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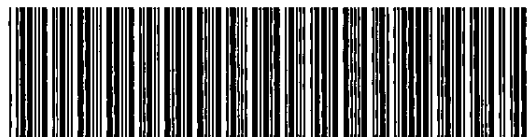
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TALLAHASSEE, FLORIDA

05/07/13

COVER LETTER

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

SUBJECT: **MILAN HOMEOWNERS ASSOCIATION, INC.**
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: **Christopher Coleman**
Name (Printed or typed)

1311 Bedford Drive
Address

Melbourne, Florida 32940
City, State & Zip

(321)255-3737
Daytime Telephone number

ccoleman@fla-lawyers.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
OF
MILAN HOMEOWNERS ASSOCIATION, INC.

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("these Articles");

ARTICLE I

NAME

The name of the corporation shall be MILAN HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Homeowners Association."

ARTICLE II

DURATION

The Homeowners Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Homeowners Association shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

DEFINITIONS

Unless the context otherwise requires, all capitalized terms herein shall have the same meaning as set forth in the Declaration of Covenants, Conditions, Easements, Reservations and Restrictions for Milan Homeowners Association recorded in Official Records Book 5599, Page 3564 in the Public Records of Brevard County, Florida, as it may be amended or supplemented from time to time ("Milan Declaration"). Homeowners Property shall mean both, Common Areas and any real or personal property owned by the Homeowners Association. Common Areas shall mean those parcels of real property described on the Plat of Milan Subdivision recorded at Plat Book 54, Page 64 in the Public Records of Brevard County, Florida and were particularly described as Tracts A-E and any additional real property that may be acquired by the Association for the benefit and use of the Owners.

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ARTICLE VI

PRINCIPAL OFFICE

The principal office and mailing address of the Homeowners Association is located at Stanley Homes, 4865 N. Wickham Road, #104, Melbourne, Florida 32940.

ARTICLE V

REGISTERED OFFICE AND AGENT

Christopher J. Coleman, whose address is 1311 Bedford Drive, Melbourne, Florida 32940, is hereby appointed the initial registered agent of the Homeowners Association and the registered office shall be at said address.

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ARTICLE VI

PURPOSE AND POWERS OF THE HOMEOWNERS ASSOCIATION

The Homeowners Association shall not pay dividends and no part of any income of the Homeowners Association shall be distributed to its members, directors or officers. The Homeowners Association is formed to provide for, among other things, the improvement, maintenance, preservation and architectural control of the Milan Subdivision and to promote the recreation, health, safety and welfare of the Owners. The Homeowners Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Milan Declaration. The Homeowners Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Milan Declaration, any Supplemental Declaration or Amended Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Homeowners Association for the benefit of the Owners and for the maintenance, administration and improvement of the Homeowners Property and Common Areas. The duties and powers of the Homeowners Association shall be exercised by the Board of Directors unless provided otherwise in the Milan Declaration, these Articles of Incorporation or the Bylaws, and shall include, without limitation, the following:

(a) To fix, levy, collect and enforce payment of, by any lawful means, all charges, fines or Assessments pursuant to the terms of the Milan Declaration, these Articles or the Bylaws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Homeowners Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Homeowners Association;

(b) To acquire (by gift, purchase or otherwise), manage, control, own, hold, improve, build upon operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property subjected to the Milan Declaration or any other property for with the Homeowners Association by rule, regulation, Milan Declaration or contract has a right or duty to provide such services;

(c) To borrow money, and as provided in the Milan Declaration or Bylaws, mortgage, pledge, deed in trust or hypothecate any of all of its real or personal property as security for money borrowed or debts uncured;

(d) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility;

(e) To enforce covenants, conditions, or restrictions affecting any property to the extent the Homeowners Association may be authorized to do so under the Milan Declaration or Bylaws;

(f) To engage into, make, perform, or enforce contracts of every kind and description, and to perform all other acts necessary, appropriate, or advisable in carrying out any purpose of the Homeowners Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(h) To adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Homeowners Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation of the Milan Declaration;

(i) To maintain, repair, replace and operate portions of the Homeowners Property and Common Areas consistent with the obligations imposed upon or assumed by the Homeowners Association for maintenance, repair, replacement and operation pursuant to the Milan Declaration, these Articles, the Bylaws, or separate agreement;

(j) To accept jurisdiction over, and the powers and duties imposed with respect to, any additional property which may become part of the Homeowners Property or which may otherwise be subjected to the jurisdiction of the Homeowners Association as provided in the Milan Declaration. The Homeowners Association shall accept as members all owners of property hereafter subjected to the jurisdiction of the Homeowners Association as provided in the Milan Declaration; and

(k) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article VI

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are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article VI.

