

**N00000001819**  
DENIS A. BRASLOW  
Attorney and Counselor at Law

700 S. Palafox St., Ste. 315  
Pensacola, Florida 32501

Telephone (850) 438-4641  
Fax (850) 438-3240

March 13, 2000

200003169152--8  
-03/14/00--01087--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Corporate Records  
Florida Department of State  
P. O. Box 6327  
Tallahassee, Florida 32301

RE: GRAND POINTE EAST HOMEOWNERS ASSOCIATION, INC.

Gentlemen/Ladies:

Please find enclosed the original and an executed copy of the articles of this proposed corporation. Kindly endorse your approval on the duplicate copy, certify and return to me.

A check for \$78.75 payable to the Secretary of State is enclosed.

Please return in the enclosed Airborne envelope as soon as possible.

Sincerely,



DENIS A. BRASLOW

DAB:sb  
Enclosures

FILED  
100 MAR 14 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*PH*  
3/21/2000

FILED

00 MAR 14 PM 3: 57

ARTICLES OF INCORPORATION  
OF  
GRAND POINTE EAST HOMEOWNERS ASSOCIATION, INC. SECRETARY OF STATE  
A FLORIDA CORPORATION NOT FOR PROFIT TALLAHASSEE, FLORIDA

The undersigned incorporators, by these articles, associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is GRAND POINTE EAST HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association"; these Articles of Incorporation as the "Articles"; and the Bylaws of the Association as the "Bylaws."

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the filing of these articles with the Department of State.

ARTICLE III. REGISTERED OFFICE AND PRINCIPAL OFFICE

The address of the registered office and principal office in the State of Florida is 220 West Garden Street, Sun Bank Tower, Suite 605, City of Pensacola, County of Escambia.

ARTICLE IV. PURPOSES

The specific primary purposes for which the Association is formed are to provide for the maintenance, preservation and architectural control of the residential lots and common areas within GRAND POINTE EAST PHASE I, and all future sequentially

numbered subdivision additions to GRAND POINTE EAST (hereinafter collectively referred to as "Development"), including the following subdivided tracts of real property:

GRAND POINTE EAST PHASE I, a subdivision of a portion of Section 36, Township 2 South, Range 29 West, Santa Rosa County, Florida, according to the Plat thereof recorded in Plat Book G at Page 85, of the public records of Santa Rosa County, Florida.

And to promote the health, safety, and welfare of the residents within the above-described Development and such additions thereto as may hereafter be brought within the jurisdiction of the Association pursuant to the provisions of those certain Declarations of Covenants, Restrictions and Conditions of Grand Pointe East Phase I, recorded in Official Records Book 1813 at Page 481 of the public records of Santa Rosa County, Florida, and any future declarations of covenants, restrictions and conditions for future sequentially numbered subdivision units of Grand Pointe East (hereinafter collectively referred to as "Declarations").

In furtherance of such purposes, the Association shall have power to:

(a) Perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declarations, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses,

taxes, or governmental charges levied or imposed on the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association;

(d) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members, subject to the consent by vote or written instrument of two-thirds of each class of members;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation is subject to the consent by vote or written instrument of two-thirds of each class of members;

(g) Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the Association shall be financed by assessments on members as provided in the Declarations and no part of any net earnings shall inure to the benefit of any member.

#### ARTICLE V. MEMBERS

Every owner of a lot in the development shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

The Association shall have two classes of voting members as follows:

Class A. Class A members shall be the owners [initially with the exception of Grand Pointe, Inc., the developer of Grand Pointe East Phase I (hereinafter referred to as "Declarant")] of all lots in the Development, as it is constituted from time to time, with the exception of Class B members (defined below). Class A members shall be entitled to one (1) vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as such members may determine among themselves, but in no event shall more than one (1) vote be cast with respect to any lot owned by Class A members.

Class B. The only Class B member(s) shall be: (a) the Declarant, (b) the Declarant's legal representatives, administrators, or heirs, or (c) the successor(s) in interest to the Declarant who has been named by the Declarant, his legal representative, administrators or heirs as a "designated successor" in one or more written instruments recorded in the public records of Santa Rosa County, Florida. Class B member(s) shall be entitled to four (4) votes for each lot owned in the Development as it is constituted from time to time. The Declarations shall provide when the Class B membership shall cease and be converted to Class A membership.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The principal office and the mailing address of this corporation is 220 West Garden Street, Sun Bank Tower, Suite 605, Pensacola, Florida 32501, and the name of the initial registered agent of the Association at this address is Thomas W. Sylte.

ARTICLE VII. FIRST BOARD OF DIRECTORS

This Corporation shall have three (3) initial Directors. The number of Directors may be either increased or diminished from time to time by the bylaws adopted by the Members, but shall never be less than one (1) as required by the laws of the State of Florida.

The names and mailing addresses of the initial members of the Board of Directors of this Corporation, to hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Abbie E. Meek	P. O. Box 230 Pensacola, Florida 32591
John S. Carr	17 W. Cedar Street Pensacola, Florida 32501
Thomas W. Sylte	P. O. Box 230 Pensacola, Florida 32591

Any Director may be removed from office by a majority of the Members entitled to vote thereon at any annual or special meeting of the Members.

In the event that one or more vacancies should occur on the Board of Directors by reason of death, resignation or otherwise,

such vacancies shall be filled by the Members at their next annual meeting or at a special meeting called for that specific purpose. The remaining Directors, by affirmative vote of a majority thereof, may elect a Director to fill any such vacancy until a special meeting can be called or until the next annual meeting of the Members.

The initial members of the Board of Directors of this Corporation hereinabove named shall hold the Organizational Meeting of this Corporation, and are hereby authorized to do and perform all acts and things necessary for and incident to the organization of this Corporation.

ARTICLE VIII. INCORPORATORS

The names and addresses of the incorporators to these Articles are as follows:

<u>Name</u>	<u>Address</u>
Abbie E. Meek	P. O. Box 230 Pensacola, Florida 32591
John S. Carr	17 W. Cedar Street Pensacola, Florida 32501
Thomas W. Sylte	P. O. Box 230 Pensacola, Florida 32591

ARTICLE IX. DISSOLUTION

Upon dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such public agency refuses to accept such distribution, such assets shall be granted, conveyed, and assigned to any nonprofit

corporation, association, trust, or other organization organized and operated for such similar purposes.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 29 day of February, 2000.

Abbie E. Meek  
Abbie E. Meek  
Incorporator

John S. Carr  
John S. Carr  
Incorporator

Thomas W. Sylte  
Thomas W. Sylte  
Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 29 day of February, 2000, by Abbie E. Meek, John S. Carr, and Thomas W. Sylte, who are personally known to me.

Sara K. Braslow  
NOTARY PUBLIC



SARA K. BRASLOW  
COMMISSION # CC 522297  
EXPIRES MAR 20, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.




CERTIFICATE DESIGNATING ADDRESS FOR  
SERVICE OF PROCESS WITHIN FLORIDA  
AND DESIGNATING AGENT UPON WHOM  
PROCESS MAY BE SERVED

FILED  
00 MAR 14 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

FIRST: That GRAND POINTE EAST HOMEOWNERS ASSOCIATION, INC., desiring to organize or qualify under the Laws of the State of Florida with its principal place of business at the City of Pensacola, County of Escambia, State of Florida, has named Thomas W. Sylte, whose address is 220 West Garden Street, Sun Bank Tower, Suite 605, Pensacola, Florida 32501, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
Incorporator  
Date 3/3/2000

ACCEPTANCE OF AGENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
THOMAS W. SYLTE  
Date 3/3/2000