

Division of Corporations

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Email Address: jay.decator@duda.com

## FLORIDA PROFIT/NON PROFIT CORPORATION

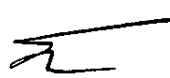
Viera Town Center Merchants Association, Inc.

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ARTICLES OF INCORPORATION  
OF  
VIERA TOWN CENTER MERCHANTS ASSOCIATION, INC.

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("these Articles of Incorporation");

ARTICLE I

NAME

The name of the corporation shall be VIERA TOWN CENTER MERCHANTS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Merchants Association."

ARTICLE II

DURATION

The Merchants Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Merchants Association shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE III

DEFINITIONS

Unless the context otherwise requires, all capitalized terms herein shall have the same meaning as set forth in the Declaration of Covenants, Conditions, Easements, Reservations and Restrictions for Viera Town Center District recorded or to be recorded in the Public Records of Brevard County, Florida, as it may be amended or supplemented from time to time (the "District Declaration"). References in these Articles of Incorporation to the terms "Articles of Incorporation", "Bylaws", and "District Declaration" shall include any duly-adopted amendments to any of the foregoing documents from time to time.

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ARTICLE IV

PRINCIPAL OFFICE

The principal office and mailing address of the Merchants Association is located at 7380 Murrell Road, Suite 201, Viera, Florida 32940.

ARTICLE V

REGISTERED OFFICE AND AGENT

Jay A. Decator, III, Esq., whose address is 7380 Murrell Road, Suite 201, Viera, Florida 32940, is hereby appointed the initial registered agent of the Merchants Association and the registered office shall be at said address.

ARTICLE VI

PURPOSE AND POWERS OF THE MERCHANTS ASSOCIATION

The Merchants Association shall not pay dividends and no part of any income of the Merchants Association shall be distributed to its members, directors or officers. The Merchants Association is formed to provide for, among other things, the improvement, maintenance, preservation of the District Property and to promote the recreation, health, safety and welfare of the Owners. The Merchants Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles of Incorporation, the Bylaws, or the District Declaration. The Merchants Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the District Declaration, any Supplemental Declaration, these Articles of Incorporation and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Merchants Association for the benefit of the Owners and for the maintenance, administration and improvement of the District Property, Areas of Common Responsibility and Common Areas. The duties and powers of the Merchants Association shall be exercised by the Board of Directors unless provided otherwise in the District Declaration, these Articles of Incorporation or the Bylaws, and shall include, without limitation, the following:

(a) To fix, levy, collect and enforce payment of, by any lawful means, all charges, fines or Assessments pursuant to the terms of the District Declaration, these Articles of Incorporation or the Bylaws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Merchants Association, including without limitation all licenses, taxes or governmental charges levied or imposed against the Common Area, the Area of Common Responsibility or any other property of the Merchants Association;

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and to provide adequate funding for the performance of any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Merchants Association for the benefit of the Owners and for the maintenance, administration and improvement of the District Property, Common Area, and Area of Common Responsibility;

(b) To acquire (by gift, purchase or otherwise), manage, control, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property subjected to the District Declaration or any other property for which the Merchants Association by rule, regulation, District Declaration or contract has a right or duty to provide such services;

(c) To borrow money, and as provided in the District Declaration or Bylaws, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility;

(e) To enforce covenants, conditions, or restrictions affecting any property to the extent the Merchants Association may be authorized to do so under the District Declaration or the Bylaws;

(f) To engage in activities which will actively foster, promote, and advance the common interests of all Owners of the District Property;

(g) To enter into, make, perform, or enforce contracts of every kind and description, and to perform all other acts necessary, appropriate, or advisable in carrying out any purpose of the Merchants Association, whether individually or with or in association with any other association, corporation, or other entity or agency, public or private;

(h) To adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Merchants Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the District Declaration;

(i) To maintain, repair, replace and operate portions of the District Property and Areas of Common Responsibility consistent with the obligations imposed upon or assumed by the Merchants Association for maintenance, repair, replacement and operation pursuant to the District Declaration, these Articles, the Bylaws, or separate agreement, including without limitation the District Drainage System, as defined in the District Declaration, in a manner consistent with all permits issued by the St. Johns River Water Management District and applicable rules of the St. Johns River Water Management District;

(j) To accept jurisdiction over, and the powers and duties imposed with respect to, any additional property which may become part of the District Property or which may otherwise

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be subjected to the jurisdiction of the Merchants Association as provided in the District Declaration. The Merchants Association shall accept as members all owners of property hereafter subjected to the jurisdiction of the Merchants Association as provided in the District Declaration; and

(k) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person; and

(l) Notwithstanding the foregoing, the Merchants Association shall not pay dividends and no part of any income of the Merchants Association shall be distributed to its members, directors or officers.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law subject to only such limitations as set forth in these Articles of Incorporation, the Bylaws, the District Declaration, or any Supplemental Declaration; and the powers specified in each of the paragraphs of this Article VI are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article VI.

