

N95000003440

Collins, Brown, Caldwell,
Barkett, Rossway, Garavaglia & Moore

CHARTERED
ATTORNEYS AT LAW
756 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963

407-231-4343
FAX: 407-234-5213

BRUCE D. BARKETT
CALVIN B. BROWN
WILLIAM W. CALDWELL
GEORGE G. COLLINS, JR.
MICHAEL J. GARAVAGLIA
JOHN E. MOORE, III
BRADLEY W. ROSSWAY

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

95 AUG 10 PM 1:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
PLEASE REPLY TO:
POST OFFICE BOX 3666
VERO BEACH, FLORIDA 32964

July 28, 1995

000001549570
-07/31/95--01066--004
****122.50 ****122.50

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: Glenwood Homeowners' Association, Inc.

Dear Sir:

Enclosed please find original and copy of Articles of Incorporation of Glenwood Homeowners' Association, Inc. Also enclosed is this firm's check in the amount of \$122.50 to cover filing fees, certified copy and registered agent designation.

Upon receipt and assignment of a charter number, would you please return the certified Articles to me.

Very truly yours,


Bruce Barkett

BB:bh
Enclosures

W95000015624

BH
8/2/95



FLORIDA DEPARTMENT OF STATE

August 3, 1995

Sandra B. Mortham
Secretary of State

BRUCE BARKETT
756 BEACHLAND BLVD
VERO BEACH, FL 32963

SUBJECT: GLENWOOD HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: W95000015624

We have received your document for GLENWOOD HOMEOWNERS' ASSOCIATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall

Letter Number: 895A00036520

ARTICLES OF INCORPORATION

OF

GLENWOOD HOMEOWNERS' ASSOCIATION OF INDIAN RIVER COUNTY, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

95 AUG 10 PM 1:42

SECRETARY OF STATE

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is GLENWOOD HOMEOWNERS' ASSOCIATION OF INDIAN RIVER COUNTY, INC.

ARTICLE II

Enabling Law

This corporation is organized pursuant to the Corporations Not for Profit Law of the State of Florida, set forth in Part One of Chapter 617 of the Florida Statutes.

ARTICLE III

Purposes

The specific and primary purpose for which this corporation is organized is to purchase, repair, improve, maintain, and operate certain rights-of-way, easements, and drainage facilities and determine and impose certain deed restrictions on the property more particularly described as Glenwood Subdivision, according to the plat thereof filed in the Office of the Clerk of the Circuit Court in Plat Book 12, Page 12, Public Records of Indian River County, Florida, for the benefit of its members and other non-profit purposes and no part of any net earnings shall inure to the benefit of any member, director, or officer.

ARTICLE IV

Term

This corporation shall have a perpetual existence.

ARTICLE V
Incorporators

The names and residences of the subscribers of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Beatrice A. Burns	P. O. Box 650692 Vero Beach, FL 32962
Bonita T. Dixon	P. O. Box 650692 Vero Beach, FL 32962
Frances Kaczka	P. O. Box 650692 Vero Beach, FL 32962
John Herron	P. O. Box 650692 Vero Beach, FL 32962
<i>Karen Hudson</i>	P. O. Box 650692 Vero Beach, FL 32962

ARTICLE VI
Members

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

A. Membership in the corporation shall be established by acquisition of fee title to a lot in Glenwood Subdivision, whether by conveyance, devise, judicial decree, or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee interest in any lot.

B. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to his lot. The properties, funds, and assets of the corporation shall be held or used for the benefit of the membership and for the purposes authorized herein and in the By-laws which may hereafter be adopted.

C. On all matters in which the membership shall be entitled to vote, there shall be one vote for each lot in the subdivision, which votes may be exercised or cast by the owner or owners of each lot in such manner as may be provided in the By-laws of this corporation. Should any member own more than one lot, such member shall be entitled to exercise or cast a total number of votes attributable to all lots owned by him, her, or it in the manner provided by said By-laws. When more than one person holds an interest in a given lot, all such persons shall be members and the vote for such lot shall be exercised as they may determine among themselves. In no event shall more than one vote be cast with respect to any lot owned.

ARTICLE VII
Management of Corporate Affairs

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of not less than three directors. The number of directors herein provided for may be changed by By-laws duly adopted by members entitled to vote. Directors shall be elected annually by a majority vote of the membership.

