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**CERTIFICATE FOR FILING
RESTATED ARTICLES OF INCORPORATION
CHESSEY'S GAP SUBDIVISION PROPERTY
OWNERS' ASSOCIATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate is provided in accordance with Section 617.1007 Restated Articles of Incorporation, Florida Statutes.

The name of the Corporation is: Chessy's Gap Subdivision Property Owners' Association, Inc.

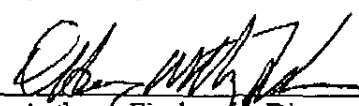
The document number for the Corporation is: N50182.

The text of each amendment adopted is set forth in the Restated Articles of Incorporation.

The Board of Directors adopted a Resolution setting forth the Restated Articles of Incorporation with amendments directing that the Restated Articles of Incorporation be submitted to a vote of the Members of the Association entitled to vote on the proposed amendments. The Restated Articles of Incorporation were presented to the Members entitled to vote in advance of the meeting at which a vote was taken to approve the Restated Articles of Incorporation.

The Restated Articles of Incorporation containing amendments were voted on and adopted by the Members on February 12, 2015 and the number of votes cast for the amendment was sufficient for approval.

Chessy's Gap Subdivision Property
Owners' Association, Inc., a Florida
not for profit corporation

By: 
Henry Anthony Fischer, its Director/President
Dated: February 12, 2015

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**RESTATED
ARTICLES OF INCORPORATION
OF
CHESSEY'S GAP SUBDIVISION
PROPERTY OWNERS' ASSOCIATION, INC.**

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RESTATED ARTICLES OF INCORPORATION
OF
CHESSER'S GAP SUBDIVISION PROPERTY OWNERS' ASSOCIATION, INC.

Document Number: N50182

A NOT-FOR-PROFIT CORPORATION

Pursuant to the provisions of Section 617.1007, Florida Statutes, this Florida Not-For-Profit Corporation adopts the following restatement of its Articles of Incorporation. The following Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them and shall be the Articles of Incorporation for the corporation.

ARTICLE I
NAME

The name of the corporation shall be the CHESSER'S GAP SUBDIVISION PROPERTY OWNERS' ASSOCIATION, INC., which is hereinafter referred to as the "Association". The address of the principle office of the Association is 10729 U.S. Highway 1, Sebastian, Florida 32958.

ARTICLE II
PURPOSES, POWERS AND DEFINITIONS

Section 1. **Purposes and Powers.**

(a) The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, Conditions and Restrictions for Chesser's Gap Subdivision recorded in the Public Records of Indian River County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to preserve the values and amenities in the property for the benefit of the Members of the Association. The Association is not organized for profit, and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

(b) The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Developer) the powers and duties of the Association, except those which require specific approval of the Board of Directors. The Association shall have such powers as may be set forth in the Declaration and in the Bylaws, and the Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general health and welfare of its membership.

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Section 2. Surface Water or Stormwater Management System Duties; Powers; and Dissolution.

(a) The Association shall operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the St. Johns River Water Management District Permit requirements and applicable St. Johns River Water Management District rules, and shall assist in the enforcement of the restrictions and covenants contained herein. Maintenance of the Surface Water or Stormwater Management System(s) means the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other surface water or stormwater management capabilities as permitted by the St. Johns River Water Management District. Any repair or reconstruction of the Surface Water or Stormwater Management System shall be as permitted or, if modified, as approved by the St. Johns River Water Management District. The Association shall levy and collect adequate Assessments against lot owners for the costs of maintenance and operation of the Surface Water or Stormwater Management System. The Assessments shall be used for the maintenance and repair of the Surface Water or Stormwater Management System, including but not limited to work within retention areas, drainage structures and drainage easements.

(b) 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 Rule 40C-42.027, Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

Section 3. Definitions. The following words when used in these Articles (unless the context shall prohibit) shall have the following meanings:

(a) "Assessment" means and refers to a share of the funds required for payment of the expenses of the Association, which funds shall be assessed against a lot owner from time to time.

(b) "Association" means and refers to the Chesser's Gap Subdivision Property Owners' Association, Inc., a Florida not-for-profit corporation. The Association is not a Homeowners' Association under Chapter 720 F.S. or a Condominium Association under Chapter 718 F.S. and it shall not be subject to the provisions of those Chapters.

(c) "Common Area" means all the portions of the property and improvements located thereon, now or hereafter owned by the Association for the common use and enjoyment of the Owner(s). The Common Area will include open space, trees, fences, shrubs, grass, lakes, drainage facilities, walls, signs, lights, sprinklers and other improvements that are situated on the Common Area.

