110 Old Hammond Hwy, Baton Rouge, LA 70809
Katherine Ann Andreeff	8110 Old Hammond Hwy, Baton Rouge, LA 70809
Joe Mittler	6908 Fairhaven Oval Dr., Medina, Ohio 44256
Morgan April Mittler	6908 Fairhaven Oval Dr., Medina, Ohio 44256

**ARTICLE 9.**  
**DISSOLUTION**

The Association may only be dissolved upon termination of the Declaration as set forth therein. Upon such dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, if any, including, but not limited to the Common Property, if any, shall be transferred to another not-for-profit corporation or appropriate public agency having similar purposes (the "Non SWMS Property") and the Surface Water Management System (the "SWMS Property"), if any, shall be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the District prior to such termination, dissolution or liquidation. If the local government agency declines to accept such SWMS Property, then the SWMS Property shall be dedicated to a similar non-profit corporation. If no other not-for-profit corporation or agency will accept such Non SWMS Property or SWMS Property, then any Member or affected governmental instrumentality or agency, including the District, may petition the Circuit Court of the County in which the Property is located to appoint a receiver or trustee to conduct the affairs and fulfill the obligations of the Association with respect to such applicable portions of the Common Property, or otherwise dispose of the Common Property or portions thereof as the Circuit Court may deem appropriate. If a receiver or trustee is appointed, the Association shall be responsible for court costs, attorney's fees, and all other expenses of the receivership or trust shall constitute Common Expenses of the Association and shall be assessed against its Members. If the Association has been dissolved, or if the Association shall not have a sufficient number of directors, the receiver or trustee shall have all powers and duties of a duly constituted board of directors. The receiver or trustee shall serve until such time as the Circuit Court may deem appropriate.

**ARTICLE 10.**  
**DURATION**

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 11.**  
**INCORPORATOR**

The name and address of the incorporator is as follows:

Robert A. Spottswood, Jr., Esquire  
Baker & Hostetler LLP  
200 South Orange Avenue, Suite 2300  
Orlando, FL 32801-3432  
(407) 649- 4000

**ARTICLE 12.**  
**AMENDMENTS**

These Articles of Incorporation shall be amended by majority vote of the Members.

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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles this 29<sup>th</sup> day of NOVEMBER, 2016.

  
Robert A. Spottswood, Jr., Esquire

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been designated as agent for service of process on the Sacarma Launch Homeowners' Association, Inc. within the State of Florida, at the place designated in ARTICLE 3 of the foregoing Articles of Incorporation, accepts the appointment as registered agent for Sacarma Launch Homeowners' Association, Inc. and is familiar with and accepts the obligations of this position.

Capitol Corporate Services, Inc.

By: Delanie Case  
Name: Delanie Case  
Title: asst. sec.

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