

N96000002201

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• BOARD CERTIFIED IN WILL,  
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‡ BOARD CERTIFIED IN CIVIL TRIAL LAW  
◇ BOARD CERTIFIED IN REAL ESTATE LAW

February 21, 1996

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

600001730986  
-03/04/96--01079--015  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Cypress Cove Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed find an original plus one copy of the Articles of Incorporation for the above-referenced association. Also enclosed is this firm's check in the amount of \$122.50 representing the filing fee. I would appreciate receiving a certified copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

*Gary B. Frese*

Gary B. Frese

GBF/kw  
Enclosures as stated

7895021671  
W96-41943

GB 4/23/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 6, 1996

GARY B. FRESE, ESQUIRE  
930 S HARBOR CITY BLVD SUITE 505  
MELBOURNE, FL 32901

SUBJECT: CYPRESS COVE HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: W96000004943

We have received your document for CYPRESS COVE HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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.

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 (904) 487-6931.

Garrett Blanton  
Document Specialist

Letter Number: 496A00009901

## ARTICLES OF INCORPORATION

OF

### CYPRESS COVE - BREVARD HOMEOWNERS ASSOCIATION, INC.

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

#### ARTICLE I

##### NAME

The name of the corporation shall be the CYPRESS COVE - BREVARD HOMEOWNERS ASSOCIATION, INC., which is hereinafter referred to as the "Association."

#### ARTICLE II

##### PURPOSES, POWERS AND DUTIES, PRINCIPAL OFFICE

The objects and purposes of the Association are those objects and purposes as are prescribed by the Declaration of Covenants and Restrictions for Cypress Cove recorded (or to be recorded) in the Public Records of Brevard County, Florida, at Official Records Book \_\_\_\_, Page \_\_\_\_, 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 subdivision and to maintain the common areas thereof, and applicable portion of lots therein 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.

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.

The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. 42-009-1876AN requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

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.

The assessments shall be used for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements.

The principal office of the Association shall be at 7619 Coral Drive, Melbourne, Florida 32904, unless and until changed by the Board of Directors.

The definitions set forth in the Declaration are incorporated herein by this reference.

### 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, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

Section 2. Voting Rights. Each Member shall be entitled to one (1) vote. No more than one (1) vote shall be permitted per Lot.

Section 3. Meetings of Members. The By-Laws 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.

### ARTICLE IV

#### CORPORATE EXISTENCE

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 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) but not more than seven (7) 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 By-Laws shall provide for meetings of directors.

Section 2. Original Board of Directors. The names and addresses of the first 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>
Danny C. Moxley	4100 Lake Washington Road Molbourne, Florida 32934
Billy Turner	200 Waring Way Morritt Island, Florida 32952
Robert B. Lynds	2392 Brookside Drive Indianalantic, Florida 32903

Section 3. Election of Members of Board of Directors. Except as otherwise provided herein and for the first Board of Directors, directors shall be elected by the Members of the Association at the annual meeting of the membership as provided in the By-Laws of the Association, and the By-Laws 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 or other business entity Members of the Association.

Section 4. 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 5. 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.

## 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, in accordance with any applicable

provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws 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. First Officers. The names and addresses of the first 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:

<u>Name</u>	<u>Address</u>
President: Danny C. Moxley	4100 Lake Washington Road Melbourne, Florida 32934
Vice President: Billy Turner	200 Waring Way Merritt Island, Florida 32952
Secretary/ Treasurer: Robert Lynds	2392 Brookside Drive Indialantic, Florida 32903

#### ARTICLE VII

##### BY-LAWS

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

#### ARTICLE VIII

##### AMENDMENTS AND PRIORITIES

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection (by affirmative vote of 66-2/3% of the Members), all in the manner provided in, and in accordance with the notice provisions of, Florida Statutes 617.017.

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

#### ARTICLE IX

##### INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Danny C. Moxley	4100 Lake Washington Road Melbourne, Florida 32934

#### ARTICLE X

##### INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer, committee member or agent of the Association, against all expenses (including attorney's fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did no act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, 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 or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee, committee member or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified

against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee, committee member or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, committee member 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 enterprises, 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 this Article.

#### ARTICLE XI

##### DISSOLUTION LANGUAGE

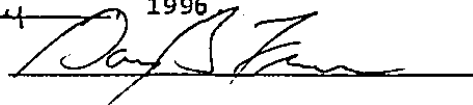
In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

#### ARTICLE XII

##### REGISTERED AGENT

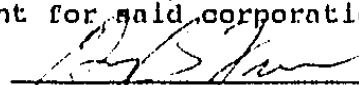
Until changed, Gary B. Freese shall be the registered agent of the Association and the registered office shall be at 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida, 32901.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 31<sup>st</sup> day of January, 1996





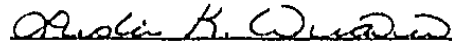
I heroby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
Gary B. Fresno  
Registered Agent

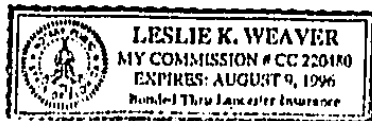
STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared GARY B. FRESE to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 31st day of January, 1996.

  
\_\_\_\_\_  
Notary Public  
State of Florida

My Commission Expires:



IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 5th day of February, 1996.

  
\_\_\_\_\_  
Danny C. Moxley

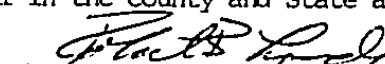
STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared DANNY C. MOXLEY, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

5th WITNESS my hand and official seal in the County and State aforesaid this day of February, 1996.



ROBERT BLYNDS  
My Commission CC403444  
Expires May 14, 1999

  
\_\_\_\_\_  
Notary Public, State of Florida