

N24000007828

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

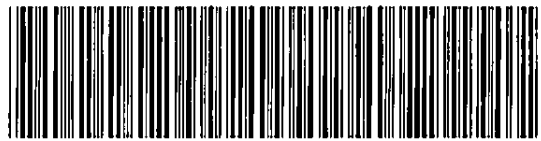
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600431761916

09/21/24--01024--005 \*\*79.75



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 3, 2024

RUGGERI LAW FIRM  
8115 S HWY A1A  
MELBOURNE BEACH, FL 32951 US

The name 8115 HOA, INC. has been reserved for 120 days beginning May 17, 2024. The reservation number is R24000000126 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (850) 488-9000, the Name Availability Section

KAIN COSTELLO

Letter number: 124A00011983

## COVER LETTER

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

**SUBJECT:** 8115 HOA, 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:** The Ruggieri Law Firm, P.A. c/o 8115 HOA, Inc.  
\_\_\_\_\_  
Name (Printed or typed)

13000 Avalon Lake Drive, Ste. 305  
\_\_\_\_\_  
Address

Orlando, FL 32828  
\_\_\_\_\_  
City, State & Zip

407-395-4766  
\_\_\_\_\_  
Daytime Telephone number

pleadings@ruggierilawfirm.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  
8115 HOA, 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 (the "Articles") 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 8115 HOA, INC., a Florida corporation not-for-profit (the "Association").

**ARTICLE II  
OFFICE AND REGISTERED AGENT**

The Association's principal office and mailing address is 13000 Avalon Lake Drive, Ste. 305, Orlando, Florida 32828. The Association's registered agent is Frank A. Ruggieri, who resides at 13000 Avalon Lake Drive, Ste. 305, Orlando, Florida 32828. 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) This Association is a corporation not for profit as defined in Section 617.0401, Florida Statutes. This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of common areas and residential lots within that certain tract of property defined as "Properties" in that certain Declaration of Covenants, Conditions and Restrictions of Lamm Townhouses recorded at Official Records Book 2748, Page 1905, Public Records of Brevard County, Florida, as amended from time to time (hereinafter referred to as "Declaration").

(b) 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 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 the Declaration, 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; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder, and 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 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 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. To enforce by legal means the obligations of the members of this Association and the provisions of the Declaration;

(k) Litigation. To sue or be sued;

(l) Surface Water Management. To operate, maintain and manage the surface water or storm water management system(s) within or serving the Property in a manner consistent, with the requirements of any St. Johns River Water Management District ("District") permit(s) to be obtained, applicable District Rules, and other District permits if any, and shall assist in the enforcement of the Declaration which relate to the surface water or storm water management system; and

(m) 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 that is subject to the provisions of the Declaration is a member of this Association, 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 at least one 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.

## **ARTICLE VI VOTING RIGHTS**

The voting and other rights of the members are as set forth in the Declaration.

## **ARTICLE VII BOARD OF DIRECTORS**

The Board of Directors shall consist of three (3) individuals, which Directors shall be elected by members of the Association in accordance with the Bylaws of the Association. Directors elected by the members do not need to be members of the Association. Each member may vote for each vacancy on the Board, 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 Bylaws of the Association.

The initial Board of Directors consists of the following persons:

Mark Saffer, President	:	8115 S. HWY A1A, Unit B Melbourne Beach, Florida 32951
Carl T. Hill, Vice President	:	8115 S. HWY A1A, Unit C Melbourne Beach, Florida 32951
Julie Lamm, Secretary & Treasurer	:	8115 S. HWY A1A, Unit A Melbourne Beach, Florida 32951

### **ARTICLE VIII OFFICERS**

The officers of the Association may include a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The officers shall be elected by the Board and the officers shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Mark Saffer :	8115 S. HWY A1A, Unit B Melbourne Beach, Florida 32951
Vice President	Carl T. Hill :	8115 S. HWY A1A, Unit C Melbourne Beach, Florida 32951
Secretary/ Treasurer	Julie Lamm :	8115 S. HWY A1A, Unit A Melbourne Beach, Florida 32951

### **ARTICLE IX DURATION**

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 X 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 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 system must be transferred to and accepted by an entity which would comply with Section 40C-42.027 F.A.C. 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.

## **ARTICLE XI BYLAWS**

This Association's Bylaws will initially be adopted by the Board of Directors. Thereafter, the Bylaws shall be altered, amended, or rescinded solely by the approval of two-thirds vote (2/3) of the Board. 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 Bylaws; in those circumstances such provisions shall control the alteration, amendment or rescission of the Bylaws.

## **ARTICLE XII AMENDMENTS**

(a) General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Declarant unless such amendment receives the prior written consent of Declarant, as applicable, which may be withheld for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in Public Records.

(b) Amendments to the Articles of Incorporation. Subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of (i) two-thirds vote (2/3) of the Board; and (ii) two-thirds (2/3) of the votes present, in person or by proxy, at a duly called meeting of the members in which there is a quorum.

(c) Recording/Filing Amendments. If an amendment is adopted by the Members pursuant to Article XII(b) of these Articles, a copy of the amendment(s) must be filed with the State of Florida Secretary of State or other appropriate agency of the State of Florida, and a copy that has been certified by the Secretary of State or other appropriate agency of the State of Florida shall be recorded in the Public Records of Brevard County, Florida. Any amendment to these Articles of Incorporation shall be effective on the date it has been accepted and filed by the Secretary of State or other appropriate agency of the State of Florida.

## **ARTICLE XIII INDEMNIFICATION**

To the fullest extent permitted by law, the Association shall indemnify any person who is or was a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or other type of proceeding (other than an action by or in the right of the



Association), whether civil, criminal, administrative, investigative or otherwise, and whether formal or informal, by reason of the fact that such person is or was a director or officer of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against judgments, amounts paid in settlement, penalties, fines (including an excise tax assessed with respect to any employee benefit plan) and expenses (including attorneys' fees, paralegals' fees and court costs) actually and reasonably incurred in connection with any such action, suit or other proceeding, including any appeal thereof, if such person acted in good faith and in a manner such person 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 such person's conduct was unlawful. The termination of any such action, suit or other 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 that such person 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 such person's conduct was unlawful. The foregoing indemnification obligations shall be controlled and interpreted by applicable Florida statutes with respect to the indemnification of directors and officers of a not-for-profit corporation.

#### **ARTICLE XIV FHA/VA APPROVAL**

The following actions will require the prior approval of the Federal Housing Administration (FHA) or Veterans Administration (VA) if determined necessary by the Board of Directors:

- (a) Amendment of these Articles of Incorporation; or
- (b) Merger, consolidation and/or dissolution of the Association.

#### **ARTICLE XV INTERPRETATION**

Express reference is made to the Declaration where it is necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning as 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 inconsistencies or conflicting results.

#### **ARTICLE XVI INCORPORATOR**

The name and residence of the incorporator is:

Name: The Ruggieri Law Firm, P.A.

Address: 13000 Avalon Drive, Ste. 305  
Orlando, FL 32828

**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 6-17, 2024.

  
\_\_\_\_\_  
Frank A. Ruggieri, Esq., Incorporator

**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**

8115 HOA, 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 Frank A. Ruggieri, whose business office is 13000 Avalon Lake Drive, Ste. 305, Orlando, Florida 32828 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.



\_\_\_\_\_  
Frank A. Ruggieri, Esq.

Date: 6-17, 2024