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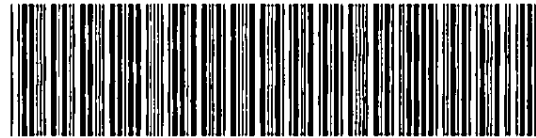
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**ARTICLES OF INCORPORATION FOR  
CDJR-MITCHELL EQUITY STORMWATER MAINTENANCE ASSOCIATION, INC.  
A Florida not-for-profit corporation**

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE 1  
NAME**

The name of the corporation shall be CDJR-MITCHELL EQUITY STORMWATER MAINTENANCE ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws".

**ARTICLE 2  
OFFICE**

The principal office and mailing address of the Association shall be 505 South Flagler Drive, Suite 700, West Palm Beach, FL 33401, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Florida Statutes.

**ARTICLE 3  
PURPOSE**

The purpose for which the Association is organized is to operate, maintain and manage the surface water and/or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. 137100-2 requirements and applicable District rules, as amended, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water and/or stormwater management system described in said permit for property located in Volusia County, Florida, more particularly described in the Declaration of Covenants, Conditions and Restrictions (the "Declaration").

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, and the maintenance and repair of the stormwater management systems and mitigation or preservation areas, including but not limited to work within retention areas, drainage structures and drainage easements.

**ARTICLE 4  
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration to be recorded in the Public Records of Volusia County, Florida, unless herein provided to the contrary, or unless the context requires.

**ARTICLE 5  
POWERS**

The powers of the Association shall include and be governed by the following:

- 5.1. General. The Association shall have all the common-law and statutory powers of a corporation not for profit under the Laws of Florida, except as expressly limited or restricted by the terms of these Articles, the Declaration, the By-Laws or Florida Statutes.
- 5.2. Enumeration. The Association shall have all the powers and duties set forth by Florida Statutes, except as limited by these Articles, the By-Laws and the Declaration (to the extent that they are not in conflict with Florida Statutes), all of the powers and duties set forth in the Declaration and all of

the powers and duties reasonably necessary to operate pursuant to the Declaration and as more particularly described in the By-Laws, as they may be from time to time, including, but not limited to, the following:

- a. The Association shall levy and collect assessments against members of the Association for the costs of maintenance and operation of the surface water and/or stormwater management system as defined in the Declaration.
  - b. To assume all of Developer's and/or its affiliates' responsibilities to the City and/or County, and its governmental and quasigovernmental subdivisions and similar entities of any kind with respect to the maintenance and repair of surface water and/or stormwater management system (including, without limitation, any and all obligations imposed by any permits or approvals issued by the City and/or County, all as same may be amended, modified or interpreted from time to time) and, in either such instance, the Association shall indemnify and hold Developer and its affiliates harmless with respect thereto in the event of the Association's failure to fulfill those responsibilities.
  - c. To maintain, repair, replace, reconstruct, add to and operate surface water and/or stormwater management system.
  - d. To purchase insurance for the protection of the Association, its officers, directors and members.
  - e. To contract for the management and maintenance of the surface water and/or stormwater management system as defined in the Declaration and to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance repair and replacement of same.
  - f. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association
- 5.3 Association Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.
- 5.4 Distribution. The Association shall not pay a dividend to its members and shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or public agency or as otherwise authorized by Florida Statutes.
- 5.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with provisions hereof and of the Declaration, the By-Laws and Florida Statutes, provided that in the event of conflict, the provisions of Florida Statutes shall control over those of the Declaration and By-Laws.

## ARTICLE 6 MEMBERS

- 6.1 Membership. The members of the Association shall consist of all the record title owners of the Master Property, as defined in the Declaration, from time to time, and shall also consist of those who were members at the time of such termination, and their successors and/or assigns.
- 6.2 Assignment. 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 the real property of the Declaration which that share is held.

