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FLORIDA NON-PROFIT CORPORATION

Grand Cove Owners' Association, Inc.

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ARTICLES OF INCORPORATION  
OF  
GRAND COVE OWNERS' ASSOCIATION, INC.  
(A Not-For-Profit Corporation)

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The undersigned, by these Articles associated themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, to serve as a homeowners association under applicable provisions of Florida Statutes, Sections 720.301-312, and certify as follows:

ARTICLE I

**NAME.** The name of the corporation shall be "Grand Cove Owners' Association, Inc." (the "Association") and its initial mailing and registered office address is 506 Highway 98 East, Destin, FL 32541. The president of the corporation is authorized to establish additional or other mailing and registered office addresses as needed from time to time hereafter.

ARTICLE II

**PURPOSES.** This Association is being formed to serve as a "homeowners association" under applicable provisions of Florida Statutes, Sections 720.301-312, and, more particularly, to provide an entity for the operation, management, maintenance and control of Grand Cove, a residential community, located in Walton County, Florida. As a "homeowners association" (also referred to herein as the "Association"), it will have authority to do any and all things necessary and proper for the Association to carry out its duties and responsibilities as set forth in the Declaration of Covenants and Restrictions (the "Declaration") for Grand Cove, residential community, hereinafter referred to as "Grand Cove", for the benefit of an on behalf of the members of this corporation and other lawful occupants.

ARTICLE III

**POWERS.** The Association shall have all of the powers provided for under Florida Statutes, Sections 720.301-312, as well as such powers as are applicable to "homeowners associations" as may be contained in Chapters 617 and 607, Florida Statutes. The powers of the Association shall include and be governed by the following provisions:

(A) The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the Declaration.

(B) The Association shall have all of the powers and duties set forth in these Articles and the Declaration, as they may be amended from time to time, and all of the powers and duties reasonably necessary to operate Grand Cove that may not be specifically set forth either in these Articles or in said Declaration, including but not limited to the following:

(1) To hold title to and own fee simple or other lesser interest in real, personal or mixed property, wherever situated and to lease, mortgage and convey same.

(2) To make and collect assessments against the owners of lots and to impose liens on lots included in Grand Cove to defray the costs, expenses and losses of Grand Cove and to defray the costs, expenses and losses of any other business, enterprise, venture or property interest of the Association, including but not limited to, any portions of the Stormwater Management System serving the development as exempted or permitted by applicable regulatory authority.

(3) To use the proceeds of the assessments in the exercise of those powers and duties.

(4) To maintain, repair, replace and operate the property of Grand Cove or any other

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property of the Association.

(5) To purchase insurance upon the property operated by the Association and insurance for the protection of the Association and its members.

(6) To reconstruct improvements after casualty and in further improve the property operated by the Association or any other property of the Association.

(7) To make and amend reasonable rules and regulations respecting the use of the Common Area or any property belonging to or operated by the Association.

(8) To enforce by legal means the provisions of the Declaration and rules and Regulations for the use of the property of the Association.

(9) To contract for the management of the Association and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration to have approval of the Board of Directors or the membership of the Association.

(10) To contract with the Developer, its successors and assigns, their officers, directors or shareholders.

(11) To acquire fee simple title to, to lease, acquire memberships or acquire other possessor or use interests in and to operate lands and facilities whether or not contiguous to the lands included within Grand Cove, intended to provide for the enjoyment, recreation or other use or benefit of the members or a substantial number of the members of the Association.

(12) To employ personnel to perform the services required for the property operation, management, maintenance or control of the Association or any other property of the Association.

(13) To hire attorneys or other professionals for the purposes of bringing legal action or enforcing rights in the name of and on behalf of any members of the Association, and to bring such action in the name and on behalf of the members.

(C) All funds and the title of all properties acquired by the Association and their proceeds shall be held for the benefit of the members in accordance with the provisions of the Declaration and the By-Laws of the Association.

(D) The powers of the Association shall be subject to an be exercised in accordance with the provisions of the Declaration and the By-Laws.

ARTICLE IV

MEMBERS.

(A) The members of the Association shall consist of all of the record owners of lots in the Community known as Grand Cove located in Walton County, Florida.

(B) After receiving any approval of the Association required by the Declaration, change of membership in the Association shall be established by recording in the public records of Walton County, Florida a deed or other instrument establishing record title to a lot in the community and the delivery to the Association of a copy of such instrument. The owner designated by such instrument, thus becomes a member of the Association and the membership of the prior owner is terminated.

