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Law Offices
WATSON, SOILEAU, DeLEO & BURGETT
A PROFESSIONAL ASSOCIATION
3490 NORTH US HIGHWAY 1
COCOA, FLORIDA 32926

VICTOR M. WATSON*
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(321)631-1567

♦ ♦ ♦
SHAWN M. TRAUTMAN

*BOARD CERTIFIED IN REAL PROPERTY LAW

January 10, 2019

Department of State
Division of Corporations
Non-Profit Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

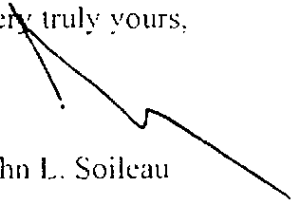
RE: Hickory Ridge Association of Brevard, Inc.

Dear Sir/Madam,

Enclosed please find the original Articles of Incorporation with regard to the referenced non-profit corporation. I have also enclosed a check in the amount of \$78.75 to cover the cost of filing, and a certified copy of the Articles once they have been processed. Please return the certified copy to this office in the enclosed, self-addressed stamped envelope.

Thank you for your attention to this matter, and please do not hesitate to contact this office if you have any questions.

Very truly yours,



John L. Soileau

Enclosures

cc: Hickory Ridge Association of Brevard, Inc.

Aug 1953 - 1974: 50

Aug 1953 - 1974: 50

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Aug 1953 - 1974: 50

Class A. Class A Members shall be all those Owners other than the Developer. Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they, among themselves determine, but, except as to Class B Membership, in no event shall more than one vote ever be cast with respect to any such Lot.

Class B. The Class B Member shall be the Developer or Successor Developer. The Class B Member shall be entitled to nine (9) votes for each Lot which Developer owns. The Class B membership shall cease and terminate and be converted to Class A membership on the earlier of: January 1, 2027, or at transition as defined in Section 720.307, Fla. Stat., or any time prior thereto at the election of the Developer or Successor Developer. Upon the cessation of Class B membership, the Developer shall thereafter have Class A membership.

Section 3. Meetings of Members. The Bylaws of the Association shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if at least thirty percent (30%) of the total voting interests of each class shall be present or represented by proxy at the meeting.

Section 4. General Matters. When reference is made herein, or in the Declaration, Bylaws, Rules and Regulations, or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the voting interests of Members and not of the Members themselves.

ARTICLE IV CORPORATE EXISTENCE

The existence of the Association shall commence with the filing of these Articles with the Secretary of State. The Association shall have perpetual existence.

ARTICLE V BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) but no more than seven (7) persons, as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, shall be as follows:

DANIEL A. DUKE, JR. c/o 731 SW River bend Circle, Stuart, FL 34997

JOHN MAIRE c/o 731 SW River bend Circle, Stuart, FL 34997

MELINDA DUKE c/o 731 SW River bend Circle, Stuart, FL 34997

Section 3 Election of Members of Board of Directors. Until transition as defined in Section 720.307 Fla. Stat., the members of the Board shall be appointed by the Developer.

Thereafter, directors shall be elected by the Members of the Association at an annual meeting of the membership as provided by the Bylaws and the Bylaws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association or shall be authorized representatives, officers, or employees of corporate or other business-entity members of the Association, or designees of the Developer. Elected directors shall serve for one-year terms.

Section 4. Vacancies. Vacancies of elected members of the Board of Directors shall be filled as provided in the Bylaws.

ARTICLE VI OFFICERS

Section 1. Officers. The Association shall have a President, a Vice-President, a Secretary and a Treasurer, and may have such other officers as the Board of Directors may from time to time elect.

Section 2. Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the Bylaws, shall be appointed by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly appointed and have taken office. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice-President shall automatically perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

	<u>Name</u>	<u>Address</u>
President:	DANIEL A. DUKE, JR.	c/o 731 SW River Bend Circle, Stuart, FL 34997
Vice-President:	JOHN MAIRE	c/o 731 SW River Bend Circle, Stuart, FL 34997
Secretary/Treasurer:	MELINDA DUKE	c/o 731 SW River Bend Circle, Stuart, FL 34997

ARTICLE VII BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed in the manner set forth in the Bylaws.

