

Division of Corporations

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Page 1 of 2

Florida Department of State

Division of Corporations
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**FLORIDA PROFIT/NON PROFIT CORPORATION
SEAVIEW TIDES PROPERTY OWNER'S
ASSOCIATION, INC**

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AUDIT NO. H19000096521 3

ARTICLES OF INCORPORATION
OF
SEAVIEW TIDES PROPERTY OWNER'S ASSOCIATION, INC.

The undersigned hereby executes and acknowledges these Articles for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certifies as follows:

1. **NAME.** The name of the corporation shall be **SEAVIEW TIDES PROPERTY OWNER'S ASSOCIATION, INC.**, which corporation shall hereinafter be referred to as the "Association".

2. **PURPOSE.** The purpose and object of the Association shall be to administer the rental of individual Accommodations, as defined in the Declaration of Covenants, Conditions and Restrictions (the "Declaration") located on the Property set forth in the Declaration in Monroe County, Florida; to regulate and manage vacation rental uses, if any; to ensure that any improvements that may be developed on the Property will be used, operated, managed and maintained in compliance with applicable laws and the Declaration, which shall be recorded in the Public Records of Monroe County, Florida.

3. **POWERS.** The Association shall have the following powers:

3.1 The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles, the Declaration, and all of the powers and duties reasonably necessary to implement and effectuate the purposes of the Association as hereinabove set forth including, but not limited to, the following:

3.1.1. To make, establish and enforce reasonable rules and regulations governing the use of the Open Areas and other portions of the Property;

3.1.2. To make and collect Assessments (as defined in the Declaration) against Owners (as defined in the Declarations) of the Association to defray the costs, expenses and losses of the Association;

3.1.3. To impose, collect and use Assessments in the exercise of its powers and duties;

3.1.4. To undertake the maintenance, repair, replacement and operation of the Open Areas, or other property specified in the Declaration, and/or property leased or acquired by the Association for the benefit of Owners;

3.1.5. To purchase insurance for the protection of the Association and Owners;

3.1.6. To do anything necessary or proper in law or equity or otherwise to enforce the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Association, the Rules and Regulations for the use and maintenance of the Property, subject to the Declaration and in accordance therewith;

AUDIT NO. H19000096521 3

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AUDIT NO. H19000096521 3

3.1.7. To contract for the management of the Open Areas, and other properties for which the Association may be responsible, and to delegate all management powers and duties to a qualified person, firm or corporation;

3.1.8. To employ personnel necessary to perform the obligations, services and duties required of the Association and for the proper operation of the properties for which the Association is responsible;

3.1.9. To approve or disapprove the leasing, and possession of Units as may be provided by the Declarations, pursuant to the Act.

3.2 All funds and the title to all properties acquired by the Association and the proceeds thereof shall be held in trust for the Owners in accordance with the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Association.

3.3 The Association shall make no distribution of income to the members, except in the event of termination of the Association.

3.4 The powers of the Association shall be subject to, and shall be exercised in accordance with, the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Association and the Act.

4. MEMBERS.

4.1 The members of the Association shall consist of all record owners of a Lot as defined in the Declarations.

4.2 Membership in the Association shall be established by recording in the Public Records of Monroe County, Florida, a deed or other instrument conveying record title to a Lot and the delivery to the Association of a copy of such instrument.

4.3 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 his or her Lot.

4.4 Members of the Association shall be entitled to one (1) vote for each Property owned. The manner of exercising voting rights when there are two or more owners of one Lot shall be set forth in the Bylaws.

5. DIRECTORS.

5.1 The affairs of the Association will be managed by a Board consisting of the number of Directors determined in the manner provided by the Bylaws, but not less than three (3) Directors. Prior to the first election, the Board shall consist of three (3) Directors; Neil Hedrick, Troy A. Zinser and Carol G. Zinser.

5.2 The Directors of the Association shall be elected in the manner set forth in the Declaration. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Declaration and Bylaws.

