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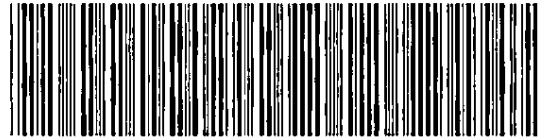
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DATE: 2/21/2023

NAME: WHITLEY ESTATES HOMEOWNERS' ASSOCIATION, INC.

TYPE OF FILING: ARTICLES

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FLORIDA DEPARTMENT OF STATE
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February 21, 2023

FLORIDA FILING & SEARCH SERVICES, INC.

SUBJECT: WHITLEY ESTATES HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: W23000024259

We have received your document for WHITLEY ESTATES HOMEOWNERS' ASSOCIATION, INC.. However, the document has not been filed and is being returned for the following:

The document must contain both the street address of the principal office and the mailing address of the entity.

If you have any further questions concerning your document, please call (850) 245-6000.

Summer Chatham
Regulatory Specialist III
Director's Office

Letter Number: 123A00004184

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Thank you!

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**ARTICLES OF INCORPORATION OF
WHITLEY ESTATES HOMEOWNERS' ASSOCIATION, INC.**

ARTICLE I - NAME

The name of this non-profit corporation is **WHITLEY ESTATES HOMEOWNERS' ASSOCIATION, INC.** (the "Association").

ARTICLE II - PURPOSES

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members and is formed for the following purposes:

To promote the health, safety and welfare of the Lot Owners of Whitley Estates Subdivision, which is a proposed residential subdivision to be located in Santa Rosa County, Florida, as more particularly described in the Declaration, and the preservation of all Common Area appurtenant to the ownership of a Lot including:

- A. The ownership, acquisition, and maintenance of the Common Area, and improvements thereon, for the benefit of Lot Owners.
- B. The discharge of all obligations of the Declarations of Covenants, Conditions and Restrictions of Whitley Estates Subdivision, as may be amended from time to time to the extent provided therein (the "Declaration").
- C. The enforcement and administration of any and all covenants, restrictions and conditions of the Declaration.
- D. The discharge of such further actions deemed convenient or desirable to the purposes hereof by the Board.
- E. The assessment, collection and disbursement of the Lot Owners' pro rata shares of the costs and expenses incurred in accordance with these Articles, the Bylaws, the Declaration and the rules and regulations of the Subdivision.

ARTICLE III - DEFINITIONS

The definition of all terms set forth in the Declaration are by reference incorporated herein and shall have the meanings as set forth in the Declaration.

Reference to the terms "Member" or "Members" and the percentage of votes required for any action shall in all instances refer to the Lot Owners and the percentage vote of the Lots necessary to take such action, unless it is otherwise provided.

ARTICLE IV - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration and to assessments by the Association shall be a member of the Association from the date such member acquires title to or an interest in a Lot, provided, however,

that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

ARTICLE V – MEETINGS

The Bylaws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

ARTICLE VI – TERM

This Association shall have perpetual existence.

ARTICLE VII – THE INCORPORATORS

The names and addresses of the incorporators of this Association are:

Paul A. Battle
2301 N 9th Ave,
Pensacola, Florida 32503

Jason Rebol
2301 N 9th Ave,
Pensacola, Florida 32503

Kerry Anne Schultz
2779 Gulf Breeze Parkway
Gulf Breeze, Florida 32563

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ARTICLE VIII – OFFICERS

The officers shall be a president, a vice president, a secretary and a treasurer, and such other officers as may be determined by the Board of Directors. All officers shall be a member of the Board of Directors. The officers shall be chosen by majority vote of the directors. All officers shall hold office at the pleasure of the Board of Directors and all shall serve for a term of one year or until the successor has been appointed and accepted the position. Vacancy in office shall be filled within sixty (60) days of occurrence.

ARTICLE IX – INITIAL OFFICERS

The initial officers of the Association are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Paul A. Battle	President	2301 N 9 th Ave, Pensacola, Florida 32503
Jason Rebol	Vice-President	92301 N 9 th Ave, Pensacola, Florida 32503
Kerry Anne Schultz	Secretary	2779 Gulf Breeze Parkway Gulf Breeze, Florida 32563

ARTICLE X – BOARD OF DIRECTORS

Except as provided herein, the affairs of the Association shall be managed by a Board of Directors. Notwithstanding anything contained in these Articles, the Bylaws, or the Declaration to the contrary, until Turnover, WHITLEY ESTATES DEVELOPMENT, L.L.C. a Florida limited liability company (the "Declarant"), shall have the sole and exclusive right to (1) appoint all of the members of the Board of Directors of the Association (subject to the rights of members other than the Declarant to elect at least one member of the Board of Directors under Section 720.307(2) of the Florida Statutes); (2) appoint all of the officers of the Association; (3) remove and replace any members of the Board of Directors of the Association; (4) appoint the members of the Architectural Review Committee of the Association; (5) amend these Articles and the Bylaws of the Association; and (6) take all other action on behalf of the Association and vote on all other matters required to be voted on or approved by the members of the Association. "Turnover" has the meaning set forth in the Declaration. Upon Turnover, the then-current members of the Association shall be entitled to vote on all the foregoing matters subject to any restrictions set forth in the Declaration and the Bylaws.

