

7/12/2021

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FLORIDA PROFIT/NON PROFIT CORPORATION
Elbow Creek Townhomes Homeowners Association, Inc.

Certificate of Status	1
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Page Count	08
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION
OF**

ELBOW CREEK TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is ELBOW CREEK TOWNHOMES HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit (hereinafter called the "Association" in these Articles).

**ARTICLE II
OFFICE AND REGISTERED AGENT**

The Association's principal office and mailing address is 829 N. Harbor City Boulevard, Melbourne, FL 32935. The Association's registered agent is J. Cole Oliver, Esq., who maintains a business office at 1901 S. Harbor City Boulevard, Ste 500 Melbourne FL 32901. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III
PURPOSE**

(a) The specific purposes for which the Association is formed are to provide for the maintenance, preservation and architectural control of common areas and residential lots within that certain tract of property (hereinafter called the "Property") in Melbourne, Florida, and more particularly described as:

See Attached Exhibit A.

(b) The Association does not contemplate pecuniary gain or profit to its Members. Notwithstanding any other provision in these Articles, all activities of the Association shall be carried on and all of the funds of the Association, whether income or principal and whether acquired by assessment from Members, gift, contribution or otherwise, shall be used and applied exclusively for the purposes set forth in sub-Article III(a) above and in the Declaration (hereafter defined) and no part of the principal, income, or net earnings of the Association will in any event inure to the personal benefit of any member, officer, director, or trustee of the Association (except that, to the extent permitted by applicable law, and in no other event, reasonable compensation and reimbursement of out-of-pocket costs may be paid for services actually

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rendered to or for the Association incurred in furtherance of the objects and purposes of the Association).

ARTICLE IV POWERS

Without limitation this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges, and perform all duties of this Association set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Elbow Creek Townhomes (hereinafter called the "Declaration") applicable to the Property and recorded or to be recorded in the Public Records of Brevard County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs;

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; use and expend the proceeds of assessments in the exercise of its powers and duties hereunder; and levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the surface water or storm water management systems located within the Property;

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property;

(e) Borrowing. Borrow money and, with the approval of two-thirds (2/3) of each class of Members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations;

(f) Dedications. With the approval of two-thirds (2/3) of each class of Members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as two-thirds (2/3) of each class of Members determine;

(g) Mergers. With the approval of two-thirds (2/3) of each class of Members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes;

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots and Common Area (as those terms are

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defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;

(i) General. Have and exercise all common law rights, powers, and privileges and those 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 to effectuate the exercise of any right, power, or privilege so granted;

(j) Enforcement. Enforce by legal means the obligations of the Members of this Association and the provisions of the Declaration;

(k) Litigation. Sue or be sued;

(l) Compliance with Fair Housing Laws. (i) From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations regarding the collection of such documentation and information sufficient to verify compliance with the Fair Housing Laws (as defined in the Declaration), and (ii) collect such documentation and information and maintain records thereof as required by the Fair Housing Laws;

(m) Surface Water Management. Operate, maintain and manage the surface water or storm water management system(s) within or serving the Property in a manner consistent with the St. Johns River Water Management District ("District") Permit No. _____ requirements, applicable District Rules, and other District permits if any, and assist in the enforcement of the Declaration which relate to the surface water or storm water management system; and

(n) Other. Engage in all lawful acts permitted or authorized by law.

ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot (as defined in the Declaration) that is subject to the provisions of the Declaration is a member of this Association (a "Member" as used in these Articles), including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. 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 a Lot that is subject to the provisions of the Declaration, and Membership may not be transferred other than by transfer of title to such Lot. Each Membership is transferred automatically by record conveyance or other lawfully recognized transfer of title of a Lot.

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ARTICLE VI VOTING RIGHTS

There are two (2) classes of Members: Class A and Class B, as described in the Declaration. The voting and other rights of the Members are as set forth in the Declaration.

ARTICLE VII BOARD OF DIRECTORS

During the Class B Control Period (as defined in the Declaration) this Association's affairs shall be managed by a Board of Directors initially composed of three (3) Directors appointed by the Declarant (as defined in the Declaration). Directors appointed by the Declarant need not be Association Members. After termination of the Class B Control Period, the Board of Directors shall consist of five (5) Members, which Directors shall be elected by Members of the Association in accordance with the By-laws of the Association. Directors elected by the Members shall be Association Members. Each member may vote for each vacancy on the Board of Directors, but cumulative voting is not permitted. Other provisions for the election of Directors, authority of the Directors, meetings, and quorum requirements are contained in the By-laws of the Association.

The initial Board of Directors consists of the following (3) persons: Stephen D. Cordell, Sr., J. Cole Oliver, and Margaret Cordell.

ARTICLE VIII DURATION

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

ARTICLE IX DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the consent given in writing and signed by not less than two-thirds (2/3) of each class of Members. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management systems must be transferred to and accepted by an entity which would comply with applicable District rules and be approved in writing by the District prior to such termination, dissolution, or liquidation. In no event, however, may any assets inure to the benefit of any Member or other private individual.

Upon dissolution, the City of Melbourne is not required to take title to or to operate any of the improvements in the subdivision. This provision cannot be amended or terminated without consent of the City of Melbourne.

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ARTICLE X BY-LAWS

This Association's By-Laws will initially be adopted by the Board of Directors. Thereafter, the By-Laws shall be altered, amended, or rescinded solely by the approval of the Board of Directors. In certain circumstances set forth in the Declaration or as may be set forth in any future supplemental declaration, the Members may have authority to approve amendments to the By-Laws; in those circumstances such provisions shall control the alteration, amendment or rescission of the By-Laws.