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ARTICLE VII

MEMBERSHIP

7.1 Membership. Each Owner, including the Declarant, shall be a member of the Association. No Owner, whether one (1) or more Persons, shall have more than one (1) membership per Lot owned. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a member. The Homeowners Association membership of each Owner shall be appurtenant to the Lot giving rise to such membership, and shall not be transferred except upon the transfer of title to said Lot and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Homeowners Association appurtenant thereto to the new Owner thereof. The membership of an Owner shall not be refused, waived or surrendered, but voting rights and rights of use and enjoyment of the Common Area may be regulated or suspended as provided in these Articles of Incorporation, the Milan Declaration, the Bylaws and the rules and regulations of the Homeowners Association.

7.2 Jurisdiction of Homeowners Association. The Homeowners Association and each member thereof must accept as members those owners subject to the jurisdiction of the Homeowners Association as provided in the Milan Declaration.

ARTICLE VIII

VOTING RIGHTS

8.1 Voting Rights. The voting rights of members in the Homeowners Association shall be as set forth in the Milan Declaration and Bylaws, as the same may be amended from time to time.

8.2 Multiple Owners. Each vote in the Homeowners Association must be cast as a single vote, and fractional votes shall not be allowed. In the event that joint or multiple Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owners cast a vote on behalf of a particular Lot, it shall thereafter be conclusively presumed for all purposes that he was or they were acting with the authority and consent of all other Owners thereof. In the event more than the appropriate numbers of votes are cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

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ARTICLE IX

BOARD OF DIRECTORS

The business and affairs of the Homeowners Association shall be managed by a Board of Directors. The initial Board of Directors shall be comprised of three (3) members, but may be enlarged by a majority of the Board of Directors to as many as five (5) members during any Control Period of Declarant. Thereafter the number of directors on the Board of Directors may be no less than three (3) members and may be increased upon approval of a majority of the members, provided that there shall always be an odd number of directorships created. Anything in these Articles to the contrary notwithstanding, during the Control Period the Declarant shall be entitled to designate the members of the Board of Directors of the Homeowners Association. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles and the Bylaws are:

<u>Name</u>	<u>Address</u>
<u>JASON STANLEY</u>	<u>4865 N. WICKHAM ROAD, #104</u> <u>MELBOURNE, FLORIDA 32940</u>
<u>SHANE MOYER</u>	<u>4865 N. WICKHAM ROAD, #104</u> <u>MELBOURNE, FLORIDA 32940</u>
<u>ANTHONY O'FLAHERTY</u>	<u>922 CASA DOLCE CASA CIRCLE</u> <u>ROCKLEDGE, FLORIDA 32955</u>

Within thirty (30) days after termination of the Control Period, the members shall elect all directors of the Board of Directors for staggered terms as provided in the Bylaws. The method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws.

The Board of Directors may delegate such operating authority to such companies, individuals or committees as it, in its discretion may determine.

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ARTICLE X

OFFICERS

The affairs of the Homeowners Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
<u>PRESIDENT</u>	<u>JASON STANLEY</u>	<u>4865 N. WICKHAM ROAD, #104</u> <u>MELBOURNE, FLORIDA 32940</u>
<u>SECRETARY,</u> <u>TREASURER</u>	<u>SHANE MOYER</u>	<u>4865 N. WICKHAM ROAD, #104</u> <u>MELBOURNE, FLORIDA 32940</u>

ARTICLE XI

INDEMNIFICATION

The Homeowners Association shall indemnify every officer, director, committee member and employee of the Homeowners Association against any and all costs and expenses, including reasonable attorneys' and paralegals' fees, reasonably incurred by or imposed upon such officer, director, committee member or employee in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he may be a party by reason of being or having been an officer, director, committee member or employee of the Homeowners Association. Such officers, directors, committee members and employees shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors of the Homeowners Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Homeowners Association (except to the extent they may also be members of the Homeowners Association), and the Homeowners Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, committee member, or employee, or former officer, director, committee member or employee may be entitled. The Homeowners Association shall, as a Common Expense, maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonably available.

