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LAW OFFICES  
WOLFMAN & WOLFMAN  
PROFESSIONAL ASSOCIATION

STANLEY WOLFMAN  
DAVID J. WOLFMAN

POST OFFICE BOX 540513  
200 WEST MERRITT ISLAND CAUSEWAY  
MERRITT ISLAND, FLORIDA 32954-0513

TELEPHONE 407/459-2410  
FAX 407/459-2489

November 10, 1998

Carolyn Batten  
Florida Dept. of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

700002656497--4  
10/06/98--01025--010  
\*\*\*122.50 \*\*\*\*\*78.75

Re: Community By the Sea, Inc.

Dear Ms. Batten:

This letter will confirm receipt of yours dated October 8, 1998. A copy of this letter is enclosed for your quick reference.

Please find the enclosed as an original and one copy of the Articles of Incorporation for Community by the Sea, Inc. You have previously received our filing fee as memorialized in the above-referenced letter.

This filing should be received as a timely response to your letter and a request is hereby made to process this corporation at your earliest convenience.

Thank you for your cooperation in this matter.

Very truly yours,

*David J. Wolfman*  
DAVID J. WOLFMAN

DJW/jo  
Enclosure

FILED  
98 NOV 16 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
11-17-98  
9



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 8, 1998

WOLFMAN & WOLFMAN P.A.  
DAVID J. WOLFMAN  
200 WEST MERRITT ISLAND CAUSEWAY  
MERRITT ISLAND, FL 32954-0513

SUBJECT: BY THE SEA, INC.  
Ref. Number: W98000022938

We have received your document for BY THE SEA, 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):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6930.

Carolyn Batten  
Document Specialist

Letter Number: 798A00050136

ARTICLES OF INCORPORATION  
OF  
COMMUNITY BY THE SEA, INC.  
A FLORIDA NONPROFIT CORPORATION

FILED  
28 NOV 16 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of this corporation is Community By the Sea, Inc.

ARTICLE II - CORPORATE NATURE

This is a nonprofit corporation, organized solely to establish and provide a community of choice by establishing a planned neighborhood, wherein all residents, including those with special needs, may live as productive members of Brevard County, Florida, while enhancing their individual growth with the opportunity to contribute to their self-support, therefore enabling all members to achieve their full potential, pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III - DURATION

The term of the existence of the corporation is perpetual.

ARTICLE IV - GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of a community of choice by establishing a planned neighborhood, wherein all residents,

including those with special needs, may live as productive members of Brevard County, Florida, while enhancing their individual growth with the opportunity to contribute to their self-support, therefore enabling all members to achieve their full potential, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent Federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

#### ARTICLE IV - 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 Directors, consisting of not less than eleven (11) persons. The number of Directors of the corporation shall be eleven (11), provided however, that such number may be changed by a By-Law duly adopted.

B. The names and addresses of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Marlene Walker	725 Coral Drive, Melbourne, FL 32935
Jerry Mount	643 Sandpiper Circle, Melbourne, FL 32935

Jill Bunker	538 Narragansett St. NE, Melbourne, FL 32907
Irene Burnet	2441 Newfound Harbor Drive, Merritt Island, FL 32952
Mel Broom	760 Montclair Rd. NE, Palm Bay, FL 32905
William Kidd	925 S. Florida Avenue, Rockledge, FL 32955
Janet Chianes	592 Narragansett St., Palm Bay, FL 32907
Del Travis	1500 W. Eau Gallie Blvd., Melbourne, FL 32935
George Savarese	1007 E. River Oaks Dr., Indialantic, FL 32903
Lisa Gelbert-Inbornone	395 Riggs Avenue, Melbourne Beach, FL 32951
Sue Carver	2175 N. Wickham Road, Melbourne, FL 32935

#### ARTICLE VI - EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, nor be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, as

amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended.

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VII - DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code as amended, as the Board of Directors shall determine. Any such assets not so disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII - MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

ARTICLE IX - SUBSCRIBERS

The names and residence addresses of the Subscriber of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Lisa Gelbert-Inbornone	395 Riggs Avenue, Melbourne Beach, FL

ARTICLE X - AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Law.

ARTICLE XI - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual, except as specifically stated herein.

ARTICLE XII - PRINCIPAL OFFICE AND REGISTERED AGENT

The corporation's principal office shall be located at 725 Coral Drive, Melbourne, Fl 32935 and the name of its registered agent at said address shall be Marlene Walker.

ARTICLE XIII - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors in the manner set forth in the By-Laws of this corporation.

Lisa Gelbert-Inbornone, the undersigned, being the subscriber and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 8 day of November, 1998.

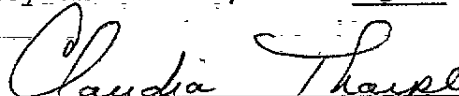


Subscriber-Incorporator

STATE OF FLORIDA  
COUNTY OF BREVARD

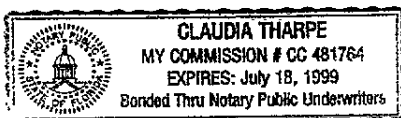
Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Lisa Gelbert-Inbornone, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 8 day of November, 1998.



Notary Public

My Commission expires:






ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Community By the Sea, Inc., at the place designated in the Articles of Incorporation, I, Marlene Walker, agree to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated: 10/23/98

  
MARLENE WALKER  
Registered Agent of  
COMMUNITY BY THE SEA, INC.

**FILED**  
98 NOV 16 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA