

COVER LETTER .

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: South Carpenter Estates Homeowners Association

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jessica Ward

Name (Printed or typed)

516 Delannoy Ave

Address

Cocoa, FL 32922

City, State & Zip

321-258-2205

Daytime Telephone number

lorip@eksdevelopment.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
SOUTH CARPENTER ESTATES HOMEOWNERS ASSOCIATION, INC.

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2019 MAR 25 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned, acting as incorporator of a corporation not for profit under Chapters 604 and 605, *Florida Statutes*, adopts the following Articles of Incorporation ("Articles") for the corporation:

ARTICLE I

NAME

The name of this corporation is "South Carpenter Estates Association, Inc." which shall be referred to as the "Association" in these Articles.

ARTICLE II

PRINCIPAL OFFICE

The Association's initial principal office and mailing address is 516 Delannoy Avenue, Cocoa, Florida 32922.

ARTICLE III

INTERPRETATION

All capitalized terms used herein that are not defined shall have the meaning set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for South Carpenter Estates, to be recorded by South Carpenter Estates, L.L.C., a Florida limited liability company as "Declarant" (and herein the "**Declarant**"), in the public records of Brevard County, Florida, as such Declaration may be amended from time to time ("**Declaration**"). Reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles, and the rules of interpretation set forth in the Declaration apply to the interpretation, construction, application, and enforcement of these Articles. By subscribing and filing these Articles, the Incorporator intends their provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, applied, and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its Members. The purposes for which the Association is formed are: (a) to promote the health, safety, and general welfare of the residents within all or any portion of that tract of land located in Brevard County, Florida, which is described in and made subject to the provisions of the Declaration, and any additions to such lands as hereafter may be brought within the Association's jurisdiction in the manner provided in the Declaration (collectively, the "**Property**"); and (b) to perform all obligations and duties and to exercise all rights and powers of the Association as specified in the Declaration and the other Governing Documents described therein, and as provided by law.

In furtherance of its purposes, unless indicated otherwise by the Declaration, these Articles or the Bylaws, the Association is empowered to, without limitation:

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- (a) exercise all powers authorized by Chapters 617 and 720, *Florida Statutes*.
- (b) exercise all powers necessary or desirable to perform the obligations and duties and to exercise the rights, powers, and privileges of the Association from time to time set forth in these Articles, the Declaration, and the Bylaws, including, without limitation, the right to enforce all of the provisions of these Articles, the Declaration, and the Bylaws pertaining to the Association in its own name, including, without limitation, enforcement of the provisions relating to the operation and maintenance of the Surface Water or Stormwater Management System;
- (c) own, hold, improve, operate, maintain, sell, lease, transfer, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with the Association's affairs;
- (d) adopt budgets and fix, levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration, including, without limitation, adequate assessment of fees for the costs of operation and maintenance of the Surface Water or Stormwater Management System and assessments for services or materials for the benefit of Owners or the Property for which the Association has contracted with third party providers;
- (e) use the proceeds collected from assessments to pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property;
- (f) maintain, control, manage, repair, replace, improve, and operate all the Common Area and Common Property, including but not limited to any private street rights-of-way and the Surface Water or Stormwater Management System and all associated facilities. The Association shall operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the SJRWMD Permit requirements and applicable District Rules and shall assist in the enforcement of the restrictions contained therein. The Association shall levy and collect adequate assessments against members of the Association for the cost of the maintenance, repair and operation of the Surface Water and Stormwater Management Systems. Such assessments shall be levied for and such maintenance, repair and operation shall include but not be limited to work within retention areas, drainage structures and drainage easements;
- (g) buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;
- (h) borrow money for any lawful purpose;
- (i) participate in mergers and consolidations with other nonprofit corporations organized for similar purposes, subject to such limitations as may be set forth in these Articles, the Declaration or the Bylaws;
- (j) from time to time adopt, amend, rescind, and enforce reasonable rules and regulations regarding the use of the Property and/or the Common Areas consistent with the rights and duties established by the Declaration;
- (k) employ personnel, retain independent contractors and professional personnel, and enter into service contracts to provide for the maintenance, operation, administration and management of the Property and to enter into any other agreements consistent with the purposes of the Association, including, but not limited to, agreements with respect to professional management of the Property and to delegate to such professional manager certain powers and duties of the Association;

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(l) enforce by legal means the obligations of the Members and the provisions of the Governing Documents;

(m) adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the Association's affairs, subject to such limitations as may be set forth in these Articles, the Declaration or the Bylaws; provided that such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and

(n) have and exercise all rights, powers, and privileges that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration, or these Articles, or reasonably necessary, convenient, or desirable to exercise any right, power, or privilege so granted.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers that may now or hereafter be allowed or permitted by law, subject to such limitations as may be set forth in these Articles, the Declaration or the Bylaws. The Association's powers may be exercised by its Board of Directors, unless indicated otherwise by these Articles, the Declaration or the Bylaws.

