

REVITALIZED ARTICLES OF INCORPORATION  
OF  
THE MEADOWS SOUTH ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That these Revitalized Articles of Incorporation of The Meadows South Association, Inc. (hereinafter the "Revitalized Articles") are made and entered into this 16<sup>th</sup> day of December, 2015, by THE MEADOWS SOUTH ASSOCIATION, INC., a Florida non-profit corporation (hereinafter the "Association"), and the owners of properties within the Plat(s) of THE MEADOWS SOUTH-SECTION ONE, as described in Plat Book 29, Page 42; THE MEADOWS SOUTH-SECTION TWO, as described in Plat Book 29, Page 92; and THE MEADOWS SOUTH-SECTION THREE, as described in Plat Book 30, Page 27, all of the Public Records of Brevard County, Florida. Said Revitalized Articles are a revival of the existing ARTICLES OF INCORPORATION OF THE MEADOWS SOUTH ASSOCIATION, INC., as entered into on December 7, 1982, by a multitude of subscribers, and filed on January 13, 1983, with the Florida Secretary of State, as amended from time to time, and as retyped below. This revival is sought pursuant to Florida Statutes §720.403-720.407 (2014).

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of a corporation not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers hereinafter mentioned, and to that end, we do, by these Articles of Incorporation, set forth:

ARTICLE I

NAME

The name of the proposed corporation shall be THE MEADOWS SOUTH ASSOCIATION, INC., a corporation not for profit, hereinafter referred to as "ASSOCIATION" or "CORPORATION".

ARTICLE II

PURPOSES AND OBJECTS

The purposes and objects of the Association are those objects and purposes as are authorized by the Declaration of Restrictions of THE MEADOWS SOUTH as recorded in O.R.B 2396 Page 2540 of Public Records of Brevard County, Florida. Said Declaration of Restrictions shall hereinafter be referred to as "Declaration".

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm or corporation.

The Association shall have the power:

- A. To contract for the management of the Association and to delegate to the party with whom such contact has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or members.
- B. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Covenants above identified. The Association shall also have all of the powers necessary to implement the objects and purposes of the Association, as set forth in said Declaration.

## ARTICLE III

### MEMBERS

Section 1. 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 shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

#### Section 2. Voting Rights

Class A. CLASS A. members shall be all those owners as defined in Section 1 with the exception of the Developer as defined as Owner in the above-described Declaration of Restrictions, hereinafter referred as "The Developer". Class A members shall be entitled to one vote for each lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any lot, all such persons shall be members, but the vote for such lot shall be exercised only by that one person designated in writing by all such members. In no event shall more than one vote be case with respect to any such lot.

Class B. The Class B members shall be the Developer. The Class B. member shall be entitled to one vote for each lot in which it holds the interest required for membership in Section 1, provided however, that notwithstanding any provision to the contrary, the Developer shall have the right to elect the Board of Directors of the Association until such time as fifty percent (50%) of the lots subject to the above Declaration have been sold or until Developer voluntarily relinquishes control, or until \_\_\_\_\_ date, whichever occurs first. Thereafter, transfer of control shall be in accordance with said Declaration.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of members, and may make provision for regular and special meetings of

members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if thirty percent (30%) of the total number of members in good standing shall be present or represented at the meeting.

## ARTICLE IV

### CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

## ARTICLE V

### DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than two nor more than eight persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of members and until qualified successors are duly elected and have taken office, shall be as follows:

CHARLES E. STONER	2323 S. Washington St. Titusville, FL 32780
JOSEPH BUCHALTER	2323 S. Washington St. Titusville, FL 32780
AGATHA N. REYNOLDS	2323 S. Washington St. Titusville, FL 32780

Section 3. Election of Members of Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of members and until qualified successors are duly elected and have taken office, shall be as follows:

CHARLES E. STONER	2323 South Washington St. Titusville, FL 32780
JOSEPH BUCHALTER	2323 South Washington St. Titusville, FL 32780
AGATHA N. REYNOLDS	2323 South Washington St. Titusville, FL 32780

Section 4. Election of Board of Directors. Except for the first Board of Directors, directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association or shall be authorized representatives, officers, or employees of corporate members of the Association, provided that such limitations shall not apply to Directors appointed, or elected by the Developer.

Section 5. Duration of Office. Members elected to the Board of Directors shall hold office until they resign or until the next succeeding annual meeting of members and thereafter until qualified successors are duly elected and have taken office.

Section 6. Vacancies. If a director shall for any reason, cease to be a director, the remaining directors may elect a successor to fill the vacancy for the balance of the unexpired term.

## ARTICLE VI

### OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. The President and Vice-President shall be directors; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, any Vice-President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the annual meeting of directors and until successors are duly elected and have taken office, shall be as follows:

OFFICE	NAME	ADDRESS
President	CHARLES E. STONER	2323 S. Washington St. Titusville, FL 32780

Vice-President and JOSEPH BUCHALTER 2323 S. Washington St.  
Secretary Titusville, FL 32780

Treasurer AGATHA N. REYNOLDS 2323 S. Washington St.  
Titusville, FL 32780

## ARTICLE VII

### BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the membership in the manner set forth in the By-Laws.

## ARTICLE VIII

### AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection.

## ARTICLE IX

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2323 South Washington Street, Titusville, FL 32780 and the name of the initial registered agent of this Corporation at the address is JOSEPH BUCHALTER.

## ARTICLE X

### SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

<u>NAMES</u>	<u>ADDRESSES</u>
CHARLES E. STONER	2323 S. Washington St. Titusville, FL 32780
JOSEPH BUCHALTER	2323 S. Washington St. Titusville, FL 32780
AGATHA N. REYNOLDS	2323 S. Washington St. Titusville, FL 32780

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 7<sup>th</sup> day of December, 1982.

/s/  
CHARLES E. STONER

/s/  
JOSEPH BUCHALTER

/s/  
AGATHA N. REYNOLDS

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME, personally appeared CHARLES E. STONER, JOSEPH BUCHALTER, and AGATHA N. REYNOLDS, to me well known and known to me to be the persons described herein and who executed the foregoing Articles of Incorporation and acknowledged to and before me, that they executed said Articles of Incorporation and acknowledged to and before me that they executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal, this 7<sup>th</sup> day of December, 1982.

/s/  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires: 2/29/84

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

/s/ Charles E. Stoner  
Registered Agent