

N39297

(Requestor's Name)

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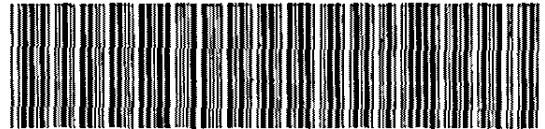
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FILED
04 MAY 28 PM 3:04
TALLAHASSEE, FLORIDA

THE CLOISTERS HOMEOWNERS ASSOCIATION OF BREVARD, INC.
1745 North Riverside Drive
Indianapolis, Florida, 32903

Phone: 321 674 9395

FAX: 321 674 9397

May 13, 2004

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Restated Articles of Incorporation of The
Cloisters Homeowners Association of
Brevard, Inc. Document Number: N39297

Pursuant to the provisions of Section 617.1006,
Florida Statutes, the undersigned Florida nonprofit
corporation adopted the following restated Articles of
Incorporation of The Cloisters Homeowners Association
of Brevard, Inc.

It is requested that the attached restated
Articles of Incorporation be certified, replacing the
initial Articles of Incorporation previously submitted
in July 1990 by the Developer.

The restated Articles of Incorporation were
adopted by the members, after turnover by the
Developer, and the number of votes cast for the
restated Articles was sufficient for approval.

At the time the restated Articles of Incorporation
were adopted, our attorney, at that time, did not
advise us that they had to be filed with the Secretary
of State. We filed the restated Articles of
Incorporation with the Clerk of Courts, Brevard
County, Florida.

Our current attorney, on March 31, 2004, advised us that we need to file the Articles with the Secretary of State. We are indeed sorry that this situation existed.

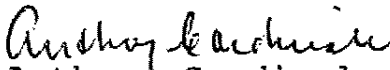
I am the registered agent of the Association. I accept the appointment and accept the obligations of the position.

Enclosed is a check in the amount of \$43.75 to cover the cost of the restated Articles and one certified copy.

Please call me collect if you have any questions or need additional information. My number is (321) 674 9395. My FAX number is (321) 674 9397.

Your attention to this matter is appreciated.

Sincerely


Anthony Cardinale
President

Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 21, 2004

THE CLOISTERS HOMEOWNERS ASSOCIATION OF BREVARD, INC.
ATTN: ANTHONY CARDINALE
1745 NORTH RIVERSIDE DRIVE
INDIALANTIC, FL 32903

SUBJECT: CLOISTERS HOMEOWNERS ASSOCIATION OF BREVARD, INC.
Ref. Number: N39297

We have received your document for CLOISTERS HOMEOWNERS ASSOCIATION OF BREVARD, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please entitle your document Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6882.

Maryanne Dickey
Document Specialist

Letter Number: 204A00035982

HC
→ A. Cichely
1946 Caudatory Dr-7
Indochina, Fl. 32903

CLOISTERS HOMEOWNERS ASSOCIATION OF BREVARD, INC.

FILED
04 MAY 28 PM 3:04
CLERK OF STATE
TALLAHASSEE, FLORIDA

II. TERMINOLOGY

III. PURPOSE

IV. POWERS

B. Transferring Property. To own, operate, lease, sell and trade real and personal property whenever it proves necessary or convenient in administering the Common properties; and to grant easements and rights-of-way over property owned by it when necessary to enable utility or other services to service portions of The Cloisters Lands or as otherwise permitted by the Declaration.

#Pgs: 7	#Names: 2	
Trust: 4.00	Rec: 29.00	Serv: 0.00
Ret: 0.00		Excise: 0.00
Mtg: 0.00		Int Tax: 0.00

C. Establishing Bylaws and Rules. To establish bylaws and rules and regulations for the Association's operation and management and the Common properties' use.

D. Enforcement. To enforce the Association's governing documents and the Association's rules and regulations.

E. Hiring Personnel. To employ personnel required for carrying out the Association's functions.

F. Delegation of Duties. To contract for the Association's management and the Common properties' operation and maintenance and to delegate to any party with whom a contract has been entered into for that purpose the Association's powers and duties save those which applicable law prohibits being delegated.

G. Generally. To exercise all of the common law and statutory powers of a corporation not for profit which are not in conflict with the Declaration.

V. EXISTENCE

The Association shall have perpetual existence.

VI. MEMBERS

A. Membership. Every Owner shall be a Member, but no Owner shall have more than one membership for each parcel or unit owned. Membership shall not be assignable except to an Owner's successor-in-interest in a Parcel. Each Owner's Membership will commence upon his acquiring title to a Parcel and shall end upon his no longer owning a Parcel. Membership certificates are not required and will not be issued.

B. Inseparability. No member's share of the Association's net assets may be assigned, hypothecated or transferred in any manner except as an appurtenance to his Parcel.

VII. VOTING RIGHTS

A. Voting by Voting Members.

(1) Voting. After turnover of control of the Association to the owners other than the Developer, each Owner of a parcel shall be entitled to one vote for each parcel owned in The Cloisters Lands.