(d) "Declaration" means and refers to the Declaration of Covenants, Conditions and Restrictions for Chesser's Gap Subdivision as recorded in the Public Records of Indian River County, Florida, and as the same may be amended from time to time.

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(e) "Developer" or "Declarant" means and refers to Sebastian General Partnership, B.F.T., a Florida general partnership, its successors and such of its assigns as to which the rights of Developer hereunder are specifically assigned by written instrument recorded in the Public Records of Indian River County, Florida.

(f) "Entitled to Vote" means and refers to that lot owner entitled to a vote for a lot at an Association meeting. If more than one person or legal entity shall own a lot, the owners thereof shall determine among themselves who shall be the Member entitled to vote. Said determination shall be manifested upon a voting certificate, signed by all owners of said lot, and given to the Association Secretary for placement in the Association records. Notwithstanding anything contained herein, all lot owners whether entitled to vote or not shall be Members of the Association.

(g) "Lot" means and refers to any lot on a recorded final Plat (excluding Tracts) and described thereon as a lot or by a lot combination.

(h) "Member" means and refers to all those owners who are Members of the Association as provided in the Declaration.

(i) "Owner" means and refers to the record owner, whether one or more persons or entities, of the fee simple title to any lot situated upon the property, but excluding anyone having an interest in a lot as security for the performance of an obligation. Owner shall include Developer and its development successors in title as to each and every lot owned by Developer or its successors.

(j) "Plat" means and refers to the plat(s) of Chesser's Gap Subdivision, recorded or to be recorded in the Public Records of Indian River County, Florida, together with any plat of additional land made subject to the Declaration and to the jurisdiction of the Association.

(k) "Property" means and refers to the real property described in the Declaration on a recorded Plat and such additions thereto, as are now or hereafter made subject to the Declaration and to the jurisdiction of the Association.

(l) "Surface Water or Stormwater Management System" means and refers to a system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, overdrainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges from the system, as permitted pursuant to Chapters 40C-4, 40C-40 or 40C-42, Florida Administrative Code.

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ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot shall be a Member of the Association. Notwithstanding anything else to the contrary set forth in this Section 1, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association. Membership in the Association shall be appurtenant to each Lot and may not be separated from ownership of said lot. The record title holder to each Lot shall automatically become a Member of the Association and shall be assured of all rights and privileges thereof upon presentation of a photographically or otherwise reproduced copy of said owner's deed recorded in the Public Records of Indian River County, Florida to the Association Secretary for placement in the records of the Association. To the extent that said deed shall pass title to a new lot owner from an existing lot owner, Membership in the Association shall be transferred from the existing Lot Owner to the new lot owner.

Section 2. Voting Rights. The Association shall have two (2) classes of voting membership:

Class A - Class A Members shall be all Owners with the exception of the Developer and shall be entitled to one (1) vote for each Lot owned. When more than one person or entity holds interest in any Lot, all such persons or entities shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot. Should any two contiguous Lots be combined, the resulting larger Lot shall be entitled to the number of votes which each individual Lot had prior to combination, with those votes being cast in accordance with the above provisions.

Class B - Class B Members shall be the Developer (as defined in Article II) and shall be entitled to four (4) votes for each Lot owned on a recorded plat for Chesser's Gap Subdivision and four (4) votes for each unplatted lot or out parcel as shown on the Overall Paving, Drainage and Utility Plan numbered page 3 of 22 and stamp dated July 23, 1990, of the Chesser's Gap Preliminary Development Plan (Plat), July, 1990, submitted by the Declarant to the City of Sebastian, Florida and approved as the Preliminary Development Plan (Plat) by the City under Resolution No. R-90-46 dated November 14, 1990. As such lots or out parcels are shown on a recorded final plat, regardless of whether they are in the same configuration as on the Overall Paving, Drainage and Utility Plan, the Declarant shall continue to be entitled to four (4) votes for each Lot owned on said final plat, as stated above and four (4) votes for any remaining unplatted lot or out parcel on said Overall Paving, Drainage and Utility Plan. There are seven (7) numbered lots and three (3) out parcels on said Overall Paving, Drainage and Utility Plan. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (1) When the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership; pr

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- (2) Upon the written election of the Developer, at its sole discretion, to relinquish its voting advantage and revert to one (1) vote for each Lot owned.

Section 3. Meetings of Members. The Bylaws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if 30% of the total number of votes that may be cast by Members entitled to vote and in good standing shall be present or represented at the meeting either in person or by general or limited proxy.

Section 4. General Matters. When reference is made in these Articles of Incorporation, or in the Bylaws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members entitled to vote and not of the Members themselves.

ARTICLE IV CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE V BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting. Directors may be individuals who are foreign nationals.

