

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of PEACEWIND CONDOMINIUM COTTAGES ASSOCIATION, INC., a Florida corporation, filed on November 24, 2020, as shown by the records of this office.

The document number of this corporation is N200000013485.



Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Fifth day of December, 2020



CR2E022 (01-11)

*Laurel M. Lee*

Laurel M. Lee

Secretary of State

EXHIBIT

"B"

**ARTICLES OF INCORPORATION  
OF  
PEACEWIND CONDOMINIUM COTTAGES ASSOCIATION, INC.  
(A Corporation Not-for-profit)**

The undersigned subscriber, for the purpose of forming a corporation not for profit under Chapter 617, F. S., hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME AND PRINCIPAL  
PLACE OF BUSINESS OF THE CORPORATION**

The name of this corporation ("Association"), shall be PEACEWIND CONDOMINIUM COTTAGES ASSOCIATION, INC. Its principal office and place of business shall be at 200 Sandpiper Drive, Cocoa, FL 32926. The Board of Directors may from time to time change the principal office of the Association to any other address in the State of Florida.

**ARTICLE II - PURPOSE AND POWERS**

Section 1. The purpose for which this Association is organized is to act as a governing "Association" within the meaning of the Condominium Act (Chapter 718, Florida Statutes) for PEACEWIND CONDOMINIUM COTTAGES, located in Brevard County, Florida (the "Condominium").

Section 2. The Association shall have all of the rights, powers, duties and functions of a governing association as set forth in the Condominium Act, now or hereafter in effect, and all power and duties reasonably necessary to administer, govern and maintain the Condominium pursuant to the Declaration of Condominium as it may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect assessments against members of the Association for the purpose of defraying the charges and expenses of the Condominium, and operation of the Association.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, repair, replace and operate the common elements.

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- (d) To purchase insurance upon Condominium property, and insurance for the protection of the Association and its members.
- (e) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association, and the rules and regulations for the use of the property of the Condominium.
- (f) To contract for the management and maintenance of the Condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties.
- (g) To purchase, lease, receive by gift, or otherwise acquire possessory or use interests in real and personal property, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association.
- (h) To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and functions of the Association.
- (i) To exercise any and all common law and statutory powers, although not specifically recited above, of a corporation not-for-profit, and of an association within the meaning of the Condominium Act, reasonably necessary or convenient to carry out and perform the purpose for which the Association is organized and its enumerated powers.

### ARTICLE III - QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION

Section 1. Each owner of a unit in the Condominium shall be entitled to membership in the Association.

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Section 2. The membership of any unit owner shall commence upon taking ownership, and shall terminate upon the termination of the Condominium, or upon the transfer of ownership in the unit. The transferor's membership shall automatically transfer and be vested in the new owner(s) succeeding to the ownership interest in the unit. The Association may rely on a recorded deed or certificate of title or probate order or Court order as evidence of transfer of a unit and thereupon recognize termination of the transferor's membership, and recognize the transferee as a member.

#### ARTICLE IV - TERM OF EXISTENCE

Section 1. The Association shall have perpetual existence.

#### ARTICLE V - NAMES AND ADDRESS OF THE SUBSCRIBER

The name and address of the subscriber of these Articles is as follows:

<u>Name</u>	<u>Subscriber's Address</u>
John L. Soileau	3490 N. Highway US 1 Cocoa, FL 32926

#### ARTICLE VI - OFFICERS

Section 1. The officers of the Association shall consist of a President, a Vice President, and a Secretary/Treasurer, and any assistants to such officers or other officers as the Board of Directors may deem appropriate from time to time.

Section 2. The names of the officers who are to serve until the first election are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Gray T. Echols	President	200 Sandpiper Dr Cocoa FL 32926
Jinkie L. Echols	Vice-President	200 Sandpiper Dr Cocoa, FL 32926
Barbara R. Switzler	Secretary/Treasurer	200 Sandpiper Dr Cocoa, FL 32926

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Section 3. Officers of the Association shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of the majority of the members of the Board either with or without cause, and any vacancy in any office may be filled by the Board in the manner provided in the Condominium Act, at any meeting thereof.

#### ARTICLE VII - BOARD OF DIRECTORS

Section 1. The affairs and business of this Association shall be managed and conducted by a Board of Directors initially consisting of three (3) members. Thereafter, by vote of a majority of all members, the number of directors may be changed, to comprise not fewer than three (3) nor more than seven (7) persons.

