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FLORIDA PROFIT/NON PROFIT CORPORATION

Nova Sixth Lot Owners' Association, Inc.

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JAN 03 2017

T. SCOTT

**ARTICLES OF INCORPORATION OF
NOVA SIXTH LOT OWNERS' ASSOCIATION, INC.,**
a Florida not for profit corporation

The undersigned, in accordance with the provisions of Chapter 617, Florida Statutes, hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of forming a nonprofit Florida corporation.

ARTICLE I - NAME

The name of this Corporation will be **NOVA SIXTH LOT OWNERS' ASSOCIATION, INC.**, a Florida not-for-profit corporation (the "Corporation" or "Association").

ARTICLE II - PURPOSE

The corporation does not contemplate pecuniary gain or profit, direct or indirect to its Members, and its primary purposes are:

- A. To regulate the use, and provide for the quiet enjoyment of, the various easements and common areas located within the property known as Nova Sixth (the "Property");
- B. To provide for the quiet enjoyment of all properties located within the Property and to enforce the terms and conditions of that certain Declaration of Easements, Covenants, Conditions and Restrictions for Nova Sixth to be recorded in the public records of Volusia County, Florida (the "Declaration");
- C. To establish other covenants, restrictions and guidelines as may be agreed upon by the Members;
- D. To own, operate and manage properties conveyed to the Association and to engage in such activities as may be to the mutual benefit of the Members and owners;
- E. To engage in such other business and duties as are necessary to carry out the purpose of the Corporation.

ARTICLE III - POWERS

The Corporation will have all of the powers reserved for, and granted to, corporations not for profit by the laws of the State of Florida. Said powers include, but are not limited to:

- Section 1.** To elect and maintain a Board of Directors;
- Section 2.** To make, levy and collect assessments from its Members for purposes deemed appropriate by the Association;
- Section 3.** To contract with others to maintain and protect the Property;
- Section 4.** To sue, and be sued, and to initiate legal action, on behalf of the Association when necessary to enforce or defend Association actions and decisions;

- Section 5.** To make, establish and enforce reasonable rules and regulations governing the use of property owned by the Association;
- Section 6.** To maintain, repair, replace and operate those portions of the property for which the subdivision is responsible;
- Section 7.** To purchase insurance upon its common property and to construct, repair and reconstruct improvements located on its properties.

ARTICLE IV - MEMBERS

The qualification of the Members, the manner of their admission to Membership, termination of such Membership, and voting by Members will be as follows:

- A. Membership will be mandatory of all record owners and subsequent purchasers of properties within the Property as defined by all of those Lots now or hereafter submitted to the terms, covenants, conditions and restrictions of the Declaration.
- B. Members will be those persons entitled to Membership as set forth above who have paid yearly dues, plus any annual or special assessments voted by the Membership and have met all other further and additional requirements for Membership as may be determined by the Association. Such persons will be termed "Members in good standing" and will be eligible to participate in meetings and vote in accordance with the Association rules.
- C. Each member in good standing will be entitled to one (1) vote for each Lot owned within the Property. In the event that any one person, firm or entity owns more than one Lot, then said person, firm or entity will be entitled to one vote for each Lot owned and for which an assessment and/or Membership dues are paid. In the event ownership of any Lot is comprised of more than one person or entity, there will be neither any fractional voting with respect to any Lot nor more than one (1) vote per Lot.

ARTICLE V - DIRECTORS

The affairs of the Corporation will be managed by the Board of Directors. The Board of Directors will consist of the President, the Vice President, the Secretary and the Treasurer, as named below. The Board of Directors will serve terms as more particularly set forth in the Bylaws of the Corporation to be adopted by the Board of Directors of the Corporation contemporaneously with the filing of these Articles (the "Bylaws").

