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FLORIDA DIVISION OF CORPORATIONS
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STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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((H96000009257))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: GARDEN STREET PROPERTY OWNERS ASSOCIATION, INC.
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GARDEN STREET PROPERTY OWNERS ASSOCIATION, INC.
A NON-PROFIT CORPORATION

In compliance with Chapter 617 of the Florida Statutes, (1989), as amended, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

The name of this corporation shall be GARDEN STREET PROPERTY OWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II: DURATION

This Association shall have perpetual existence commencing upon the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III: PURPOSE

The Association does not contemplate pecuniary gain or profit to the member thereof, and the purposes for which it is formed are to provide for the maintenance and preservation of parcels and common area within the PROPERTY, as described in the attached Exhibit A, and for such other properties as may be brought within the jurisdiction of the Association, including but not limited to the following specific purposes:

- (a) Promote the health, safety and welfare of the owners within the above-mentioned property and any additions thereto as may hereafter be brought within the jurisdiction of this Association;
- (b) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called "Declaration," applicable to the property and recorded in Official Records Book , Page , Public Records of Brevard County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (c) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (d) In addition to the other matters as specified in the Declaration, 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.
- (e) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes as set forth in the By-Laws provided that any such merger, consolidation or annexation shall have

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the assent of members of the Association by a vote of a majority of a quorum of the members of the Association present in person or by proxy at a meeting called for that purpose;

(g) Have and to exercise all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

(h) 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 Number 42-009-237-AN-ERP requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

(i) 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.

ARTICLE IV: INCORPORATORS

The names and post office addresses of each incorporator to these Articles of Incorporation are as follows, to-wit:

Frank E. Miller
6641 S. W. 70th Lane
S. Miami, FL 33143

ARTICLE V: VOTING RIGHTS & MEMBERSHIP

Every person or entity who is a record owner of a fee interest in any parcel or projected parcel which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any parcel or projected parcel which is subject to assessment by the Association.

ARTICLE VI: NOTICE AND QUORUM FOR MEETINGS OF THE ASSOCIATION

Meetings of the Association shall be called by written notice sent to all members not less than fourteen (14) days nor more than thirty (30) days prior to the meeting, and the notice shall set forth the purpose of the meeting. Presence at the meeting of members or of proxies entitled to cast fifty percent (50%) of all votes of the membership shall constitute a quorum.

ARTICLE VII: BOARD OF DIRECTORS

The Board of Directors of this Association shall consist of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association but shall never be less than three (3). The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Frank E. Miller
6641 S. W. 70th Lane
S. Miami, FL 33143

Charlotte A. Miller
6641 S.W. 70th Lane
S. Miami, FL 33143

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Charles A. Lucido
9301 Moss Haven Dr.
Dallas, TX 75231

At the first annual meeting the members shall elect three (3) directors to serve for a term of one (1) year each. The Developer, may retain control of the Board of Directors until such time as eighty percent (80%) of the parcels in the PROPERTY are conveyed to third parties.

ARTICLE VIII: OFFICERS

The affairs of this Association shall be managed by the officers which shall consist of a President, Vice-President, Secretary and Treasurer. The officers shall be elected at the annual meeting of the Board of Directors and they shall serve for a term of one (1) year each. The names and addresses of the persons who are to act in the capacity of officers until the selection of their successors are:

President and Treasurer	Charles A. Lucido 9301 Moss Haven Dr. Dallas, TX 75231
Vice President and Secretary	Frank E. Miller 6641 S.W. 70th Lane S. Miami, FL 33143

ARTICLE IX: ASSESSMENTS

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.

ARTICLE X: BY-LAWS

The By-Laws of the Association shall be adopted, altered, amended or rescinded at a regular or special meeting of the members of the Association, by a vote of a majority of members present in person or by proxy.

ARTICLE XI: AMENDMENT

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

ARTICLE XII: INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Association is 6641 S.W. 70th Lane, S. Miami, FL 33143, and the name of the initial registered agent of this Association at that address is Frank E. Miller. The principal office is also the registered office.

ARTICLE XIII: DISSOLUTION

The Association may be dissolved with assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused the assets shall be granted, conveyed and assigned to any non-profit corporation, association trust or other organization to be devoted to such similar purposes.

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FRANK MILLER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with 48.091 and 607.034 of the Florida
Statutes, the following is submitted:

GARDEN STREET PROPERTY OWNERS ASSOCIATION, INC., desiring to
qualify under the laws of the State of Florida, with its principal
office in the City of South Miami, State of Florida, has named
FRANK E. MILLER, 6641 S. W. 70th Lane, South Miami, Fl. 33143,
as Registered Agent to accept service of process within the State
of Florida.

DATED: 7/1 1996


Frank E. Miller

Having been named to accept service of process for the above
stated corporation at the place designated above, I HEREBY AGREE
TO ACT in this capacity and agree to comply with the provisions of
all statutes relative to the proper and complete performance of my
duties.

DATED: 7/1 1996


FRANK E. MILLER
Registered Agent

(GARDEN STREET, INC.)

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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 40-C42.027, -F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of Florida, we the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 1st day of JULY, 1996.

Frank E. Miller
Frank E. Miller

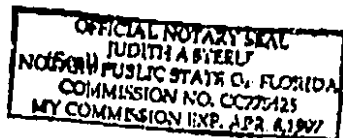
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a notary public authorize to take acknowledgments in the State and County set forth above, personally appeared Frank E. Miller, personally known to me to be the incorporator described in and who executed the foregoing Articles of Incorporation of GARDEN STREET PROPERTY OWNERS ASSOCIATION, INC. and he acknowledged that he subscribed the said instrument for uses and purposes set forth therein, and did take an oath.

WITNESS my hand and official seal this 1st day of July, 1996.

Judith A. Steer
Notary Public

My Commission Expires: April 8, 1997



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