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FLORIDA PROFIT/NON PROFIT CORPORATION  
PEACH CREEK SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION**

**OF**

**PEACH CREEK SUBDIVISION HOMEOWNERS ASSOCIATION, INC.**

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I**

**NAME**

The name of this corporation is **PEACH CREEK SUBDIVISION HOMEOWNERS ASSOCIATION, INC.**, and for convenience, the corporation shall be referred to in this instrument as the "Association."

**ARTICLE II**

**DURATION**

This corporation shall have perpetual existence, commencing on the date of filing the Articles of Incorporation with the Secretary of the State of Florida.

**ARTICLE III**

**PLACE OF BUSINESS**

The principal office of the Association is located at 238 Scenic Gulf Drive, Miramar Beach, Florida 32550.

**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

JONATHAN OCHS shall be the initial Registered Agent of this Association and the initial Registered Office of the Association is 238 Scenic Gulf Drive, Miramar Beach, Florida 32550.

ARTICLE V

PURPOSE

1. The purpose of the Association is to own, operate, maintain and preserve the Common area and enforce the restrictions on the residential subdivision known as PEACH CREEK – PHASE ONE, a residential subdivision (the "Subdivision") located in Walton County, Florida on the real property described in Declaration of Covenants, Conditions and Restrictions for the Subdivision recorded or to be recorded in the public records of Walton County, Florida (the "Declaration"), for the mutual advantage and benefit of the members of the Association (the "Members").

2. The Association shall make no distribution of income to its Members, Directors or Officers.

ARTICLE VI

POWERS

1. The powers and duties of the Association include those set forth in the Florida Statutes and except as expressly limited or restricted by the Florida Statutes, the following specific powers:

A. To fix, levy, collect and enforce payment by any lawful means all charges and assessments pursuant to the terms of the Declaration. To pay all expenses in connection therewith and other expenses incident to the conduct of the business of the Association, including any licenses, taxes or governmental charges levied or imposed against the Association or the property of the Association.

B. To acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for the public use or otherwise dispose of real

or personal property in connection with the affairs of the Association.

C. To maintain, repair, replace and operate the Association's property.

D. To borrow money and, as may be provided in the Declaration, to mortgage, pledge or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.

E. To purchase insurance upon the properties owned or controlled by the Association and insurance for the protection of the Association and its Members.

F. To dedicate, sell or transfer all or any part of the Common area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless a certification is signed by the President of the Association stating that the Association has approved the dedication or transfer by vote of the Members as required.

G. To participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional residential property and Common area, provided that any such merger or consolidation shall have the vote of the Members as required.

H. To contract for goods and services for the Association and for the benefit of the Members.

I. To make and amend reasonable regulations respecting the subdivision.

J. To enforce by legal means the provisions of these Articles, the Bylaws, the Declaration, and the regulations for the subdivision promulgated by the Association, if any.

K. To contract for the management of the Association's properties and to delegate to such contractor and manager all powers and duties of the Association, or any part thereof, except such as are specifically required by these Articles or by the Bylaws to have approval of the

Board of Directors or the Members.

L. To employ personnel to perform the services required for proper operation of the properties.

2. The Association shall have the power to purchase a Parcel or Parcels within the Subdivision and to hold, manage, and convey the same so long as the Association pays all assessments and other liabilities attendant to such ownership.

3. All funds and the titles to all properties acquired by the Association and their proceeds shall be held in trust for the Members in accordance with the provisions of these Articles of Incorporation, the Bylaws and the Declaration.

#### ARTICLE VII

#### MEMBERS AND VOTING RIGHTS

1. Every person or entity who is a record owner of a Parcel within the Subdivision shall be a Member of the Association. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Parcel.

2. The Association shall have two classes of voting membership as described in the Declaration and Bylaws.

3. Changes of membership in the Association shall be established by recording in the public records of Walton County, Florida, a deed or other instrument establishing a record title to a Parcel and delivery of a certified copy of such instrument to the Association. The owner(s) designated by such instrument shall thus become a Member of the Association and the membership of the prior owner shall be terminated.

4. Each Member/Parcel owner shall be entitled to one (1) vote except, however, that the

Declarant shall be entitled to three (3) votes for each Parcel owned by it as provided in the Declaration. The manner of exercising voting rights shall be determined by the Bylaws.