- 6.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each member. All votes shall be exercised or cast in the manner provided by the Declaration and the By-Laws.
- 6.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting. However, any action may be taken without a meeting, without prior notice, and without a vote if written consent is obtained from all the members entitled to vote on said action.

## ARTICLE 7 TERM OF EXISTENCE

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall have perpetual existence, unless dissolved in accordance with applicable law. In the event that the Association is dissolved, and to the extent that responsibility for the surface water management system is the responsibility of the Association, the property consisting of the surface water management system and the right of access to the portions of the Master Property containing the surface water management system shall be transferred to and accepted by an entity which would comply with Section 62-330, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

## ARTICLE 8 DIRECTORS AND OFFICERS

- 8.1 Number and Qualifications. The business and affairs of the Association shall be managed by a Board consisting of three (3) directors, unless the size of the Board is changed in the manner provided by the Bylaws. Directors need not be members of the Association. The Owners of the Lots making up the Master Property, as defined in the Declaration, shall jointly select the third director, who initially shall be Mark Dowst. In the event Mark Dowst is unable to serve, then the Owners shall jointly select a replacement, however, said replacement must be a civil engineer residing in Volusia County familiar with St. Johns River Water Management District permit stormwater system permitting.
- 8.2 Duties and Powers. All of the duties and powers of the Association existing under these Articles and the By-Laws shall be exercised exclusive the Board of Directors, its agents, contractors or employees, subject to approval by members when such approval is specifically required.
- 8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- 8.4 Officers. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board
- 8.5 Initial Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>Name</u>	<u>Address</u>
Jack Holcomb	417 Quay Assisi, New Smyrna Beach, FL 32169
Stewart Mitchell	39 Oakleigh Drive, Maitland, FL 32751

- 8.6 Standards. A Director shall discharge his or her duties as a director in good faith; with the care an Ordinary prudent person in a like position would exercise under similar circumstances; in a manner reasonably believed to be in the best interests of the association. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his or her duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Association whom the Director reasonably believes to be reasonable and competent in the manners presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the Committee merits confidence. A Director is not liable for any action taken as a director, or any failure to take action, if he performed the duties of his or her office in compliance with the foregoing standards.

#### ARTICLE 9 INDEMNIFICATION

The Association shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Association) by reason of the fact that he or she is or was a director, officer, employee or agent (each, an "Indemnitee") of the Association, against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

#### ARTICLE 10 BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, rescinded in the manner provided in the By-Laws and the Declaration.

#### ARTICLE 11 AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

- 11.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided by Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- 11.2 Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Subsections 5.3, 5.4 or 5.5 above, without the approval in writing of all members and the joinder of all record owners of mortgages affecting the Master Property. No amendment shall be made that is in conflict with the Act, the Declaration or the By-Laws.
- 11.3 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded

in the public records of Volusia County, Florida with an identification on the first page thereof of the book and page of said public records where the Declaration was recorded which contains, as an exhibit, the initial recording of these Articles.

**ARTICLE 12**  
**INITIAL REGISTERED OFFICE: ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of this corporation shall be at 420 South Nova Road, Daytona Beach, FL 32114, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be A. Joseph Posey Jr., whose address is 420 South Nova Road, Daytona Beach, FL 32114.

IN WITNESS WHEREOF, the Incorporator has affixed his signature this 12 day of November, 2021.

INCORPORATOR



By: A. Joseph Posey Jr.  
420 South Nova Road  
Daytona Beach, FL 32114

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

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the state of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County Volusia, Florida, the corporation named in those Articles has named, A. Joseph Posey Jr., whose address is 420 South Nova Road, Daytona Beach, FL 32114 as its statutory registered agent.

Having been named the statutory agent of the corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open.



REGISTERED AGENT

By: A. Joseph Posey Jr.  
420 South Nova Road  
Daytona Beach, FL 32114

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STATE OF FLORIDA  
CLERK OF THE CIRCUIT COURT  
VOLUSIA COUNTY