The names of the Members of the Board of Directors who will hold office until their successors are elected and have qualified, or until removed, are as follows:

Name:

Noel Strauss

Michael Redding

Kathy Bryant

ARTICLE VI - OFFICERS

The Board of Directors will elect a President, Vice President, Secretary and Treasurer. The President will preside over the annual meeting of the Members as well as other meetings and will administer the day-to-day operations and responsibilities of the Association, including the collection of assessments and payment of ad valorem taxes and other fees, as directed by the Board of Directors. The President will also be the Association's designated recipient of all comments, suggestions and correspondence from owners. The Vice President will serve and perform the duties of the President in the absence of the President and to engage in such other, further and additional conduct and duties as may be directed by the President or the Association. The secretary will keep accurate records of the activities of the Association and the occurrences at scheduled meetings. The Treasurer will maintain accurate accounting records reflecting all receipts and expenditures of the Association, and will prepare and file the annual report.

The officers will be elected on an annual basis by a majority vote of the Members in good standing. The officers of the Corporation will serve for terms as set forth in the Bylaws.

The names of the officers who will serve until their successors are designated are as follows:

<u>Office:</u>	<u>Name:</u>
President	Noel Strauss
Vice President	Michael Redding
Secretary/ Treasurer	Kathy Bryant

ARTICLE VII – ANNUAL MEETING

The annual meeting of the Members will occur during the first calendar quarter of each year at a time and date and at a place within Volusia County, Florida.

ARTICLE VIII – ACTIONS BY THE CORPORATION

Action by the Corporation, including amendments to these Articles or to the Bylaws, will require a vote of a majority of the Board of Directors at a duly called meeting at which notice of the proposed amendment(s) has been given and at which quorum has been obtained.

ARTICLE IX – COMPENSATION OF MEMBERS

No dividends will be paid and no part of the income of the Corporation will be distributed to its Members, directors or officers pursuant to the requirements of Florida Statute 617.0505. However, the Corporation may, in accordance with said statute, pay compensation in a reasonable amount to its Members, directors, and/or officers for services rendered by them, and may confer benefits upon its Members in conformity with its purposes.

This Corporation, being a not-for-profit corporation, will not issue shares of stock. Membership may be evidenced by a certificate of Membership which may be issued at the option of the

Members. Notwithstanding the right to issue a certificate of Membership, the secretary of the Corporation will keep an active and up-to-date Membership roll which will be updated on a regular basis. The Membership roll will be kept in the corporate book along with these Articles, the Bylaws, the corporate seal and the Minutes of Annual and Special Meetings. It will not be the obligation of the Secretary to verify changes in ownership. Owners of Lots within the Property and Members of the Association are vested with the responsibility of notifying any purchaser of the existence of the Declaration referred to in Article II of these Articles and of their obligation to join the Association, to pay dues and assessments, and to abide by the terms and conditions of the Declaration as well as the mandates of the Membership of the Association.

ARTICLE X - PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the Corporation will be located at 111 Center Street, Little Rock, Arkansas, 72201, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors. The address of the Registered Office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202-5017, and the Registered Agent at such address is F & L Corp.

ARTICLE XI - DEFINITIONS AND CONSTRUCTION

Capitalized terms contained herein will have the definitions and meanings set forth in the Declaration, unless expressly provided herein to the contrary. Should any of the provisions herein imposed be void or become unenforceable at law or in equity, the remaining provisions of this instrument will nevertheless be and remain in full force and effect. If any irreconcilable conflict should exist, or hereafter arise, with respect to the interpretation of these Articles and the Bylaws subsequently adopted by the Corporation, the provisions of these Articles will prevail.

ARTICLE XII - INCORPORATOR

The name of the sole incorporator of the Corporation is Michael A. Okaty. The street address and mailing of the sole incorporator of the Corporation is 111 North Orange Avenue, Suite 1800, Orlando, Florida, 32801-2386.

[Signature Page Follows.]

The foregoing Articles of Incorporation were adopted effective December 30, 2016,
by the undersigned incorporator in accordance with the requirements of the Florida Statutes.



MICHAEL A. OKATY, Incorporator


ACCEPTANCE OF APPOINTMENT
BY REGISTERED AGENT

THE UNDERSIGNED, having been named in Article X of the foregoing Articles of Incorporation of the **NOVA SIXTH LOT OWNERS' ASSOCIATION, INC.** as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 30 day of December, 2016.

REGISTERED AGENT:

F&L CORP.

By: 
Michael A. Okaty
Agent and Authorized Agent