

N99 00000 7118  
TRANSMITTAL LETTER

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

EFFECTIVE DATE  
12/1/99

SUBJECT: Moss Cove Community Corporation

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-12/06/99--01054--012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and two (2) copies of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee  
Certified Copy  
& Certificate

FROM: Candace A. Birle, Incorporator

528 Ridgeline Run

Longwood, FL 32750

(407) 324-2359

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 DEC -6 AM 10:54

APPROVED  
AND  
FILED

NOTE: Please provide the original and one copy of the articles.

**EFFECTIVE DATE**

12/1/99

**ARTICLES OF INCORPORATION  
OF**

**Moss Cove Community Corporation**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I-NAME**

The name of this corporation is Moss Cove Community Corporation

**ARTICLE II - PRINCIPAL OFFICE**

The street address of the corporate offices shall be:  
207 North Moss Rd, Suite 105, Winter Springs, FL 32708

**ARTICLE III - DURATION**

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

**ARTICLE IV- PURPOSE**

Moss Cove Community Corporation is organized as a sole asset corporation for the acquisition, development, and management of the Moss Cove Project.

**ARTICLE V- CAPITAL STOCK**

This corporation is a non stock non profit organization. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in these articles. 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 or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or

b)by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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#### ARTICLE VI- MANNER OF ELECTION OF DIRECTORS

A. This corporation shall have three (3) directors initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than three (3).

B. Subject to the provisions of Article III the business and other affairs of this Corporation shall be conducted and managed by the Board of Directors, consisting of not more than eight (8) elected members duly elected after incorporation has been established.

C. Each year a Nominating Committee, appointed by the initial Board members shall submit a slate of candidates, of whom five will be elected for a three year term. This slate of candidates shall be presented at a regular board meeting in the Fall. Election shall be held during the regular December board meeting at which time the highest number of votes being declared elected for a three year term. No director shall serve for more than two consecutive terms. After a period of one year they may be re-elected.

D. There shall be at least six regular monthly meetings of the Board of Directors, each year. Special meetings may be called by the President at his or her discretion. Chairman or appointed staff shall notify all members of the Board at least 24 hours in advance of any special meeting.

E. One-third (1/3) of the elected Board members then serving shall constitute a quorum of the Board at all meetings.

F. Any vacancy on the Board of Directors occurring other than by expiration of a term, may be filled by a majority vote of the board in attendance at a regular Board meeting or at a special meeting called for the purpose of filling the vacancy.

G. No member of the Board of Directors shall receive compensation for his service as a director, other than reimbursement for expense incurred in the performance of special services which he may perform as directed by the Board.

H. Unexcused absences from three consecutive regular meetings of the Board shall be cause for declaring any Director's position on the Board vacant. Failure to perform the duties of his office, or taking independent action contrary to the established policies of the Corporation shall be cause for declaring the member's position vacant. Such vacancies may only be declared vacant by a majority vote of the Board of Directors present and voting at a regularly called meeting of the Board.

#### OFFICERS OF THE CORPORATION

The officers of the Corporation shall consist of a President, Vice-President, Secretary and a Treasurer. They shall be elected from and by members of the Board of Directors and shall hold office until their successors are elected and take office in January of the following year. If elected, additional terms of office are permitted.

At the December meeting, a President, Vice-President, Secretary, and a treasurer will be elected by the Board of Directors and installed. These officers will serve for one year. Any vacancy occurring among the officers shall be filled by a majority of the Board of Directors present and voting at any regular or special meeting. In the absence of the President, the Vice-President shall serve as President should both the President and Vice-President be absent, the Secretary shall serve. The officers shall comprise the Executive Committee of the Board and shall act for the Board between meetings.

#### ARTICLE VII- INITIAL BOARD OF DIRECTORS AND OFFICERS

- I. The names and addresses of the persons who are the initial Board of Directors and Officers of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Betty Higar	275 East Central Parkway, 814 Altamonte Springs, FL 32701	President
Cindy Nord	3902 Saddleridge Street Valrico, FL 33594	Vice President
Eric Birle	302 Morning Glory Drive Lake Mary, FL 32746	Secretary/Treasurer

#### ARTICLE VIII-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation shall be:  
Candace A. Birle, 528 Ridgeline Run, Longwood, FL 32750

#### ARTICLE IX - BY - LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon its Board of Directors is subject to this reservation.

#### ARTICLE XI - DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposed or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.


ARTICLE XII - INCORPORATOR

Name

Candace A. Birle

Address

528 Ridgeline Run, Longwood, FL 32750



Signature/Incorporator

Date

12/1/99

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617., Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Moss Cove Community Corporation .
2. The name and address of the registered agent and office is:

Candace A. Birle  
528 Ridgeline Run  
Longwood, FL 32750

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date:

12/1/99



Candace A. Birle, Registered Agent

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TALLAHASSEE, FLORIDA

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