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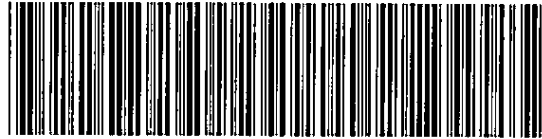
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DIVISION OF CORPORATION  
19 SEP -9 PM 5:36  
TALLAHASSEE, FL 32302

K PAGE

SEP 19 2019

## COVER LETTER

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

**SUBJECT:** The Sommers Place Homeowners' Association, Inc.

(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:** Barry G. Segal; Barry G. Segal, P.A.

\_\_\_\_\_  
Name (Printed or typed)

3096 Cardinal Drive, Suite 2C

\_\_\_\_\_  
Address

Vero Beach, FL 32963

\_\_\_\_\_  
City, State & Zip

(772) 567-5552

\_\_\_\_\_  
Daytime Telephone number

waynesommers@comcast.net

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  
THE SOMMERS PLACE HOMEOWNERS' ASSOCIATION, INC.  
A NONPROFIT CORPORATION

19 SEP -9 PM 5:36  
ALLAHSEE, FLORIDA

We, the undersigned natural persons of legal age, at least two of whom are citizens of the State of Florida, acting as incorporators of a corporation under Chapter 617 of the Florida Statutes, hereby adopt the following articles of incorporation:

Article I.

The name of the corporation is THE SOMMERS PLACE HOMEOWNERS' ASSOCIATION, INC. (hereinafter the "association"). The principal address for the corporation is: 956 Beachcomber Lane, Vero Beach, Florida 32963.

Article II.

The association is a nonprofit corporation.

Article III.

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

Article IV.

The association is formed for the primary purpose of providing for the maintenance, preservation, and architectural control of the residence lots and common area within a certain subdivided tract of real property described as follows: *THE SOUTH 615 FEET OF THE NORTH 730.72 FEET OF GOVERNMENT LOT 5, SECTION 23, TOWNSHIP 31 SOUTH, RANGE 39 EAST, LYING WEST OF STATE ROAD A-1-A, SAID LANDS LYING AND BEING IN INDIAN RIVER COUNTY, FLORID.*, and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose.

In furtherance of such purposes, the association will have the power to:

(a). Perform all of the duties and obligations of the association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the "Declaration") applicable to the subdivision and to be recorded in the public records of Indian River County, Florida;

(b). Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof against the owners of lots within the subdivision.

of the association, including all licenses, taxes, or governmental charges levied or imposed on the property of the association;

(c). Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(d). Borrow money and, subject to the consent by vote or written instrument of two-thirds of the Class B Membership or, if there is no Class B Membership, by eighty percent (80%) of the Class A Membership, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e). Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer will be effective unless an instrument has been signed by two-thirds of the Class B Membership or, if there is no Class B Membership, by eighty percent (80%) of the Class A Membership, agreeing to such dedication, sale, or transfer;

(f). Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation must have the consent by vote or written instrument by two-thirds of the Class B Membership or, if there is no Class B Membership, by eighty percent (80%) of the Class A Membership;

(g). Have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

(h). The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with and permit issued by the St. Johns River Water Management District, any requirements and applicable District rules and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management System. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

The association is organized and will be operated exclusively for the above purposes. The activities of the association will be financed by assessments on members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member.

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

#### Article V.

The street address of the initial office of the association is 956 Beachcomber Lane, Vero Beach, Florida 32963, and the name and address of its initial registered agent is Barry G. Segal, P.A. with an address of 3096 Cardinal Drive, Suite 2C, Vero Beach, Florida 32963.

#### Article VI.

Every person or entity who/which is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, will be a member of the association. Membership will be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

#### Article VII.

The association will have two classes of voting members, which are defined as follows:

Class A. Class A members will include all owners with the exception of the declarant, as that term is defined in the Declaration. Class A members will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all of those persons will be members. The vote for such lot will be exercised as such members determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B member will be the declarant, as that term is defined in the Declaration. The declarant will be entitled to fifteen votes for each lot owned. The Class B membership will cease and be converted to Class A membership as provided in the Declaration.

#### Article VIII.

The number of directors constituting the initial board of directors of the association is three, and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Wayne C. Sommers	956 Beachcomber Lane Vero Beach, Florida 32963
Beau Sommers	956 Beachcomber Lane Vero Beach, Florida 32963
Maria Sommers	956 Beachcomber Lane Vero Beach, Florida 32963

Clare Sommers

956 Beachcomber Lane  
Vero Beach, Florida 32963

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TALLAHASSEE, FLORIDA

As long as the Declarant owns at least one (1) lot in the subdivision, it shall be entitled to elect a majority of the membership of the Board of Directors unless otherwise prohibited by law. Directors and officers shall be elected as provided in the by-laws.

#### Article IX.

On dissolution, the assets of the association will be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets will be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

In the event of 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.

#### Article X.

The officers of the corporation shall be a President, Secretary and a Treasurer.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors (and thereafter until such time as the Board of Directors elects new officers) are:

President:	Wayne C. Sommers
Treasurer	Beau Sommers
Secretary	Maria Sommers
Vice President	Clare Sommers

#### Article XI.

##### Indemnification of Officers and Directors

Every Director and every 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 proceeding 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 at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudicated guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that, in the event any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement 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.

##### Transaction in Which Directors or Officers are Interested

No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void or voidable solely for the reason, or solely because the Directors or Officer is present at or participates in the Board or Committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum of the Board of Directors or of a committee, which authorized the contract or transaction.

#### Article XIII.

The name and street address of each incorporator is:

Name	Address
Clare Sommers	956 Beachcomber Lane Vero Beach, Florida 32963

Executed at Vero Beach, Indian River County, Florida on the \_\_\_ day of September, 2019.

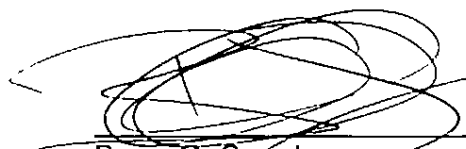
  
\_\_\_\_\_  
Signatures of incorporator

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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the certificate,

I, Barry G. Segal, hereby agree to act in that capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

  
Barry G. Segal  
Barry G. Segal, P.A.

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