(C) The share of a member in funds or assets of the Association cannot be assigned, hypothecated

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or transferred in any manner except as an appurtenance to his lot.

(D) The owner of each lot shall be entitled to one (1) vote as a member of the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE V

DIRECTORS.

The affairs of the Association will be managed by a Board consisting of not less than three (3) directors nor more than seven (7) directors. Directors must be members of the Association.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are designated or elected as herein provided and have qualified or until removed as herein provided are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alex Kish	1715 Driftwood Point Road Santa Rosa Beach, FL 32459
Stephen J. Abbott	506 Highway 98 East Destin, FL 32541
Sandy Perk	1780 Driftwood Point Road Santa Rosa Beach, FL 32459
Ed Hightower	1789 Driftwood Point Road Santa Rosa Beach, FL 32459
Gary Brielmayer	1641 Driftwood Point Road Santa Rosa Beach, FL 32459

ARTICLE VI

OFFICERS. The affairs of the Association shall be administered by its officers. The officers shall be elected by the Board of Directors at its first meeting following the meeting at which directors have elected, and 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>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Alex Kish	President	1715 Driftwood Point Road Santa Rosa Beach, FL 32459
Stephen J. Abbott	Vice-president	506 Highway 98 East Destin, FL 32541
Sandy Perk	Secretary	1780 Driftwood Point Road Santa Rosa Beach, FL 32459
Ed Hightower	Treasurer	1789 Driftwood Point Road Santa Rosa Beach, FL 32459

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ARTICLE VII

INDEMNIFICATION. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of the proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The forgoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors and officer's liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE VIII

BY-LAWS. The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE IX

AMENDMENTS. Amendments to the Articles of Incorporation shall be proposed and adopted, including as to matters involving vested rights, in the following manner.

(A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(B) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the secretary or assistant secretary at or prior to the meeting. Except as elsewhere provided, such approvals shall not be less than two-thirds (2/3) of the voting interests of the entire membership of the Association.

(C) Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon their lots in Grand Cove.

(D) A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Walton County, Florida.

ARTICLE X

TERM. The term of the Association shall be perpetual.

ARTICLE XI

INCORPORATOR. The incorporator's name and mailing address are shown below:

<u>NAME</u>	<u>ADDRESS</u>
Dawn E. Larsh	12815 Emerald Coast Pkwy, Suite 124 Destin, FL 32550

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ARTICLE XII

DISPOSITION OF ASSETS UPON DISSOLUTION. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to one or more appropriate public agencies or utilities to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused, or cannot be made for one reason or another, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes, as nearly as practicable the same as those to which they were required to be devoted by the Association. No disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded Declaration, unless made in accordance with the provisions hereof.

ARTICLE XIII

ASSIGNMENT BY INCORPORATOR. When this corporation comes into existence legally, as recognized by the Florida Department of State, all rights of the incorporator, including the right to participate in the further organization of the corporation shall be deemed assigned automatically to the initial Directors designated by the Developer hereunder, and thereupon the incorporator shall have no further duty or responsibility whatever with respect to the Association.

ARTICLE XIV

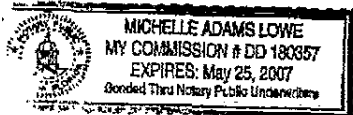
APPOINTMENT OF REGISTERED AGENT AND OFFICE. Dawn E. Larsh is hereby appointed to serve as Registered Agent of the Association. The street address of the Registered Office of the Registered Agent is 12815 Emerald Coast Pkwy, Suite 124, Destin, FL 32550.

IN WITNESS WHEREOF, the incorporator has affixed her signature this 29<sup>th</sup> day of January, 2004.

  
Dawn E. Larsh, Incorporator

STATE OF FLORIDA  
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of January, 2004, by Dawn E. Larsh, who is personally known to me or who has produced \_\_\_\_\_ as identification.



  
Michelle Adams Lowe  
Notary Public  
My Commission Expires: \_\_\_\_\_

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes the, following is submitted, in compliance with said Act:

First, that Grand Cove Owners Association, Inc. desiring to organize under the laws of the State of Florida with it s principal office, as indicated in Article I as 506 Highway 98 East, Destin, FL 32541, has named Dawn E. Larsh, whose address is 12815 Emerald Coast Pkwy, Suite 124, Destin, FL 32550, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
Dawn E. Larsh

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