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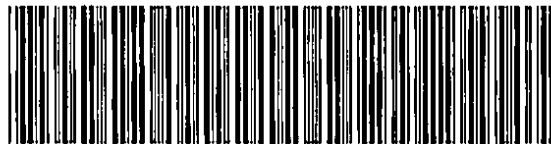
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2019 FEB -6 PM 2:42

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

VICTOR M. WATSON*
JOHN L. SOILEAU*
JOSEPH E. DeLEO
STACY L. BURGETT

TELEPHONE
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♦ ♦ ♦

SHAWN M. TRAUTMAN

*BOARD CERTIFIED IN REAL PROPERTY LAW

February 5, 2019

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

RE: Hutton Rockledge Condominium Association, 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,



Theresa A. Pratt
Assistant to John L. Soileau

Enclosures

cc: Hutton Rockledge Condominium Association, Inc.

**ARTICLES OF INCORPORATION
OF
HUTTON ROCKLEDGE CONDOMINIUM ASSOCIATION, INC.
A Not-for-Profit Corporation**

2018 FEB -6 PM 2:46
TALLAHASSEE, FL

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, and do hereby state as follows:

**ARTICLE I
NAME**

The name of this corporation shall be HUTTON ROCKLEDGE CONDOMINIUM ASSOCIATION, INC. ("Association"). The terms contained in these Articles of Incorporation shall have the same meaning as set forth in the Declaration unless otherwise defined herein.

**ARTICLE II
PURPOSES**

The purposes for which this Association is formed are as follows:

A. To form an "Association" as defined in Chapter 617, Florida Statutes, and, as such, to operate, maintain, repair, improve, reconstruct and administer the Condominium Property of, and to perform the acts and duties necessary and desirable for the management of the Units and Common Elements of HUTTON ROCKLEDGE COMMERCIAL CONDOMINIUM (the "Condominium").

B. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium ("Declaration") of each Unit.

C. To establish by-laws for the operation of the Condominium Property ("ByLaws"), provide for the administration of the Association and rules and regulations for governing the same, and enforce the provisions of the Declaration, these Articles of Incorporation and the By-Laws.

D. The Association shall have all of the common law and statutory powers provided under the laws of the State of Florida, and those powers provided by the Condominium Act, the Declaration, these Articles and the By-Laws of the Association.

**ARTICLE III
MEMBERS**

A. All Unit Owners in the Condominium shall automatically be members of the Association and membership shall automatically terminate when titles to their Unit is conveyed. If a member conveys title to the Member's Unit under the provisions of the Declaration, the new

Unit Owner shall automatically acquire membership in the Association. Membership certificates are not required and will not be issued.

B. Each Unit shall have a vote equal to its percentage of ownership as set forth in the Declaration in all elections and other voting of the Association. An individual, corporation or other entity owning an interest in more than one Unit shall cast votes for each Unit in which the owner owns an interest.

C. 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 a unit. No part of the income of the Association shall be distributed to its members, directors or officers.

ARTICLE IV EXISTENCE

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

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

John L. Soileau
3490 North U.S. Hwy. 1
Cocoa, FL 32926

ARTICLE VI DIRECTORS

A. The affairs and property of the Association shall be managed and governed by a Board of Directors composed of not less than three (3) persons ("Directors"). The first Board of Directors shall have three (3) members and, in the future, the number shall be determined from time to time in accordance with the Association's By-Laws.

B. The Directors named in Article VII shall serve until the first election of a director or directors as provided in the By-Laws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Thereafter, Directors shall be elected by the Members in accordance with the By-Laws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one (1) year and, in the event of a vacancy, the remaining Directors may appoint a Director to serve the balance of said unexpired term.

C. All officers shall be elected by the Board of Directors in accordance with the By-Laws at the regular annual meeting of the Board as established by the By-Laws. The Board of Directors shall elect a President, Vice President, Secretary, Treasurer and such other officers as it shall deem desirable. The President shall be elected from among the membership of the Board of Directors but no other officer need be a Director.