Section 2. The names of the initial Board of Directors and their terms of office are as follows:

<u>Name</u>	<u>Term</u>
Jinkie L. Echols	One (1) year
Gray T. Echols	One (1) year
Barbara R. Switzler	One (1) year

Section 3. At the expiration of the term of such initial Director, his or her successor shall be elected by the members of the Association to serve for a term of one (1) year, or designated by the Developer, Braveheart Properties of Brevard, Inc., as provided in Section 718.301, Florida Statutes. A Director shall hold office until his or her successor has been elected and qualified.

Section 4. Directors (other than a Developer designee) may be removed with or without cause, by a majority vote of the membership at any annual meeting or any special meeting duly called therefor with or without cause by the vote or agreement in writing by a majority of all the voting interests in the manner provided by Section 718.112, Florida Statutes.

Section 5. In the event of a vacancy on the Board by reason of death, resignation or otherwise, a majority of the Board is authorized to fill the vacancy until the next annual meeting, or

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as provided in the Condominium Act. Subject to the provisions of Section 718.301, Florida Statutes, only the Developer may vote to fill a vacancy on the Board previously occupied by a member elected or appointed by the Developer. Only unit owners other than the Developer may vote to fill a vacancy on the Board previously occupied by a member elected by unit owners other than the Developer.

Section 6. An organizational meeting of the Board shall be held immediately following the annual meeting of the members. Special meetings of the Board may be called by the President, Secretary, or a majority of the Board upon written notice as provided in the Condominium Act, as amended. Notice for emergency special meetings shall be as provided in the Condominium Act, as amended.

Section 7. Notwithstanding anything to the contrary herein, the provisions of Section 718.301, Florida Statutes shall control regarding transition of control of the Association.

#### ARTICLE VIII - BYLAWS

The Bylaws of the Association are to be made or approved by the Board of Directors initially and thereafter may be amended, altered, modified or rescinded by vote of the members of the Association, except that any such change of the Bylaws shall not affect the rights or interest of the Developer of the Condominium without the written consent of the Developer.

#### ARTICLE IX - AMENDMENTS TO THESE ARTICLES

Section 1. Amendments to these Articles of Incorporation shall require approval of at least two-thirds (2/3) of the total voting interests of the Association.

Section 2. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium of the Condominium. No amendment of these Articles affecting any right or interest of the Developer shall be effective without the written consent of the Developer.

#### ARTICLE X - VOTING

Section 1. Each member in good standing shall be entitled to one vote for each unit owned. Any unit owned by more than one person or by a corporation, partnership, trust, or other entity shall be entitled to only one vote, to be cast by a designee of the owner or owners.

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**ARTICLE XI - ADDITIONAL PROVISIONS**

Section 1. The Association shall not be operated for profit.

Section 2. Every member of the Board of Directors and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he or she may become involved, by reason of his or her being, or having been, a member of the Board of Directors or officer of the Association, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties, whether or not he or she is a member of the Board of Directors or officer at the time such expenses are incurred.

**ARTICLE XIII - APPOINTMENT OF  
AGENT FOR SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, John L. Soileau of Watson, Soileau, DeLeo & Burgett, P.A., 3490 North U.S. Highway 1, Cocoa, FL 32926, is appointed agent for service of process upon the Association. The registered office of the Association is: 3490 North U.S. Highway 1, Cocoa, FL 32926.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED, 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.

SIGNATURE: \_\_\_\_\_

John L. Soileau

DATE: Nov 18, 2020

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I am the subscriber/incorporator submitting these Articles of Incorporation, and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in S. 817.155, F. S. I understand the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> in the calendar year following formation of this corporation, and every year thereafter to maintain "active" status.

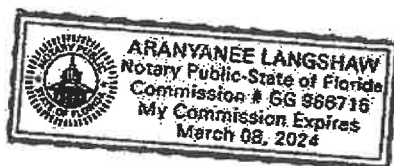
IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 18<sup>th</sup> day of November 2020.

JOHN L. SOILEAU, Subscriber (SEAL)

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared by X personal presence or    online notarization, JOHN L. SOILEAU, to me known to be the person described as subscriber in, and who executed the foregoing Articles of Incorporation, as his own free act and deed.

WITNESS my hand and official seal at Cocoa, Florida, this 18<sup>th</sup> day of November, 2020.



Aranyanee Langshaw  
Notary Public  
My commission expires: 3/8/2024

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