

## CHARTER OF MELBOURNE SHORES PROPERTY OWNERS ASSOCIATION, INC.

TO: THE HONORABLE VASSAR B. CARLTON, CIRCUIT COURT JUDGE.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to corporations not for profit, under the following proposed charter:

## ARTICLE I.

The name of the corporation shall be MELBOURNE SHORES PROPERTY OWNERS ASSOCIATION, INC., and is to be located in Melbourne Shores, South of Melbourne Beach, Brevard County, Florida.

## ARTICLE II

The general nature of the object of this corporation is to bind together in closer relation the persons who own property in the subdivision of Melbourne Shores, and to create charitable bonds between said persons for the betterment of all who own property in this subdivision; to advance the growth of said subdivision and to promote higher standards for living among its members; to create harmony among said persons and to beautify the property in said subdivision; to act as a civic group or association for the betterment of relations between its members and other public and private groups, and to promote and advance any and all civic projects for the good of its members.

## ARTICLE III.

Every person who is a freeholder in Melbourne Shores Subdivision is qualified and eligible for membership in this corporation. The manner of admission to membership in said corporation shall be by letter or card addressed to either the Secretary or President of this corporation.

## ARTICLE IV.

This corporation shall have perpetual existence.

## ARTICLE V.

The names and residences of the subscribers are as follows:

|                   |                             |
|-------------------|-----------------------------|
| Hubert G. Tudor   | R. R. 1, Melbourne, Florida |
| A. K. Allison     | R. R. 1, Melbourne, Florida |
| Kathryn S. Maglin | R. R. 1, Melbourne, Florida |
| Emma Benkert      | R. R. 1, Melbourne, Florida |
| M. R. Martin      | R. R. 1, Melbourne, Florida |
| H. R. Howlett     | R. R. 1, Melbourne, Florida |
| Henry J. Haase    | R. R. 1, Melbourne, Florida |

## ARTICLE VI

The business affairs of this corporation shall be managed by a Board of Trustees, such management to be subject to the approval of the corporation, and said Board to be composed of not less than seven (7), to be elected from and by the membership of said corporation. The term of said Board of Trustees shall be for one year, as the membership of said corporation may provide by its by-laws. The said Board of Trustees shall appoint from its own membership a chairman, vice chairman, secretary and treasurer. All legal instruments of the corporation shall be signed by said chairman or vice chairman, sealed with the corporate seal, and attested by said secretary; or, in such other manner as may be authorized by law. All elections to membership on said Board of Trustees shall be by majority vote of the members of said corporation present at any business meeting of said corporation.

## ARTICLE VII

The names of the officers who are to manage all the affairs until the first election under this Charter, are as follows:

|                |                   |
|----------------|-------------------|
| Chairman:      | Hubert G. Tudor   |
| Vice Chairman: | A. K. Allison     |
| Secretary:     | Kathryn S. Maglin |
| Treasurer:     | Emma Benkert      |

Trustee: M. R. Martin  
 Trustee: H. R. Howlett  
 Trustee: Henry J. Haase

ARTICLE VIII

The by-laws of the corporation are to be made, altered or ~~rescinded upon a two-thirds vote of the members present at any~~  
 annual meeting of the corporation.

ARTICLE IX

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall never be greater than two-thirds of the value of the property of the corporation, shall be fifty thousand and no/100 dollars (\$50,000.00).

ARTICLE X

The amount in value of the real estate which the corporation may hold, subject always to the approval of the Circuit Judge, shall be fifty thousand and no/100 dollars (\$50,000.00).

WITNESS the hands and seals of the incorporators at Melbourne, County of Brevard and State of Florida, this 20<sup>th</sup> day of March, 1959.

*Henry R. Howlett* (SEAL)  
*Katherine D. Maglieri* (SEAL)  
*M. R. Martin* (SEAL)  
*A. H. Allison* (SEAL)  
*Edward G. Trader* (SEAL)  
*Henry J. Haase* (SEAL)  
*Emma Benkert* (SEAL)

STATE OF FLORIDA )  
 COUNTY OF BREVARD )

On this day personally appeared before me, the undersigned

LAW OFFICES OF  
 EDWARD L. TRADER  
 215 STRAWBRIDGE AVENUE  
 P. O. BOX 1226  
 MELBOURNE, FLA.  
 PHONE PARKWAY 2-8721

authority, HUBERT G. TUDOR, to me well known to be one of the incorporators described in the foregoing Charter of Melbourne Shores Property Owners Association, Inc., and acknowledged the same, and after being by me first duly cautioned and sworn, upon his oath, deposes and says:

That it is intended in good faith to carry out the purposes and objects set forth.

*Hubert G. Tudor*  
Hubert G. Tudor, President.

Sworn to and subscribed before me this 20<sup>th</sup> day of March, 1959.

My commission Expires:

*[Signature]*  
Notary Public  
Notary Public, State of Florida  
My commission expires Oct. 31 1960  
Bonded by American Surety Co. of N.Y.

