

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9070
904-222-1111 FAX

800-342-8086

N96000002284

CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 933256 6162B

AUTHORIZATION :

COST LIMIT : \$ 122.50

FILED
APR 23 1996
TALLAHASSEE, FL 32301

ORDER DATE : April 26, 1996

ORDER TIME : 11:31 AM

ORDER NO. : 933256

CUSTOMER NO: 6162B

200001796692

CUSTOMER: Mr. Robert L. Reals
GRAY HARRIS ROBINSON
KIRSCHENBAUM & PEEPLES
Glass Bank Building
505 North Orlando Avenue
Cocoa Beach, FL 32931

DOMESTIC FILING

NAME: SOUTH SHORES UTILITY
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tina M. Bartlett

EXAMINER'S INITIALS:

4/29/96
TB

ARTICLES OF INCORPORATION

OF

SOUTH SHORES RIVERSIDE HOMEOWNERS ASSOCIATION, INC.

(a corporation not for profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, I, the undersigned, hereby form this corporation for the purposes and with the powers hereinafter mentioned; and to that end I do, by these Articles of Incorporation, set forth:

ARTICLE I - NAME

The name of the corporation shall be SOUTH SHORES RIVERSIDE HOMEOWNERS ASSOCIATION, INC.

ARTICLE II - PURPOSE

The purposes and objects of the corporation shall be to administer the operation and management of the common areas of SOUTH SHORES RIVERSIDE, to be established by FLORIDRON (SOUTH SHORES) LIMITED, a Private Limited Company incorporated in Scotland under the Companies Act of 1985, trading in the United States as Floridron (South Shores) Limited, Inc., a Scottish Corporation, hereinafter called the Developer, and such additions thereto as may be brought within the jurisdiction of the Association, and to undertake the performance of the acts and duties incident to the administration of the operation and maintenance of said common areas and in accordance with the terms, provisions, conditions and authorizations contained in these articles and which may be contained in the Declaration of Covenants and Restrictions, which will be or which has been recorded in the Public Records of Brevard County, Florida, at the time said property, and the improvements now or hereafter situate thereon are submitted for platting; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said common areas. The corporation shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III - POWERS

The corporation shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this corporation is chartered, and all of the powers and privileges which may be granted unto said corporation or exercised by it under any other applicable laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the corporation, including, but not limited to:

1. Making and establishing reasonable rules and regulations governing the use of common areas in accordance with the terms as may be defined in the Declaration of Covenants and Restrictions.
2. Levying and collecting assessments against members of the corporation to defray the common expenses of the maintenance and operation of the common areas as may be provided in the Declaration of Covenants and Restrictions and in the By-Laws of this corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, which may be necessary or convenient in the operation and maintenance of the common areas and in accomplishing the purposes set forth in the Declaration of Covenants and Restrictions.
3. Maintaining, repairing, replacing, operating and managing the common areas of this subdivision and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of said property.
4. Enforcing the provisions of the Declaration of Covenants and Restrictions and these Articles of Incorporation, the By-Laws of the corporation which may be hereafter adopted, and the rules and regulations governing the use of the common areas as the same may be hereafter established.
5. To now or hereafter acquire and enter into leases and agreements of every nature, whereby the corporation acquires leaseholds, memberships and other possessory or use interests in land or facilities, including recreational facilities, whether or not contiguous to lands of this subdivision, to provide enjoyment, recreation, or other use of benefit to the owners of the property within this subdivision, all as may be deemed by the Board of Directors to be in the best interests of the corporation.
6. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the corporation pursuant to the Declaration of Covenants and Restrictions.

7. To levy and collect adequate assessments against members of the corporation 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.

8. To mortgage, pledge, hypothecate and assign the Association assets as security for a loan or loans.

9. To 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. _____, requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained therein.

ARTICLE IV - MEMBERS

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

A. The owners of all Lots in the subdivision or party to a supplemental declaration shall be members of the corporation, and no other persons or entities shall be entitled to membership.

B. Membership shall be established by the acquisition of fee title to a Lot in the subdivision or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise and the membership of a party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any subdivision Lot.

C. 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 funds and assets of the corporation shall belong solely to the corporation, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein in the Declaration of Covenants and Restrictions and in the said By-Laws.

D. That Association shall have two classes of voting membership:

1. Class A. Class A members shall be all those Owners as defined in Section 1 with the exception of the Developer (as long as the Class B membership shall exist,

and thereafter, the Developer shall be a Class A member to the extent it would otherwise qualify). Except as provided below, Class A members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be members, but the vote for such Lot shall be exercised only by that one person who is Entitled to Vote. In no event shall more than one vote be cast with respect to any such Lot.

2. Class B. The Class B member shall be the Developer. The Class B member shall be entitled to one (1) vote, plus two (2) votes for each Lot owned by the Developer. The class B membership shall cease and terminate: 1) at such time as 75% of all Lots to be ultimately subject to Association membership within the Properties have been sold and conveyed by the Developer; or 2) December 31, 2002; or 3) sooner at the election of the Developer, whichever event shall first occur, whereupon the Class A members shall be obligated to elect the Board and assume control of the Association. Upon termination of the Class B membership as provided for herein, the Class B membership shall convert to Class A membership with voting strength as set forth above for Class A membership.

E. The Board shall have the power (but not the obligation) to authorize associate memberships. Such membership shall be non-voting, but entitled to use all or some of the common areas and amenities upon such terms, conditions and cost as may be determined by the Board.

