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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-03/11/99--01044--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subject: MILL CREEK PROPERTY OWNER'S ASSOCIATION, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$78.75 Filing Fee and Certificate

FROM: Mark A. Brackett  
1507 25th Avenue  
Vero Beach, Florida 32960  
561-563-0731

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 11 AM 10:52

Mill Creek Property Owner's Association, Inc.  
Articles of Incorporation  
(a corporation not for profit)

The undersigned have this day voluntarily associated themselves to gather for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I  
NAME

The name of the corporation is the MILL CREEK PROPERTY OWNER'S ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

1507 25th Avenue  
Vero Beach, Florida 32960

The principal address is the same as the registered office.

The name of the initial registered agent of this corporation, who also is hereby designated RESIDENT AGENT for the purpose of service of process, with his address are:

Mark A. Brackett  
1507 25th Avenue  
Vero Beach, Florida 32960

and said Mark A. Brackett, by affixing his signature below as a subscriber to those Articles of Incorporation, and having been named to accept service of process for the above stated corporation, at the place designated herein hereby accepts to act in such capacity, and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office. This corporation may from time to time change its registered office and registered agent by complying with Florida Law.

ARTICLE III

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## PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the nature, objects and purpose for which it is formed are to provide for maintenance, preservation and architectural control of exteriors of the residence Lots and Common Area within that certain tract of property described in Exhibit A, which is attached hereto and made part hereof, and to promote health, safety and social welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) 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 and Restrictions, hereafter called the "Declaration", applicable to the property and recorded or to be recorded in the public records of Indian River County, Florida, and as the same may be amended from time to time as then provided, said Declaration being incorporated herein as if set forth at length;

(b) 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 business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) 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;

(d) borrow money, and with the assent of 75% of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by 75% of each class of members, agreeing to such dedication, sale or transfer;

(f) hold funds solely and exclusively for the benefit of the members for the purposes set forth in these Articles of Incorporation;

(g) promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized;

(h) delegate power or powers where such is deemed in an interest of the Association, including the contracting for management of the properties:

(I) charge recipients for services rendered by the Association and the user for use of the Association property where such is deemed appropriate by the Board of Directors of the Association;

(j) pay taxes and other charges, if any, on or against property owned or accepted by the Association;

(k) have and to exercise any and 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.

(l) 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.

(m) 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, requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

#### ARTICLE IV

The name and residence of the subscriber to these Articles are:

Mark A. Brackett  
1507 25th Avenue  
Vero Beach, Florida 32960

#### ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot 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 scrutiny for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

The initial annual assessment shall be \$375.00 per lot. The calendar year shall be used for determining quarters.

## ARTICLE VI VOTING RIGHTS

The Association shall have two classes of voting membership.

Class A. Class A members shall be all owners, with the exception of Declarants prior to the occurrence of (a) or (b) below; and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B. The Class B member shall be the Declarant (as defined in the Declaration), and shall be entitled to two (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first.

(a) when the total votes outstanding in the Class A membership exceed the total votes outstanding in the Class B membership.

(b) on December 31, 2000.

## ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors of (3), members of the Association, except that the initial Board of Directors shall be appointed by the Declarant and need not be members of the Association. The names and addresses of the persons who are to act in the capacity of directors, until the selection of their successors, at the 1999 Annual Meeting, are:

Mark A. Brackett  
1507 25th Avenue  
Vero Beach, Florida 32960

Kelly Brackett  
1507 25th Avenue  
Vero Beach, Florida 32960

Rick Terry  
406 12th Place SE  
Vero Beach, Florida

At the first Annual Meeting the members shall elect 2 (two) Directors for a term of one year each. The third Director position shall be held by the Declarant until such time that the Declarant is no longer a member of the Association or until the Declarant

resigns his position as Director. There shall be no limit to the number of terms a Director may serve.

## ARTICLE VIII OFFICERS

Section 1. The officers of the corporation shall be a President, a Vice President/Secretary, and a Treasurer.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

Mark A. Brackett  
President

Rick Terry  
Vice President/Secretary

Kelly Brackett  
Treasurer

Section 3. The officers shall be elected at the first Board of Directors meeting for each term of Directors.

## ARTICLE IX DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than 75% of each class of 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 which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

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., prior to such termination, dissolution or liquidation.

## ARTICLE X COMMENCEMENT AND DURATION

The date when corporate existence shall commence shall be upon filing and approval of these Articles of Incorporation by the Department of State. The Association shall have perpetual existence.

#### ARTICLE XI BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles and the Board shall have authority to make, alter, or rescind said By-Laws.

#### ARTICLE XII AMENDMENTS

Amendments of these Articles shall require the assent of 75 percent (75%) of the entire membership.

#### ARTICLE XIII INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer of the Association shall be indemnified by the Association 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 at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudicated guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that, in the event any claim for reimbursement or 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 interest of the Association. 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 XIV TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

(a) 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 Board or Committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

(b) Interested Directors may be counted in determining the presence of a quorum of the Board of Directors or of a committee which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this association, have executed these Articles of Incorporation this 7th day of January, 1999.

M. A. Brackett  
Signature/Incorporator      Registered Agent

1-7-99  
Date

State of:      Florida  
County of:    Indian River

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BE IT REMEMBERED that on this Mark A. Brackett personally came before me, a Notary Public for the State of Florida, Mark A. Brackett, to me personally known to be the same person who executed the foregoing Articles of Incorporation, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the 7th day of January, 1999.

Deborah L. Rhea  
Notary Public

My commission expires:



Deborah L. Rhea  
MY COMMISSION # CC687673 EXPIRES  
February 9, 2002  
BONDED TRUST COMPANY ASSURANCE, INC.