APPROVAL

The above and foregoing proposed Charter having been presented for approval, and upon inspection thereof the same having been found to be in proper form and for an object authorized by the statutes of the State of Florida in that behalf made and provided, the same is hereby approved at Titusville, Brevard County, Florida this 24<sup>th</sup> day of March, 1959, and from henceforth the subscribers and their associates and successors shall be a corporation by the name given.

193154

FILED AND RECORDED  
BREVARD COUNTY, FLA.  
VERIFIED

1959 APR 20 PM 3 17

*[Signature]*  
DEPUTY CLERK

*[Signature]*  
CIRCUIT JUDGE



**FIRST AMENDMENT TO ARTICLES OF INCORPORATION OF MELBOURNE SHORES PROPERTY OWNERS  
ASSOCIATION, INC.**

This amendment to the Articles of Incorporation of MELBOURNE SHORES PROPERTY OWNERS ASSOCIATION INC., a Florida Corporation, shall become effective immediately upon its approval by the Department of State of Florida; Articles I, III, VI, IX, and X shall be substituted for, replace and repeal their corresponding numbers in the original Articles of Incorporation and Article XI, XII, XIII shall be added thereto as follows:

**ARTICLE 1**

**NAME AND ADDRESS:** The name of this Corporation shall be MELBOURNE SHORES PROPERTY OWNERS ASSOCIATION INC., and its address shall be or as may be provided from time to time in the Corporate By-laws.

**ARTICLE III**

**CORPORATE POWERS:** The corporate powers of this Corporation shall be:

- A. To require payment of dues from its members. Such dues to be in the amounts and payable at such times as shall be prescribed by the By-laws of the Corporation of fixed in the manner provided in such By-laws.
- B. To acquire or otherwise arrange for and maintain headquarters for the Corporation and such buildings, grounds and parks as may be needed by the Corporation in furtherance of the corporate purposes.
- C. To make such gifts for educational, religious, scientific, community service organizations or other charitable purposes as may be authorized by the Board of Trustees and approved at a regular meeting, provided, however, that no such gift shall in the opinion of the Board, jeopardize the Federal Income Tax exemption of this Corporation.
- D. To do any or all of its business under a fictitious name or names provided the necessary prerequisites of Florida Law are met.
- E. To indemnify any person made a party to an action by or in the right of the Corporation to produce a judgment in its favor by reason of his being or having been a member of the Board of Trustees, or other committee or board or officer of the Corporation, or of any other corporation which he served as such at the request of the Corporation, against the reasonable expenses including attorneys' fees, actually and necessarily incurred by him in connection with the defenses or settlement of such action or in connection with an appeal therein, except in relation to matters as to which such board member or officer is adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation.
- F. To indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person in his capacity as Board Member, Officers or member of other Committee or Board of the Corporation, or any other

corporation which he served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Board Member or Officer acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal actions, suit or proceeding judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any such committee member or officer did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he has reasonable ground for belief that such action was unlawful.

- G. No part of the net income of the Corporation shall inure to the benefit of, or be distributable to, its members, board members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation. 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 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 by a Corporation exempt from Federal Income Tax.

#### **ARTICLE VI**

The business affairs of the Corporation shall be managed by a Board of Trustees, (Board of Directors) such management to be subject to the approval of the Corporation, and said Board to be composed of not less than seven (7) or more than nine (9) persons to be elected from and by the membership of said Corporation. The term of said Board of Trustees shall be for one year, or as the membership of said Corporation may provide by its By-laws. The said Board of Trustees shall elect from its own membership a President, Vice President, Secretary, Treasurer and the President shall be Chairman of the Board. All legal instruments of the Corporation shall be signed by said President or Vice President, sealed with the Corporate Seal, and attested by said Secretary,; or in such other manner as may be authorized by law as set forth more specifically in the By-laws. All elections to membership on said Board of Trustees shall be by majority vote of the members of said Corporation present at the annual meeting of the membership of said Corporation. Trustees who die or otherwise become non-members will be replaced according to procedures set forth in the By-laws.

The Corporation shall be empowered through its By-laws to stagger the terms of office or the members of the Board of Directors so that members of the Board are elected in different years. Should such a stagger system be incorporated, all trustees shall serve equal terms not to exceed three years in length, except for members elected to shorter terms to implement this procedure.

#### ARTICLE IX

**CORPORATE INDEBTNESS:** The highest accumulated amount of indebtedness or liability to which the Corporation may at any time subject itself shall never exceed an amount of money or property equal to the value of the appraised value of two-thirds of the new value of all of the assets of the Corporation nor shall the Board of Trustees vote to authorize any indebtedness contrary to this Article.

#### ARTICLE X

**CORPORATE ASSETS:** The Corporation owns two pieces of real property that serve as parks for members of the association, one on the Indian River Lagoon and the other on the Atlantic Ocean. Maintaining those parks and regulating the use of the parks is the primary purpose of the Corporation. The Corporation will maintain bank accounts and other tangible and intangible property to facilitate that goal including reserve funds due to potential storm damage or other emergencies.