#### ARTICLE VII

##### MEMBERSHIP

7.1 Membership. Each Owner, including the District Declarant, shall be a member of the Merchants Association. No Owner, whether one (1) or more Persons, shall have more than one (1) membership per Unit or Unplatted Parcel owned. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a member. The Merchants Association membership of each Owner shall be appurtenant to the Unit or Unplatted Parcel giving rise to such membership, and shall not be transferred except upon the transfer of title to said Unit or Unplatted Parcel and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Merchants Association appurtenant thereto to the new Owner thereof. The membership of an Owner in the Merchants Association shall not be refused, waived or surrendered, but voting rights and rights of use and enjoyment of the Common Area may be regulated or suspended as provided in these Articles of Incorporation, the District Declaration, the Bylaws and the rules and regulations of the Merchants Association.

7.2 Jurisdiction of Merchants Association. The Merchants Association and each member thereof must accept as members those owners subject to the jurisdiction of the Merchants Association as provided in the District Declaration.

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ARTICLE VIIIVOTING RIGHTS

8.1 Voting Rights. The voting rights of members in the Merchants Association shall be as set forth in the District Declaration and the Bylaws, as the same may be amended from time to time. A vote for a Unit on Merchant Association matters must be cast by the person who is the designated voting representative for the Unit pursuant to Article II, Section 9 of the Bylaws.

8.2 Voting Representative. Each vote in the Merchants Association must be cast as a single vote by the designated voting representative for the Nonresidential Unit, and fractional votes shall not be allowed. If a Nonresidential Unit fails to designate a voting representative for Merchants Association matters, such Nonresidential Unit will not be entitled to vote on Merchants Association matters until such voting representative is duly appointed in accordance with Article II, Section 9, of the Bylaws.

ARTICLE IXBOARD OF DIRECTORS

The business and affairs of the Merchants Association shall be managed by a Board of Directors. The initial Board of Directors shall be comprised of three (3) directors, but may be enlarged or decreased (i) by the District Declarant during the Class "B" Control Period, in accordance with the Merchants Association's Bylaws or (ii) by the approval of a majority of the members after the Class "B" Control Period, provided that there shall always be an odd number of directorships created and that the number of directors is never less than three (3). The initial Board of Directors shall consist of three (3) directors appointed by the District Declarant. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles of Incorporation and the Bylaws are:

<u>Name</u>	<u>Address</u>
Eva M. Rey	7380 Murrell Road, Suite 201 Viera, Florida 32940
Benjamin F. Wilson	7380 Murrell Road, Suite 201 Viera, Florida 32940
Shawn O'Keefe	7380 Murrell Road, Suite 201 Viera, Florida 32940

Within thirty (30) days after termination of the Class B Control Period, the members shall elect all directors of the Board of Directors for staggered terms as provided in the Bylaws. The

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method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws.

The Board of Directors may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine.

#### ARTICLE X

##### OFFICERS

The affairs of the Merchants Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Eva M. Rey	7380 Murrell Road, Suite 201 Viera, FL 32940
Vice President/Secretary	Benjamin E. Wilson	7380 Murrell Road, Suite 201 Viera, FL 32940
Treasurer	Shawn O'Keefe	7380 Murrell Road, Suite 201 Viera, FL 32940

#### ARTICLE XI

##### INDEMNIFICATION

The Merchants Association shall indemnify every officer, director, committee member and employee of the Merchants Association against any and all costs and expenses, including reasonable attorneys' and paralegals' fees, reasonably incurred by or imposed upon such officer, director, committee member or employee in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he may be a party by reason of being or having been an officer, director, committee member or employee of the Merchants Association. Such officers, directors, committee members and employees shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors of the Merchants Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Merchants Association (except to the extent they may also be members of the Merchants Association), and

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the Merchants Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, committee member, or employee, or former officer, director, committee member or employee may be entitled. The Merchants Association shall, as a Common Expense, maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonably available.