5. A Member does not have authority to act for the Association solely by reason of being a Member.

**ARTICLE VIII**

**DIRECTORS**

1. The affairs of the Association shall be managed by a Board of Directors who shall be Members of the Association; provided, however, that until Class B membership has ceased and been converted to Class A membership in accordance with the provisions of the Declaration, the Directors need not be Members of the Association. The number of Directors of the Association shall be not less than three (3) persons. The names and address of the persons who are to serve as the initial Directors until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Todd Seagle	238 Scenic Gulf Drive, Miramar Beach, Florida 32550
Jonathan Ochs	238 Scenic Gulf Drive, Miramar Beach, Florida 32550
Al Huff	238 Scenic Gulf Drive, Miramar Beach, Florida 32550

2. Directors shall serve for a term of one (1) year, and shall hold office until qualified successors are duly elected at the next annual meeting of the Members. Directors may be re-elected for successive terms. Any vacancy on the Board shall be filled for the unexpired term of the vacated office by vote of the remaining Directors.

While Class B membership is in existence, the Board shall be appointed and/or elected in accordance with the applicable provisions of the Declaration and the Bylaws of the Association.

**ARTICLE IX**

**OFFICERS**

Subject to the direction of the Board, the affairs of the Association shall be administered by its officers as designated in the Bylaws of the Association. Said officers shall be elected annually by the Board. The names and addresses of the officers who shall serve until the first annual meeting of the Board are as follows:

<u>Office</u>	<u>Name and Address</u>
President/Treasurer	Todd Seagle, 238 Scenic Gulf Drive, Miramar Beach, Florida 32550
Vice-President/Secretary	Jonathan Ochs, 238 Scenic Gulf Drive, Miramar Beach, Florida 32550

**ARTICLE X**

**BYLAWS**

The Bylaws of the Association shall be adopted by the first Board of Directors.

**ARTICLE XI**

**INDEMNIFICATION**

The 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.

**ARTICLE XII**

**AMENDMENTS**

The Association reserves the right to amend any of the provisions contained in these Articles or any amendments hereto with the affirmative vote of two-thirds of the voting interests of the Association.

**ARTICLE XIII**

**INCORPORATORS**

The name and address of the Incorporators to these Articles of Incorporation is as follows:

Todd Seagle	238 Scenic Gulf Drive, Miramar Beach, Florida 32550
Jonathan Ochs	238 Scenic Gulf Drive, Miramar Beach, Florida 32550

**ARTICLE XIV**

**DISSOLUTION**

The Association may be dissolved with the assent, in writing, of not less than two-thirds of the voting interests of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association may be transferred to the owners of the Parcels, or may be dedicated to any nonprofit corporation, association, trust or other organization to be devoted to purposes similar to those for which the Association was created, or to an appropriate public agency to be used for purposes similar to those for which this Association was created or for the general welfare of the residents of the county in which the property is located.



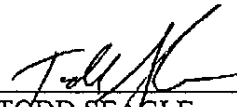
ARTICLE XV

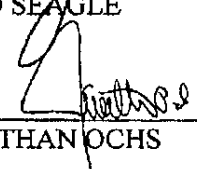
SUPREMACY

In the event of a conflict between these Articles and the Florida Statutes, the Declaration or the Bylaws, the Florida Statutes, the Declaration, the Articles, and then the Bylaws, in that order, shall control.

IN WITNESS WHEREOF, the Incorporators have hereunto affixed their signatures this 22nd day of October, 2010.

INCORPORATORS:

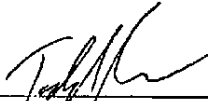
  
\_\_\_\_\_  
TODD SEAGLE

  
\_\_\_\_\_  
JONATHAN OCHS

**REGISTERED AGENT ACCEPTANCE**

PEACH CREEK SUBDIVISION HOMEOWNERS ASSOCIATION, INC., a Florida non-profit corporation, has named JONATHAN OCHS as its agent to accept service of process within this State.

PEACH CREEK HOMEOWNERS  
ASSOCIATION, INC.

By:   
TODD SEAGLE, its President

Dated: 10/22, 2010

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles, 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.

  
JONATHAN OCHS, Registered Agent

Dated: 10/22, 2010

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TALLAHASSEE, FLORIDA