Notwithstanding anything contained herein to the contrary, the Association shall be required to obtain the approval of three-fourths (3/4) of all Members (at a duly called meeting of the Members at which a quorum is present) prior to the engagement of legal counsel by the Association for the purpose of suing, or making, preparing or investigating any lawsuit, or commencing any lawsuit other than for the following purposes: (a) the collection of Assessments; (b) the collection of other charges which Owners are obligated to pay pursuant to the Governing Documents; (c) the enforcement of any applicable use and occupancy restrictions contained in the Governing Documents; (d) dealing with an emergency when waiting to obtain the approval of the Members creates a substantial risk of irreparable injury to the Property or to Member(s) (the imminent expiration of a statute of limitations shall not be deemed an emergency obviating the need for the requisite vote of three-fourths (3/4) of the Members); or (e) filing a compulsory counterclaim.

The costs of any legal proceedings initiated by the Association, which are not included in the above exceptions shall be financed by the Association only with monies that are collected for that purpose by Special Assessment(s) and the Association shall not borrow money, use reserve funds, or use monies collected for other Association obligations for such purpose.

ARTICLE V

MEMBERSHIP: VOTING REQUIREMENTS

The Association shall be a membership corporation without certificates or shares of stock. The Owner of each Lot shall be a "Member" of the Association, including contract sellers, but excluding any person holding such fee simple title merely as security for the performance of an obligation, the Association, and governmental authorities that have received dedications or conveyances of title to any portion of the Property. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from ownership of the Lot or transferred except by transfer of record title to the Lot. There shall be two (2) classes of Membership as provided in the Bylaws, which shall have such voting rights as set forth in the Bylaws.

ARTICLE VI

BOARD OF DIRECTORS

The number, manner of election and indemnification of the Board of Directors shall be as provided for in the Bylaws of the Association, as amended from time to time in accordance therewith.

ARTICLE VII

EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles with the Florida Department of State, Division of Corporations. The Association exists perpetually. In the event of termination, dissolution or liquidation of the Association: (a) the assets of the Association shall be conveyed to an appropriate governmental unit or public entity, or, if not accepted by a governmental unit or public entity, conveyed to a non-profit corporation similar in nature to the Association, which shall assume the Association's responsibilities; and (b) all responsibility relating to the Surface Water or Stormwater Management System and the related permits must be assigned to and accepted by an entity approved by SJRWMD.

ARTICLE VIII

AMENDMENTS

For so long as Declarant has the right to appoint or elect a majority of the Board of Directors, these Articles may be amended by Declarant without a vote of the membership and without the joinder or consent of the holder of any mortgage, lien or other encumbrance affecting any portion of the Property or any other Person. Thereafter, these Articles may be amended only upon a resolution duly adopted by the Board of Directors, with the affirmative vote or written consent of Members representing at least two-thirds (2/3) of the total votes of the Association, and the written consent of Declarant for so long as Declarant owns and holds any Lot for sale in the ordinary course of business.

ARTICLE IX

INCORPORATOR

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

Malcolm R. Kirschenbaum
516 Delannoy Avenue
Cocoa, Florida 32922

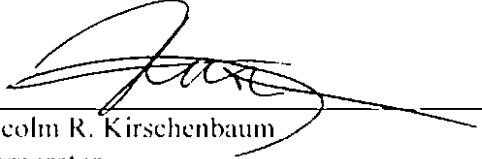
ARTICLE X

REGISTERED AGENT AND OFFICE

The initial registered office of the Association is 516 Delannoy Avenue, Cocoa, Florida 32922, and the initial registered agent of the Association at such address is South Carpenter Estates, L.L.C.

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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of the Association, has executed these Articles of Incorporation this 6 day of February, 2019.

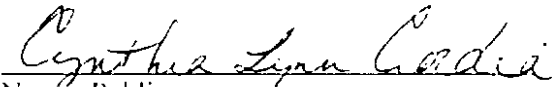

Malcolm R. Kirschenbaum
Incorporator

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 6 day of February, 2019, by Malcolm R. Kirschenbaum, who is personally known to me.




Notary Public
Print Name: CYNTHIA CIORDIA
My Commission Expires: 10/30/22

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: South Carpenter Homeowners Association, Inc.
2. The name and address of the initial registered agent and office is:

South Carpenter Estates, LLC
516 Delannoy Avenue
Cocoa, Florida 32922

HAVING BEEN NAMED AS REGISTERED AGENT 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SOUTH CARPENTER ESTATES, L.L.C.,
a Florida limited liability company

By: 

Malcolm R. Kirschenbaum, Manager

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