ARTICLE XI AMENDMENTS

Subject to the provisions of Article XII hereafter, amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida. In certain circumstances set forth in the Declaration or as may be set forth in any future supplemental declaration, the Members may have authority to approve amendments to these Articles by a different percentage than established by law; in those circumstances such provisions shall control the amendment to these Articles.

ARTICLE XII FNMA/FHA/VA APPROVAL

As long as there is a Class B Membership in the Association, the following actions will require the prior approval of the Federal National Mortgage Association (FNMA), Federal Housing Administration (FHA) or Veterans Administration (VA) if any such agency has issued, acquired, insured or guaranteed any mortgage loan on a Lot in the Property and if such prior approval is deemed necessary by the Declarant:

- (a) Amendment of these Articles of Incorporation;
- (b) Merger, consolidation and/or dissolution of the Association;
- (c) Annexation of additional properties to the Association;
- (d) Mortgaging of Common Areas.

ARTICLE XIII INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator intends for its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid

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inconsistencies or conflicting results.


**ARTICLE XIV
INCORPORATOR**

The name and residence of the incorporator is:

Name: J. Cole Oliver, Esq.

Address: 1901 S. Harbor City Boulevard, Ste 500 Melbourne FL 32901

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation on June 3, 2021.



J. Cole Oliver, Esq, Incorporator

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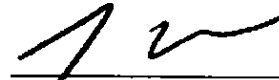
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

ELBOW CREEK TOWNHOMES HOMEOWNERS ASSOCIATION, INC.,
desiring to organize under the laws of the State of Florida, as a corporation not for profit with its
principal office as indicated in its Articles of Incorporation has named J. Cole Oliver, whose
business office is 1901 S. Harbor City Blvd, Ste 500, Melbourne FL 32901, as its registered
agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes, including the duties and obligations imposed by section
617.0503, Florida Statutes, relative to the proper and complete performance of my duties.



J. Cole Oliver

Date: June 3, 2021

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EXHIBIT A

LEGAL DESCRIPTION: A PARCEL OF LAND LYING IN SECTION 21, TOWNSHIP 27 SOUTH, RANGE 37 EAST, BREVARD COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF THE SOUTHWEST 1/4 OF SAID SECTION 21; THENCE RUN S 00° 48' 44" E ALONG THE EAST LINE OF SAID THE SOUTHWEST 1/4 A DISTANCE OF 102.40 FEET TO THE SOUTH LINE OF "TRACT A" AS DESCRIBED IN OFFICIAL RECORDS BOOK 5687, PAGE 6252 PUBLIC RECORDS OF BREVARD COUNTY, FLORIDA AND THE POINT OF BEGINNING OF THE HEREIN DESCRIBED PARCEL; THENCE RUN N 89° 11' 20" E ALONG THE SOUTH LINE OF SAID "TRACT A" A DISTANCE OF 43.95 FEET, MORE OR LESS, TO THE ORDINARY HIGH WATER LINE OF ELBOW CREEK; THENCE RUN THE FOLLOWING SEVEN COURSES AND DISTANCES ALONG SAID ORDINARY HIGH WATER LINE;

1. S 1° 28' 20" W A DISTANCE OF 37.13 FEET;
2. S 20° 10' 51" E A DISTANCE OF 34.81 FEET;
3. S 2° 52' 59" W A DISTANCE OF 87.00 FEET
4. S 3° 38' 24" E A DISTANCE OF 41.59 FEET;
5. S 9° 56' 51" E A DISTANCE OF 35.62 FEET;
6. S 7° 42' 22" E A DISTANCE OF 50.72 FEET;
7. S 7° 51' 59" E A DISTANCE OF 50.16 FEET TO THE NORTH LINE OF DEED BOOK 296, PAGE 484 OF PUBLIC RECORDS OF BREVARD COUNTY, FLORIDA;

THENCE RUN S 89° 13' 30" W ALONG SAID NORTH LINE FOR A DISTANCE OF 286.44 FEET, MORE OR LESS, TO THE EAST RIGHT-OF-WAY LINE OF U.S. HIGHWAY NO. 1 (A 100 FOOT WIDE RIGHT OF WAY PER THE DEPARTMENT OF FLORIDA TRANSPORTATION RIGHT OF WAY MAP, NO. 7001-175 AND 7002-176) AND TO THE POINT OF INTERSECTION WITH A NON-TANGENT CURVE, CONCAVE EASTERLY, HAVING A RADIUS OF 1223.57 FEET, AND A CHORD WHICH BEARS N 6° 49' 55" W FOR A DISTANCE OF 261.69 FEET; THENCE RUN NORTHWESTERLY ALONG SAID EAST RIGHT-OF-WAY LINE AND THE ARC OF SAID CURVE A DISTANCE OF 262.19 FEET THROUGH A CENTRAL ANGLE OF 12° 16' 39" TO A POINT OF TANGENCY; THENCE RUN N 0° 38' 02" W ALONG SAID EAST RIGHT-OF-WAY LINE A DISTANCE OF 73.18 FEET TO THE SOUTH LINE OF SAID "TRACT A"; THENCE RUN N 89° 11' 20" E ALONG THE SOUTH LINE OF SAID "TRACT A" FOR A DISTANCE OF 245.29 FEET TO THE POINT OF BEGINNING; CONTAINING 2.234 ACRES, MORE OR LESS.

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