AUDIT NO. H19000096521.3

5.3 The first election of Directors shall be held at the time provided in the Declaration.

6. **OFFICERS.** The affairs of the Association shall be administered by officers designated as provided in the Bylaws of the Association. After the first election of Directors, the officers shall be elected by the Board of Directors at its first meeting following the first meeting of the Members of the Association at which the Board of Directors is elected. The officers shall serve at the pleasure of the Board of Directors. Prior to the first designation of officers, Neil Hedrick shall serve as President, Troy A. Zinser shall serve as Vice-President, and Carol G. Zinser shall serve as Secretary-Treasurer.

7. **INDEMNIFICATION.** Every director and officer of the Association, and members of Association committees, shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him or her, in connection with any proceeding to which he or she may be a party, or in which he may become involved by reason of being or having been a director or officer of the Association, or a committee member, whether or not he is a director, officer or committee member at the time such expenses are incurred, except in such cases wherein the director, officer or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director, officer or committee member may be entitled.

8. **BYLAWS.** The first Bylaws of the Association shall be adopted by the initial Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

9. **AMENDMENTS.** Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

9.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

9.2 A resolution for the adoption of a proposed amendment may be proposed by one or more of the Board of Directors or the Members of the Association. Directors not present in person at the meeting considering the amendment may express their approval or disapproval, in writing, provided such approval or disapproval is delivered to the Secretary of the Association at or prior to the meeting, and such with the proposed amendment. This approval or disapproval may not be used as a vote for or against such proposed amendment.

Approval must be by a vote of not less than sixty-six and two-thirds percent (66 2/3%) of the Members of the Association represented at a meeting, in person or via limited proxy at which a quorum has been attained, and by not less than sixty-six and two-thirds (66 2/3%) percent of the Board of Directors.

9.3 No amendment shall make any changes in the qualifications for membership or in voting rights of Members without approval in writing by all Members.

9.4 A copy of each amendment to the Articles of Incorporation as approved shall be filed with the Secretary of State and recorded in the Public Records of Monroe County, Florida.

10. **TERM.** The Association shall have perpetual existence.

AUDIT NO. H19000096521.3

AUDIT NO. H19000096521 3

11. **DECLARANT.** Wherever referred to herein or in the Bylaws of the Association, the term "Developer" shall mean NEIL HEDRICK, TROY A. ZINSER AND CAROL G. ZINSER, and its successors and assigns.

12. **INCORPORATOR.** The name and address of the incorporator of these Articles of Incorporation is:

Richard A. Wood, Esq.
1395 Brickell Avenue, 14th Floor
Miami, FL 33131

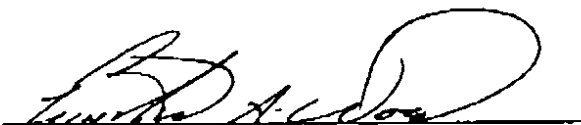
13. **REGISTERED AGENT.** The initial Registered Agent of the Association shall be:

Richard A. Wood, Esq.

14. **INITIAL REGISTERED OFFICE AND MAILING ADDRESS.** The initial registered office and mailing address of the Association shall be located at :

1395 Brickell Avenue, 14th Floor, Miami, Florida 33131.

IN WITNESS WHEREOF, the incorporator has hereto affixed his signature on this 22nd day of March, 2019.


Richard A. Wood, Incorporator

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

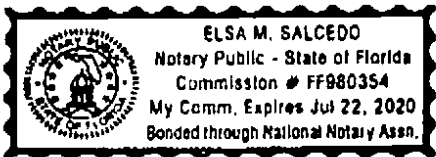
The foregoing instrument was acknowledged before me this 22 day of March, 2019 by Richard A. Wood, ☒ who is personally known to me or ☐ who has produced as identification.

My Commission Expires


Notary Public

Print name:

ELSA M. SALCEDO



AUDIT NO. H19000096521 3

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AUDIT NO. H19000096521 3

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

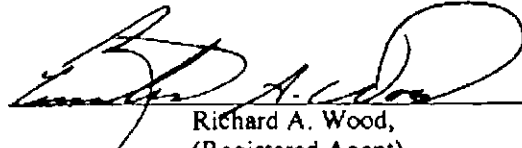
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

SEAVIEW TIDES PROPERTY OWNER'S ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, hereby designates Richard A. Wood, Esq. as its registered agent and 1395 Brickell Avenue, 14th Floor, Miami, Florida 33131, as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.


Richard A. Wood,
(Registered Agent)

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