#### ARTICLE XI

##### **QUALIFICATIONS FOR MEMBERSHIP AND MANNER OF EXPULSION:**

- A. All persons who are currently members of the Corporation shall remain members but shall be classified as set forth herein below and be subject to such Amendments as may be set forth in this document amending the Articles of Incorporation.
- B. "Voting membership" shall be limited to natural persons who are freeholders with a present interest and ownership in real property located in Melbourne Shores Subdivision, Brevard County, Florida. The term "person" shall include husband and wife and children. When property is owned by the entireties and when property is owned by more than one person, the first two persons who apply for membership shall be admitted, but no more than two persons shall be allowed membership by reason of owning any lot as set forth in the By-laws. Such members shall not hold corporate office as an Officer or Trustee nor shall they remove oysters or clams from the property leased or owned by the Corporation.
- C. "Tenant Membership" shall be limited to natural persons renting improved property of members in good standing, except for temporary guests of hotels and motels located in the area of Melbourne Shores Subdivision, Brevard County, Florida. Further, Tenant Members shall be entitled to non-voting membership provided they pay such dues and assessments as may be imposed from time to time as set forth in the By-laws. Such members shall not hold corporate office as an Officer or Trustee nor shall they remove oysters or clams from the property leased or owned by the Corporation.
- D. "Honorary Membership" may be conferred on any natural person by the vote of a majority of the Board of Trustees of the Corporation. Honorary Members shall have only such rights and privileges as "Tenant Members" (set forth in paragraph C. hereof) however the payment of dues and assessments shall not be required of Honorary Members. The roll of Honorary Members shall be reviewed at each Annual Meeting and may be revised by the majority vote of the members present at such meeting.

- E. Members shall be expelled from membership automatically for nonpayment of dues as set forth in the By-laws and in the discretion of the Board of Trustees for violation of the Rules and Regulations of the Corporation, provided that no person shall be expelled (for other than nonpayment of dues) unless such person is given a reasonable opportunity to be heard by the Board of Trustees prior to such expulsion.
- F. The Corporation shall have the power to set membership fees and annual dues for all classes of membership in the Corporate By-laws, except for Honorary Members, and shall have the power to fully set forth additional rules and regulations concerning the admission and expulsion of members as may be necessary or desirable to implement the requirements set forth in these Articles of Incorporation, as Amended.
- G. The Trustees are hereby delegated the power to reasonably regulate the conduct of all classes of membership and their guests and others who may come on the property of the Corporation from time to time and to post a list of such regulations from time to time on Corporate Facilities. The Trustees are further empowered to assess fines to be fixed in the By-laws, on any member for his conduct on Corporate Premises or for the conduct of his guest(s) on Corporate Premises. Failure to pay such fine shall subject such member to expulsion from the Corporation as a member.
- H. No member or incorporator shall have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchises of the Corporation, or any right, interest or privilege which may be transferrable or inheritable, or which shall continue if his membership ceases, or while he is not in good standing; provided, before his membership shall cease against his consent he shall be given an opportunity to be heard unless he is absent from the County where the Corporation is located except in the manner set forth in paragraph E. hereof. Failure to pay dues shall be deemed as consent to such expulsion.
- I. No member who has been expelled from the Corporation for any reason other than nonpayment of annual dues shall be eligible for membership unless his application is approved by the vote of a majority of the Board of Trustees in addition to such other requirements as may be imposed as a prerequisite to membership from time to time.
- J. Ten (10) voting members shall be present in order to constitute a quorum of the membership at any regular or special meeting.

## ARTICLE XII

**AMENDMENTS TO ARTICLES OF INCORPORATION:** Amendments to the Articles of Incorporation shall be approved by a majority vote of the Board of Trustees, proposed by them to the membership, and approved by the members present at a meeting called for such purpose (or at the January Annual Meeting) by a two-thirds vote. Amendments to these Articles may also be approved by the vote of two-thirds of the members present at a special meeting of the membership called for such purpose without a vote of the Board of Trustees, providing not less than 30 days written notice shall have been given to all members setting forth the proposed amendment. All notices shall be limited to voting members of the Corporation. The foregoing shall not apply to the adoption of a Certification of



Reincorporation under Chapter 617 which may be approved by resolution in accordance with the By-laws.

**ARTICLE XIII**

**DESIGNATION OF REGISTERED AGENT:** Brian P. Fox at 5880 Riverside Drive, Melbourne Beach, Florida 32951, is hereby designated at the registered agent of the Corporation as provided by law.

We the undersigned officers of Melbourne Shores Property Owners Association, Inc., a Florida nonprofit Corporation, do hereby certify that the foregoing Amendment to the Articles of Incorporation was approved by a resolution of the Board of Trustees and of the membership pursuant to the By-laws.

Alice Robbins-Fox

2/26/2021

Alice Robbins-Fox, President

DATE

Deb Charnasky

2/26/2021

Deb Charnasky, Vice President

DATE

Brian Fox

02/26/2021

Brian Fox, Treasurer

DATE

Barbara J Van Dam

2/26/2021

Barbara Van Dam, Secretary

DATE