The names and addresses of the persons constituting the first Board of Directors who are to act in that capacity until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Beatrice A. Burns	P. O. Box 650692 Vero Beach, FL 32962
Bonita T. Dixon	P. O. Box 650692 Vero Beach, FL 32962
Frances Kaczka	P. O. Box 650692 Vero Beach, FL 32962
John Herron	P. O. Box 650692 Vero Beach, FL 32962
Karen Hudson	P. O. Box 650692 Vero Beach, FL 32962

B. Elective Officers. The officers of this corporation shall be a President, Vice

President, Secretary, and Treasurer. Other offices and officers may be established or appointed by members of this corporation at any regular annual meeting. Qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be set forth in the By-laws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

<u>Name</u>	<u>Office</u>
Beatrice A. Burns	Board/Agent
Bonita Dixon	Secretary
Frances Kaczka	President
John Herron	Treasurer
Karen Hudson	Vice President

ARTICLE VIII Dues and Assessments

The Board of Directors, with the consent of the owners of record of two-thirds (2/3) of the lots in Glenwood Subdivision shall have the power to fix and assess such dues and assessments for the maintenance and operation of the roads in the subdivision, and any and all properties owned by the corporation. A limit of such dues and assessments may be fixed on occasions determined by the By-laws. Once the dues and assessments have been determined by the Board of Directors with the consent of the owners of record of two-thirds (2/3) of the lots in Glenwood Subdivision, the Board of Directors shall notify the membership of all such dues and assessments fixed. After proper notice, as more fully described in the By-laws, such assessments shall become an indebtedness of the corporation collectable in due course of law.

ARTICLE IX Location of Registered Agent and Identification of Registered Agent

The corporation's initial registered office in the State of Florida is located at:

720 2nd St SW (street address)
Vero Beach, Florida 32962

and the corporation's mailing address is:

P. O. Box 650392
Vero Beach, Florida 32962

The name of the corporation's initial registered agent is:

Beatrice A. Burns
720 2nd Street, S.W.
Vero Beach, FL 32962

ARTICLE X
Income From Public Events

If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by non-members shall be paid over to an organization which is exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code on an annual basis.

ARTICLE XI
By-Laws

The original By-laws of this corporation shall be adopted by a majority vote of the members of this corporation present at a meeting of members called for the purpose, at which a majority of the ownership is present, and thereafter the By-laws of this corporation may be amended, altered, or rescinded by the membership only in the manner provided for in the By-laws. Amendments to the By-laws may be proposed by members or by the Board of Directors in the manner and as further provided for in the By-laws and adopted by the votes or consents of the membership herein provided. Any amendment to the By-laws shall be binding on all members of this corporation. Amendments may be adopted by a vote of at least two-thirds (2/3) of a quorum of members of this corporation.

ARTICLE XII
Prohibition Against Issuance of Stock and Distribution of Income

This corporation shall never have or issue any shares of stock nor shall this corporation distribute any part of the income of this corporation, if any, to its members, directors, or officers.

ARTICLE XIII
Indemnification

Every Director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including legal fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the corporation, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement, indemnification will apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interests of the corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights which such Director or officer may be entitled.

ARTICLE XIV
Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3) of a quorum of members of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 20 day of July, 1965.

Beatrice A. Burns
Beatrice A. Burns

Bonita Dixon
Bonita Dixon

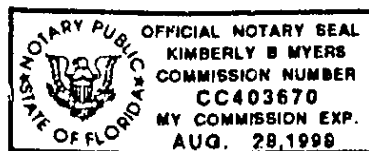
Frances Kaczka
Frances Kaczka

John Herron
John Herron
Karen Hudson
Karen Hudson

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 22 day of July, 1995 by BEATRICE A. BURNS, BONITA DIXON, FRANCES KAUZKA, JOHN HERRON and Karen Hudson on behalf of the corporation. They are personally known to me or produced Florida driver's licenses as identification.

Kimberly B Myers
Notary Public, State of Florida at Large.
My Commission Expires:



Registered Agent's Acceptance of Appointment

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, and being familiar with the obligations imposed upon a registered agent by F.S. 607.0505, the undersigned hereby accepts and consents to the appointment.

Beatrice A. Burns
Beatrice A. Burns
Registered Agent