ARTICLE VII

FIRST BOARD OF DIRECTORS

The following persons shall constitute the first Board of Directors and shall serve until the first election of the Board of Directors at the first regular meeting of the membership:

<u>Name</u>	<u>Address</u>
Karen Hutton	736 Cherry Street Chattanooga, TN 37402
Matt Partridge	736 Cherry Street Chattanooga, TN 37402
Ben Harper	736 Cherry Street Chattanooga, TN 37402

ARTICLE VIII

OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by officers who shall be elected by and serve at the pleasure of the Board of Directors. The following persons shall constitute the initial officers of the Association and they shall continue to serve as such officers until removed by the Board of Directors:

<u>Name</u>	<u>Office</u>
Karen Hutton	President
Ben Harper	Secretary
Matt Partridge	Treasurer

ARTICLE IX

BY-LAWS

A. The By-Laws of this Association shall be adopted by the Board of Directors and attached to the Declaration to be filed in the Public Records of Brevard County, Florida. The By-Laws may be amended by the members in the manner provided in said By-Laws.

B. No amendment to these Articles or the By-Laws shall be passed which would change the rights and privileges of the developer referred to in the Declaration, and the Exhibits attached thereto, without the Developer's written approval and joinder.

C. No amendment to the By-Laws shall be passed which would operate to impair or prejudice the rights or liabilities of any mortgagee.

ARTICLE X

AMENDMENTS

A. Proposals for amendments to these Articles of Incorporation which do not conflict with the Condominium Act or the Declaration may be made by ten percent (10%) of the voting interests of the members. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the members not less than ten (10) days or more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, the members may, in lieu thereof, call a special meeting. Such request shall state the purpose or purposes of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided in the By-Laws. An affirmative vote of two-thirds (2/3) of the voting interest of the members shall be required for approval of the proposed amendment or amendments.

B. Any member may waive any or all of the requirements of this Article as to the submission of proposed amendments to these Articles of Incorporation to the President or notice of special meetings to vote thereon either before, at or after a membership meeting at which a vote is taken to amend these Articles.

C. Notwithstanding anything herein to the contrary, these Articles may be amended only by the Declarant of the Condominium during such time as the Declarant shall be in control of the Association; provided, further, that the Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Declarant alone.

ARTICLE XI

INDEMNIFICATION

Every Director and officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceedings or any settlement thereof, to which he may be a party, or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that all settlements must be approved by the Board of Directors as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

**ARTICLE XII
ADDRESS**

The principal address of the Association shall be 736 Cherry Street, Chattanooga, TN 37402, or at such other place as may be subsequently designated by the Board of Directors.

**ARTICLE XIII
QUORUM**

A quorum at members' meeting shall be attained by the presence, either in person or by proxy, of persons entitled to cast thirty percent (30%) of the voting interests of members. If voting rights of any Owner are suspended pursuant to the provisions of the Declaration or the By-Laws, then the vote(s) of such Owner shall not be counted for the purpose of determining the presence of a quorum and a total number of authorized votes shall be reduced accordingly during the period of such suspension.

**ARTICLE XIV
INITIAL REGISTERED OFFICE AND AGENT**

The initial Registered Office shall be 1200 South Pine Island Road, Plantation, FL 33324, and the initial Registered Agent shall be Business Filings Incorporated at that address.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 5th day of February, 2019.

John L. Soileau

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared John L. Soileau, personally known to me, who being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed on this 5th day of February, 2019.

Theresa A. Pratt

Notary Public
My Commission Expires:



CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: HUTTON ROCKLEDGE CONDOMINIUM ASSOCIATION, INC., a corporation not for profit, desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation, at 736 Cherry Street, Chattanooga, TN 37402 has named Business Filings Incorporated located at 1200 South Pine Island Road, Plantation, FL 33324 as its agent to accept service of process for the above-stated corporation, at the place designated in this Certificate. Said registered agent hereby accepts to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

Business Filings Incorporated

By: Marta Binn
As its: Asst. Secretary
Date: January 29, 2019