## ARTICLE XII

### BYLAWS

The Bylaws of the Merchants Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

## ARTICLE XIII

### AMENDMENTS

These Articles of Incorporation may be amended by a majority of the Board of Directors adopting a resolution setting forth the proposed amendment, if such proposed amendment is approved by the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of at least a majority of the total votes of the Merchants Association. However, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause. No amendment shall be effective until filed with the office of the Secretary of State of Florida. A certified copy of each amendment shall be recorded in the Public Records of Brevard County, Florida. Notwithstanding anything to the contrary set forth herein, the District Declarant may unilaterally amend these Articles of Incorporation at any time to include any provisions which may be required by any federal, state or local governmental authority.

No amendment may remove, revoke, or modify any right or privilege of District Declarant or the Class "B" member without the written consent of District Declarant or the Class "B" member as appropriate, or the assignee of such right or privilege. No amendment may impair the validity or priority of the lien of any Mortgage held by a Mortgagee or impair the rights granted to Mortgagees herein without the prior written consent of such Mortgagees.

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ARTICLE XIV

INCORPORATOR

The name and address of the Incorporator of the Merchants Association is as follows:

Name

Address

Jay A. Decator, III

7380 Murrell Road, Suite 201  
Viera, Florida 32940

ARTICLE XV

NONSTOCK CORPORATION

The Merchants Association is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Merchants Association; provided, however, that membership in the Merchants Association may be evidenced by a certificate of membership which shall contain a statement that the Merchants Association is a corporation not for profit. The Merchants Association shall not pay dividends and no part of any income of the Merchants Association shall be distributed to its members, directors or officers.

ARTICLE XVI

DISSOLUTION

In the event the Merchants Association is intentionally dissolved for the purpose of winding up its affairs, then after the claims of creditors of the Merchants Association have been satisfied from the assets of the Merchants Association or otherwise, the remaining assets of the Merchants Association shall be dedicated to a public body or conveyed to a not-for-profit corporation, as defined in Chapter 617, Florida Statutes, as amended, with similar purposes, as the Board of Directors of the Merchants Association shall determine in their sole discretion.

Notwithstanding anything contained in the preceding grammatical paragraph to the contrary, in the event of termination, dissolution or final liquidation of the Merchants Association, the responsibility for the operation and maintenance of the District Drainage System, as defined in the District Declaration, must be transferred to and accepted by an entity which meets the requirements of section 40C-42.027, Florida Administrative Code, and which is approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

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ARTICLE XVIIADDITIONAL PROPERTY

Additional property may be added from time to time to the District Property in accordance with the District Declaration. When made, the additions shall extend the jurisdiction, functions, duties and membership of the Merchants Association to such additional property as may be contemplated by the District Declaration.

The Merchants Association and each member must accept as members of the Merchants Association, the Owners of all Nonresidential Units in the property added to District Property where the instrument hereafter annexing additional property to the jurisdiction of the Merchants Association provides that the Owners of Nonresidential Units in the property annexed added to the District Property are intended to be members of the Merchants Association and that the Merchants Association is intended to have jurisdiction over them.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these presents to be executed as of the 8<sup>th</sup> day of February, 2017.

## WITNESSES

Charlene R. Spangler  
Charlene R. Spangler  
 (Print Name)

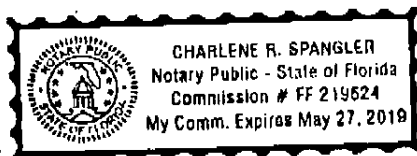
Jay A. Decator, III  
Jay A. Decator, III

Sandra Patrick  
SANDRA PATRICK  
 (Print Name)

Address: 7380 Murrell Rd., Ste. 201  
 Viera, Florida 32940

STATE OF FLORIDA )  
 COUNTY OF BREVARD )

The foregoing instrument was acknowledged before me on the 8<sup>th</sup> day of February, 2017, by Jay A. Decator, III. Said person is known to me.



Charlene R. Spangler  
 Signature of Person Taking Acknowledgement  
 Print Name: Charlene R. Spangler  
 Title: Notary Public, State of Florida  
 Serial No. (if any) FF 219624  
 Commission Expires: 5/27/2019

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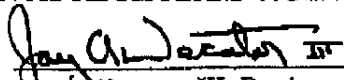
CERTIFICATE DESIGNATING REGISTERED AGENT FOR  
SERVICE OF PROCESS

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

VIERA TOWN CENTER MERCHANTS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 7380 Murrell Road, Suite 201, Viera, Florida 32940, has named Jay A. Decator, III, located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Jay A. Decator III, Registered Agent

Date: February 8<sup>th</sup>, 2017

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