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ARTICLE XII

BYLAWS

The Bylaws of the Homeowners Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XIII

AMENDMENTS

These Articles may be amended by a majority of the Board of Directors adopting a resolution setting forth the proposed amendment, if such proposed amendment is approved by the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of at least two-thirds (2/3) of the total votes of the Homeowners Association. However, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause. No amendment shall be effective until filed with the office of the Secretary of State of Florida. A certified copy of each amendment shall be recorded in the Public Records of Brevard County, Florida. Notwithstanding anything to the contrary set forth herein, the Declarant may unilaterally amend these Articles at any time to include any provisions which may be required by the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Veterans Administration, and the Department of Housing and Urban Development.

No amendment may remove, revoke, or modify any right or privilege of Declarant without the written consent of Declarant as appropriate, or the assignee of such right or privilege. No amendment may impair the validity of priority of the lien of any Mortgage held by a Mortgagee or impair the rights granted to Mortgagees herein without the prior written consent of such Mortgagees.

ARTICLE XIV

INCORPORATOR

The name and address of the Incorporator of the Homeowners Association is as follows:

Name

Address

JASON STANLEY

4865 N. WICKHAM ROAD, #104
MELBOURNE, FLORIDA 32940

ARTICLE XV

NONSTOCK CORPORATION

The Homeowners Association is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Homeowners Association; provided, however, that membership in the Homeowners Association may be evidenced by a certificate of membership which shall contain a statement that the Homeowners Association is a corporation not for profit.

ARTICLE XVI

DISSOLUTION

In the event the Homeowners Association is intentionally dissolved for the purpose of winding up its affairs, then after the claims of creditors of the Homeowners Association have been satisfied from the assets of the Homeowners Association or otherwise, the remaining assets of the Homeowners Association shall be dedicated to a public body or conveyed to a not for profit corporation, as defined in Chapter 617, Florida Statutes, as amended, with similar purposes, as the Board of Directors of the Homeowners Association shall determine in their sole discretion.

ARTICLE XVII

ADDITIONAL PROPERTY

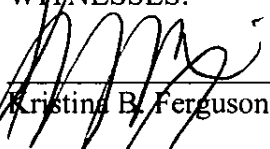
Additional property may be added from time to time to the Homeowners Property in accordance with the Milan Declaration. When made, the additions shall extend the jurisdiction, functions, duties and membership of the Homeowners Association to such additional property as may be contemplated by the Milan Declaration.

The Homeowners Association and each member must accept as members the Owners of all Lots in the Homeowners Property where the instrument hereafter annexing additional property to the jurisdiction of the Homeowners Association provides that the Owners of Lots in the property annexed to the Homeowners Property are intended to be members of the Homeowner Association and that the Homeowners Association is intended to have jurisdiction over them.

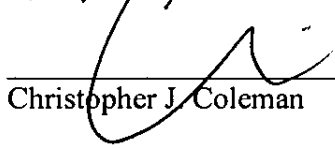
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IN WITNESS WHEREOF, the undersigned Incorporator has caused these presents to be executed as of the 24th day of April, 2013.

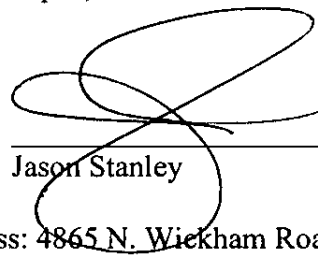
WITNESSES:



Kristina B. Ferguson



Christopher J. Coleman

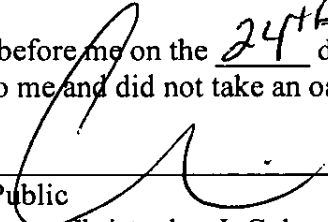


Jason Stanley

Address: 4865 N. Wickham Road, #104
Melbourne, Florida 32940

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me on the 24th day of April 2013, by Jason Stanley. Said person is known to me and did not take an oath.

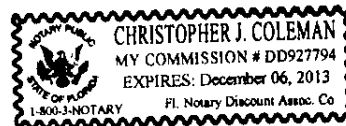


Notary Public

Print Name: Christopher J. Coleman

Commission No. _____

Commission Expires: _____



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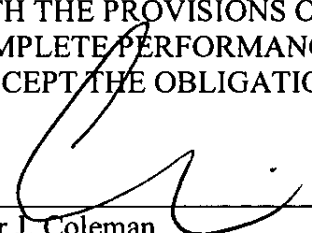
CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

MILAN HOMEOWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 1311 Bedford Drive, Melbourne, Florida 32940 has named Christopher J. Coleman, located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACED DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I 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.



Christopher J. Coleman

Registered Agent

Date: April 24, 2013

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