ARTICLE V - TERM

The corporation shall have perpetual existence.

ARTICLE VI - LOCATION

The principal office of the corporation shall be located at 100 Caledonia Drive, Melbourne Beach, Florida 32951, but the corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE VII - DIRECTORS

The affairs of the corporation shall be managed by the Board of Directors. The number of members of the first Board of Directors of the corporation shall be five (5). The number of members of succeeding boards of directors shall be five (5)

except as changed from time to time by the By-Laws of the corporation. The members of the Board of Directors shall be elected as provided by the By-Laws of the corporation, which provide for election of directors at the annual meeting. The Board of Directors shall be members of the corporation or shall be authorized representatives, officers or employees of a corporate member of this corporation.

Any vacancies in the Board of Directors occurring before the first election will be filled by the remaining directors.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

BRIAN M. SCULTHORP
134 Caledonia Drive
Melbourne Beach, Florida 32951

DENISE SHIREY
2685 Washington Street
Melbourne, Florida 32904

LIZABETH CASSELLA
7960 South Highway 1A
Melbourne Beach, Florida 32951

JULIE BURNS
100 Caledonia Drive
Melbourne Beach, Florida 32951

LEONARD E. SCULTHORP
7725 Highway 1A
Melbourne Beach, Florida 32951

Until such time as the Class B membership shall terminate, the Developer shall have the absolute right to remove Directors that the Developer has appointed and appoint successor Directors without the consent, joinder or approval of any Class A member.

ARTICLE VIII - OFFICERS

The Board of Directors shall elect a President, Vice President and Secretary/Treasurer and as many additional Vice Presidents and Assistant Secretary/Treasurers as the Board shall determine. The President shall be elected from among the membership of the Board of Directors but no other officer needs to be a director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by

the same person, nor shall the office of President and Secretary/Treasurer or Assistant Secretary/Treasurer be held by the same person.

The affairs of the corporation shall be administered by the officers designated in the By-Laws of this corporation. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the common areas and the affairs of the corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the corporation or a director of the corporation.

The names and addresses of the officers who will serve until their successors are designated are as follows:

LEONARD E. SCULTHORP 7725 Highway A1A Melbourne Beach, Florida 32951	President
--	-----------

BRIAN M. SCULTHORP 134 Caledonia Drive Melbourne Beach, Florida 32951	Vice President/ Treasurer
---	------------------------------

JULIE BURNS 100 Caledonia Drive Melbourne Beach, Florida 32951	Secretary
--	-----------

ARTICLE IX - SUBSCRIBERS

The name and address of the Incorporator to these Articles of Incorporation is:

BRIAN M. SCULTHORP
134 Caledonia Drive
Melbourne Beach, Florida 32951

ARTICLE X - BY-LAWS

The original By-Laws of the corporation shall be adopted by the Board of Directors and thereafter, such By-Laws may be altered or rescinded by the Board in such manner as said By-Laws may provide.

ARTICLE XI - INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with 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 in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the corporation. 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.

ARTICLE XII - AMENDMENTS

Any amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the corporation acting upon a vote of the majority of the directors, or by a majority of the members of the corporation, whether present at a meeting as members or by an instrument in writing signed by such members. Upon any amendment or amendments to these articles being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the corporation or other officer of the corporation in the absence of the President, who shall thereupon call a special meeting of the members of the corporation for a date not sooner than twenty (20) days not later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, the notice of the membership meeting shall be sent by certified mail, return receipt requested, which mailing shall be deemed notice. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of the members holding the right to vote not

less than two-thirds (2/3) of the votes in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these articles shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of Florida; and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Brevard County, Florida, within ten (10) days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these articles, the written vote of any member of the corporation shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the corporation at or prior to such meeting.

ARTICLE XIII - ASSOCIATION ASSETS

The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to such member's unit, lot or parcel. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Agreement and in the By-Laws of this Association.

ARTICLE XIV - TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorized the contract or transaction, or solely because his or her or their votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact he or she is or may be interested in any such contract or transaction.

Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes such a contract or transaction.

ARTICLE V - EXISTENCE AND 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. 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.

IN WITNESS WHEREOF, the Incorporator has herunto set his hand and seal this 18th day of APRIL, 1996.

Brian M. Sculthorp
BRIAN M. SCULTHORP

STATE OF FLORIDA)
) ss:
COUNTY OF BREVARD)

THE FOREGOING INSTRUMENT was acknowledged before me this 18th day of April, 1996, by BRIAN M. SCULTHORP, who is personally known to me, or who produced _____ as identification, and who did take an oath.

My commission expires:

Terry Lynn Arnold
Notary Public Signature
TERRI LYNN ARNOLD
Print Notary Public Name

hoa\acshore\river.art



CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

SOUTH SHORES RIVERSIDE HOMEOWNERS ASSOCIATION, INC., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Melbourne Beach, County of Brevard, State of Florida, has named ROBERT L. BEALS, ESQ., located at 1800 West Hibiscus Boulevard, Suite 130, Melbourne, Florida 32902, as its agent to accept service of process for the above-stated corporation, at the place designated in this certificate, who hereby accepts to act in this capacity, and agrees to comply with the provisions of the act relative to keeping open said office.

ROBERT L. BEALS, Registered
Agent

hoa\soashore\river.art

FILED
SEP 25 11:31
CLERK OF COURT
JULIA L. HARRIS