(2) Terminology. Unless expressly provided to the contrary, any reference in these Articles to the vote or approval of a plurality, majority or specified percentage or fraction of Members or Owners (or a group of Members or Owners) shall be construed to mean the vote or approval of Voting Members entitled to cast a majority, plurality or such specified percentage or fraction (as the case may be) of the total votes entitled to be cast by those Members or Owners (or that group of Members or Owners.)

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VIII. SUBSCRIBER

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The name and address of the Association's subscriber is as follows:

NAME

ADDRESS

THE CLOISTERS HOMEOWNERS
ASSOCIATION OF BREVARD, INC.

1745 N. Riverside Drive
Indialantic, FL 32903

IX. DIRECTORS

A. Composition of Board. The affairs and property of the Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) persons. The first Board of Directors shall have three (3) members, and the number of Directors on future Boards shall be determined from time to time in accordance with the Association's Bylaws.

B. Bearing of Bylaws. The number of Directors to be elected, the manner of their election or appointment, and their respective terms shall be as set forth in the Association's Bylaws.

C. Election of Officers. All Officers shall be elected by the Board of Directors in accordance with the Association's Bylaws at the organizational meeting of the Board of Directors to be held immediately following the meeting at which the Board is elected. The Board of Directors shall elect from among the Association's Members a President, Vice-President, Secretary, and Treasurer and whatever other offices it deems desirable and consistent with the Association's Bylaws.

X. INITIAL BOARD OF DIRECTORS

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The following persons shall constitute the Association's initial Board of Directors. They shall hold office in accordance with the provisions of the Association's Bylaws:

<u>NAME</u>	<u>ADDRESS</u>
DUANE ANKNEY	1745 N. Riverside Drive Indialantic, FL 32903
ROBERT F. CAVALEAR, JR.	1745 N. Riverside Drive Indialantic, FL 32903
STANLEY WOLFMAN	200 W. Merritt Island Causeway Merritt Island, FL 32952

XI. INITIAL OFFICERS

Subject to the Board of Directors' direction, the Association's affairs shall be administered by its Officers, all of whom shall be elected annually by the Board. The following persons shall serve as Officers until the first election of Officers is held.

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
DUANE ANKNEY	1745 N. Riverside Drive Indialantic, FL 32903	President

XII. BYLAWS

The Association's Bylaws shall be adopted by its first Board of Directors and may be amended by a majority vote of the Voting Members. Future Bylaws may be amended by a two-thirds vote of the votes of the Voting Members.

XIII. AMENDMENTS

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Proposals for the amendment of these Articles of Incorporation that do not conflict with the Declaration may be made by a two-thirds vote of the votes of the Voting Members.

XIV. INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. Right to Indemnification. Every person who is or was a Director or Officer of the Association shall be entitled to indemnification from the Association to the fullest extent the Association is empowered to indemnify him under Section 607.014 of Florida's General Corporation Act.

B. Insurance. Subject to reasonable availability, the Board of Directors may purchase and maintain insurance on behalf of any person who is or was an Officer or Director of the Association, insuring him against any liability asserted against him and incurred by him in his capacity as an Officer or Director or arising out of his status as such, whether or not the Association would have the power to indemnify him under Article XIV.A of these Articles.

XV. REGISTERED AGENT

The Association's registered agent is Anthony Cardinale whose office is at 1960 Canterbury Drive, Indialantic, FL 32901.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 17 day of May, 1999. 2000

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

Elizabeth D. Pappas
Barbara Sheehan

Anthony Cardinale
ANTHONY CARDINALE

This amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Anthony Cardinale
President

ANTHONY CARDINALE

May 16, 2000

STATE OF FLORIDA
COUNTY OF BREVARD

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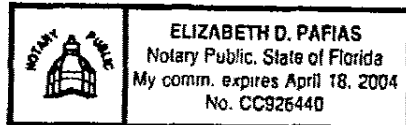
BEFORE ME, the undersigned authority, duly authorized by law to take oaths and acknowledgments, personally appeared ANTHONY CARDINALE, who after being first duly sworn, acknowledged before me that he executed the foregoing instrument for the reasons and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid on this 17
day of may, ~~1999~~ 2000 Produced FL DL# C635000300070

Elizabeth D. Pafias
Notary Public

(NOTARY SEAL)

My commission expires:



**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:

First - That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at 1745 N. Riverside Drive, Indialantic, FL 32903, County of Brevard, State of Florida, the corporation named in said Articles has named ANTHONY CARDINALE, located at 1960 Canterbury Drive, Indialantic, FL 32903, County of Brevard, State of Florida, as its statutory registered agent.

Having been named the statutory agent of said 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.


ANTHONY CARDINALE
Registered Agent

DATED this 17 day of May, 2000
~~1999~~


CPN 2000090922

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