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FLORIDA NON-PROFIT CORPORATION

Alys Beach Neighborhood Association, Inc.

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11-12-04

Exhibit "D" to Declaration
ARTICLES OF INCORPORATION
FOR
ALYS BEACH NEIGHBORHOOD ASSOCIATION, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned subscriber to these Articles of Incorporation, a Delaware general corporation, hereby forms a not-for-profit corporation under the laws of the State of Florida.

I. Name

The name of the corporation is the **ALYS BEACH NEIGHBORHOOD ASSOCIATION, INC.**, hereinafter referred to as the "Association." The street address of the Association is c/o Jason Comer, EBSCO Gulf Coast Development, Inc., 2993 County Road 395, Santa Rosa Beach, FL 32459.

II. Registered Agent

The initial Registered Agent of the Association is Jason Comer. The street address of the Registered Agent is 2993 County Road 395, Santa Rosa Beach, FL 32459.

III. Purposes

The Association is established to perform those duties and exercise the powers described in the Alys Beach Declaration of Covenants, Conditions and Restrictions, recorded or to be recorded in the public records of Walton County, Florida (together with all attachments and as it may be amended from time to time, the "Declaration") for that portion of Alys Beach described in the Declaration as the Neighborhood.

The Association does not contemplate pecuniary gain or profit to its members.

To promote the health, safety and welfare of the owners of Parcels, the Association shall exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, which is hereby incorporated by reference. In addition, the Association shall have all other powers and privileges of a not-for-profit corporation organized under Chapter 720, Florida Statutes, for Homeowners' Associations, and, to the extent not in direct conflict with the Declaration, of Chapter 617, Florida Statutes, for Not-for-Profit Corporations, as both may be amended from time to time.

Without limiting the generality of the foregoing, the Association shall have the right to own and convey property; to operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas; establish rules and regulations, assess members and enforce assessments; sue and be sued; contract for

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services to provide for operation and maintenance of the surface water management system facilities; and take any other action necessary for the purposes for which the Association is organized.

IV. Membership

As further described in the Declaration, every person or entity who is a record owner of a separately conveyable parcel of real property ("Parcel") within the Neighborhood shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Parcel. As further described in the Declaration, each Parcel shall be assigned a "Membership Interest," based upon lot type.

V. Voting Rights

Voting rights are assigned in accordance with the provisions of the Declaration. However, until the occurrence of certain events as described of the Declaration, the developer of the Neighborhood, defined in the Declaration as the "Founder," shall have the right to elect a majority of the members of the Board.

VI. Board of Directors

The affairs of the Association shall be managed by a Board of Directors, the members of which do not need to be members of the Association. The Board of Directors shall be selected as provided in the Declaration and Bylaws.

VII. Term of Existence

This corporation shall commence existence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida.

VIII. Dissolution

The Association may be dissolved by consent in writing by Members representing 90% of the Membership Interests. The required percentage shall be reduced to 67 percent of the Membership Interests, if the Association Property has been accepted for dedication or taken by eminent domain by the appropriate unit of local government (except that alleys or footpaths between two Parcels may be divided evenly between the adjacent Parcel Owners).

Upon dissolution, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

IX. Officers

Subject to the direction of the Board, the officers shall administer the affairs of this Association. Officers shall be designated and elected in accordance with the Declaration.

X. Bylaws

The Bylaws of this Association, which are an exhibit to and part of the Declaration, shall be adopted by the first Board and recorded among the public records of Walton County, Florida. The Bylaws may be altered, amended, modified or repealed by (a) unanimous approval of the Directors, after notice to Members and opportunity for discussion, or (b) approval of a majority of the Members at a meeting at which a quorum was present, or (c) assent in writing of Members representing a majority of the voting interests. The President or Vice-President and secretary shall execute a certificate indicating compliance with the approval process. Any such modification shall be effective upon recording in the public records of Walton County.

XI. Amendments

This Association reserves the right to amend or repeal any of the provisions contained in these Articles by an instrument executed by the president or vice-president of the Association, certifying approval in writing of members representing 67% of the Membership Interests of the Association.

XII. Supremacy

These Articles and the Bylaws are subject to the terms of the main body of the Declaration and the Book of Operating Principles, which is an exhibit to the Declaration. In the event of a conflict, the Declaration and the Book of Operating Principles shall govern. In the event of a conflict between the Articles and Bylaws, the Articles shall govern.

XIII. Indemnification

This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents, to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

XIV. Incorporator

The incorporator of the corporation is EBSCO Gulf Coast Development, Inc., a Delaware corporation whose address is 2993 County Road 395, Santa Rosa Beach, FL 32459.

IN WITNESS WHEREOF, the incorporator has caused these Articles of Incorporation to be executed this 9th day of November, 2004.

WITNESSES:

EBSCO Gulf Coast Development, Inc.
a Delaware corporation

[Signature]
print: Colleen M. Pindy
print: Colleen M. Pindy

By: [Signature]
Jason Comer, its vice president

[Signature]
print: DEBBIE FREN

STATE OF FLORIDA
COUNTY OF Walton

The foregoing instrument was acknowledged before me this 9th day of November 2004, by Jason Comer, vice president of EBSCO Gulf Coast Development, Inc., a Delaware corporation, on behalf of the corporation. He is personally known to me or has produced a _____ driver's license as identification and did take an oath.

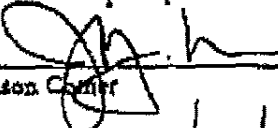
Louise B. Reichman

Notary Public, State of Florida at Large
Serial Number:



Registered Agent Certificate

Having been named to accept service of process for the above stated 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.



Jason Carter

Date: 11 / 9 / 04

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