ARTICLE VIII AMENDMENTS AND PRIORITIES

Section 1. Amendments to these Articles of Incorporation may be proposed, and if approved by the Board of Directors, thereafter submitted to a meeting of the membership of the

Association for adoption or rejection by affirmative vote of at least two-thirds (2/3) of each class of voting interests.

Section 2. In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

John L. Soileau

3490 North U.S. Highway 1, Cocoa, FL 32926

ARTICLE X INDEMNIFICATION

Section 1. The Association shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, employee, officer, committee member or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless: (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or acted in a manner he or she believed to be not in the best interest of the Association; and with respect to any criminal action or proceeding, that he or she had reasonable cause to believe the conduct was unlawful; and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he or she believed to be not in the best interest of the Association, and with respect to any criminal action or proceeding that he or she had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee, committee member or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee, committee member or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association shall have the power (but not the duty) to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, committee member or agent of the Association, or is or was serving at the request of the Association as a

director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the obligation to indemnify the person against such liability under the provisions of this Article.

ARTICLE XI REGISTERED AGENT

Until changed, John L. Soileau shall be the registered agent of the Association and the registered office shall be at 3490 North U.S. Highway 1, Cocoa, FL 32926.

ARTICLE XII DISSOLUTION

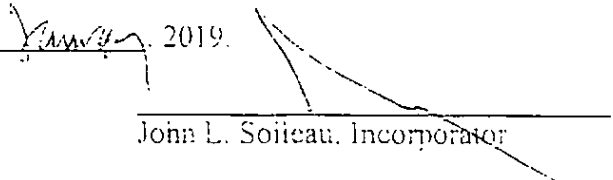
The Association may be dissolved with assent given in writing and signed by not less than seventy-five (75%) percent of the membership of the Association (of each class of members of the Association). Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to the appropriate public agency 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 any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII STORMWATER MANAGEMENT

The Association shall operate and maintain and manage the surface water or stormwater management system(s) in a manner consistent with St. Johns River Water Management District Permit No. 42-009-63822-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration which relate to the surface water or stormwater management system. The Association shall levy and collect adequate assessments on the members of the Association for the costs of maintenance and operation of the surface water or stormwater management system. In the event of the 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. Notwithstanding anything to the contrary herein, nothing in this paragraph may be amended without the approval of the St. Johns River Water Management District.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of Florida, the undersigned, constituting the sole incorporator of this Association, affirms that the facts stated herein are true. The undersigned is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, F.S. The undersigned further understands the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

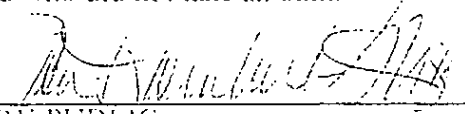
Dated this 15th day of January, 2019.



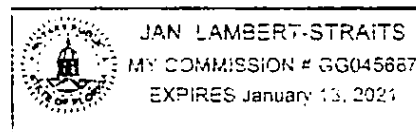
John L. Soileau, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 28th day of January,
2019, by John L. Soileau who is personally known to me and who did not take an oath.



NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

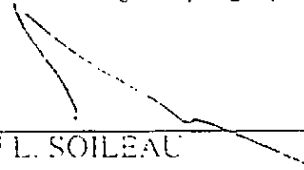
HICKORY RIDGE ASSOCIATION OF BREVARD, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That the HICKORY RIDGE ASSOCIATION OF BREVARD, INC., desiring to do business under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, has named John L. Soileau, whose address is 3490 North U.S. Highway 1, C. 32926, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

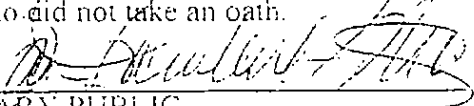
Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to accept in that capacity and to comply with the provisions of all statutes relating to the complete performance of my duties including keeping open the registered office.



JOHN L. SOILEAU

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 10th day of January, 2019, by John L. Soileau who is personally known to me and who did not take an oath.



NOTARY PUBLIC

State of Florida at Large

My Commission Expires: _____