Section 2. Board of Directors. The names and addresses of the Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Henry Anthony Fischer	10729 US Highway 1 Sebastian, Florida 32958
Eric Carl Fischer	10729 US Highway 1 Sebastian, Florida 32958
Henry Andrew Fischer	10729 US Highway 1 Sebastian, Florida 32958

Section 3. Developer Rights: Notwithstanding any other provision contained in these Articles of Incorporation, until such time as the Class B membership shall terminate, the Developer

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shall have the absolute right to appoint the Directors and remove directors that the Developer has appointed and appoint successor directors without the consent, joinder or approval of any Class A Members.

Section 4. Election of Members of Board of Directors. Except as otherwise provided herein directors shall be elected by Members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election and for removal from office of directors. All directors shall be Members of the Association or shall be authorized representatives, officers or employees of corporate, partnership or limited liability company Members of the Association, or designees of the Developer.

Section 5. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 6. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term; provided that notwithstanding any other provision contained in these Articles of Incorporation, until such time as the Class B membership shall terminate, the Developer shall have the absolute right to fill any vacancy on the Board of Directors for a position that the Developer has appointed without the consent, joinder or approval of any Class A Members..

ARTICLE VI OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association shall be appointed by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. Officers. The names and address of the officers of the Association, who shall hold office until the first annual meeting of Directors and thereafter until successors are duly elected and have taken office, shall be as follows:

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<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Henry Anthony Fischer	President	10729 US Highway 1 Sebastian, Florida 32958
Eric Carl Fischer	Vice President Secretary Treasurer	10729 US Highway 1 Sebastian, Florida 32958

ARTICLE VII **BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed in the manner set forth in the Bylaws.

ARTICLE VIII **AMENDMENTS**

Section 1. Amendments. Amendments to these Articles of Incorporation shall be by the Board of Directors without the consent, joinder or approval of the Members, adopted at a meeting of the Board of Directors by a majority vote of the Directors then in office; provided that as long as the Developer/Declarant shall have at least one (1) vote as determined in the Declaration no amendment to these Articles of Incorporation shall be effective without the Developer/Declarant's express written consent.

Section 2. Conflict. In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX **INDEMNIFICATION**

Section 1. Indemnification In Proceedings. Except as otherwise provided by law, every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved, other than an action by, or in the right of, the corporation, by reason of his being or having been a Director or Officer of the Association, or having served at the Association's request as a Director or Officer of any other corporation, whether or not he is a Director or Officer at the time such expenses are incurred, regardless of or by whom the proceeding was brought, if he acted in good faith and in a manner which he reasonably believed to be in, or not

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opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. In the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association 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. The termination of any action, suit, or 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 Director did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. No indemnification may be made pursuant to this Article IX, Section 1. in relation to matters as to which any Director or Officer is adjudged to be liable for gross negligence or willful misconduct.

Section 2. Indemnification in proceedings by or in the right of the Association. The Association shall indemnify every Director and every Officer who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a Director, Officer, employee, or agent 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 expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Prepayment of Costs and Attorneys' Fees. Except as otherwise provided by law, expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding, if authorized by all of the non-interested Directors and upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount, if it shall ultimately be determined that he is not to be indemnified by the Association, as authorized by these Articles of Incorporation.

Section 4. Indemnity Insurance. The Association shall have the power to purchase, at its expense, and maintain insurance on behalf of any individual who is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a director or officer of another organization at the request or direction of the Association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles of Incorporation.

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Section 5. Amendment of Article IX. After such time as the Class B membership shall terminate, the provisions of this Article IX shall not be amended without the consent of all the Directors.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation and has caused a duly authorized officer to hereunto set his hand on behalf of the Corporation this 12th day of February, 2015.

(signature) Eric C. Fischer
(print name) ERIC C. FISCHER

(signature) Warren A. Dill
(print name) WARREN A. DILL

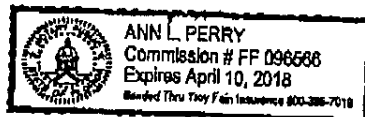
Chesser's Gap Subdivision Property Owners' Association, Inc., a Florida not for profit corporation

By: Henry Anthony Fischer
Henry Anthony Fischer, its Director/President

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 12th day of February, 2015, by Henry Anthony Fischer, as Director/President of Chesser's Gap Subdivision Property Owners' Association, Inc., a Florida not for profit corporation, on behalf of the corporation, who is personally known to me.

SEAL



Ann L. Perry
Notary Public, State of Florida
Print Name: ANN L. PERRY
My Commission No. is: FF 096566
My Commission Expires: 4-10-2018

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