The initial Board of Directors of the Association shall be composed of three (3) directors, none of which must be a member of the Association. The names and addresses of the initial three (3) Directors of the Association are as follows:

	NAME:	ADDRESS:
1.	Paul A. Battle	2301 N 9 th Ave, Pensacola, Florida 32503
2.	Jason Rebol	2301 N 9 th Ave, Pensacola, Florida 32503
3.	Kerry Anne Schultz	2779 Gulf Breeze Parkway Gulf Breeze, Florida 32563

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Within sixty (60) days after Turnover, Declarant shall call a meeting of the Members for the purposes of (i) transitioning control of the Association to the Members, (ii) electing new directors to the Board, and (iii) electing new members of the ARC. After Turnover, all Directors must be members of the Association, or representatives of entities that are members of the Association, the number of directors shall be as set forth in the Bylaws. The number of directors may be changed by amendment of the Bylaws.

**ARTICLE XI – INITIAL REGISTERED OFFICE,
ADDRESS AND NAME OF REGISTERED AGENT**

The initial principal office and the mailing address of this Association shall be 2301 N 9th Ave, Pensacola, Florida 32503, with the privilege of having its office and branch offices at other places within or without the state of Florida. The initial registered agent shall be Kerry Anne Schultz, Esq., 2779 Gulf Breeze Parkway, Gulf Breeze Florida, 32563.

ARTICLE XII – INDEMNIFICATION

1. **Indemnity.** The Association shall indemnify any person who was or is a part or is threatened to be made a part to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) the court hearing that matter further rules that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. **Expenses.** To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above, or in defense to any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. **Advanced.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an agreement by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized in this Article XII.

4. **Miscellaneous.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue in favor of a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

5. **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to protect such person against any liability asserted against him or incurred by him in any such capacity, or arising out of his status in such a capacity, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

6. **Amendment.** Anything to the contrary notwithstanding, the provisions of this Article XII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

7. **Stormwater Management System.** The Association shall operate, maintain, manage the stormwater management system in a manner consistent with the requirements of Northwest Florida Water Management District Permit and applicable Northwest Florida Water

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Management District rules and regulations, and shall assist in the enforcement of the Declaration. The Association shall levy and collect adequate assessments against members of the Association for the costs and maintenance and operation of the Stormwater Management System. The assessments shall be used for the maintenance and repair of the Stormwater Management System and mitigation or preservation areas, including but not limited to work within retention areas, drainage structures and drainage easements.

ARTICLE XIII – BYLAWS

The Bylaws of the Association shall be adopted by the initial Board of Directors and may be altered, amended or rescinded by the Board in the manner provided in the Bylaws, the Declaration, these Articles and Florida law.

ARTICLE XIV – VOTING RIGHTS

1. The membership shall consist of those Lot Owners as defined in Article IV hereof. A Member shall be entitled to one vote for each Lot owned.

2. If more than one person owns a Lot, the person entitled to cast the vote or votes for the Lot may be designated by a certificate signed by all of the record owners of the Lot and filed with the Secretary of the Association. If a Lot is owned by a corporation, partnership, trust, company or other legal entity, the person entitled to cast the vote or votes for the Lot may be designated by a certificate of appointment signed by a duly authorized representative of the entity and filed with the Secretary of the Association. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the Lot, and a certificate may be revoked by any owner of an interest in the Lot. Any such revocation shall be in writing and signed by any owner of an interest in the Lot or a duly authorized representative of the entity, as the case may be, and filed with the Secretary of the Association.

3. If a Lot is owned by more than one (1) person and such owners do not designate a voting Member as required hereinabove, the following provisions shall apply:

A. If more than one (1) such owner is present at any meeting, and said owners are unable to concur on a decision on any subject requiring a vote, said owners shall lose their right to vote on that subject at that meeting; however, said vote or votes shall be included in the determination of the presence of a quorum.

B. If only one (1) such owner is present at a meeting, such person attending shall be entitled to cast the vote or votes pertaining to the Lot.

C. If more than one (1) such owner is present at the meeting and said owners concur, any one (1) such owner may cast the vote or votes for the Lot.

ARTICLE XV – ASSIGNMENT

No right to any funds or assets of the Association can be assigned, hypothecated or transferred except as an appurtenant right to the ownership of a Lot or an interest therein or by dissolution of the Association.

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ARTICLE XVI – QUORUM FOR OTHER ACTIONS

Except as otherwise provided in the Declaration, the presence at a meeting of one-third (1/3) of the Members who own one-third (1/3) or more of the Lots who are entitled to cast a vote or who appear by proxy shall constitute a quorum for any action governed by these Articles.

ARTICLE XVII – DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The Association shall have the power to dispose of its real properties only as authorized under the Declaration.

ARTICLE XVIII – DISSOLUTION

The Association may be dissolved upon the written assent signed of fifty-one percent (51%) of the Lot Owners entitled to vote, or as otherwise provided in the Declaration. Written notice of a proposal to dissolve, setting forth the reasons therefor and disposition to be made of the assets (which shall be consistent with Article XVIII hereof) shall be mailed to every Lot Owner or posted on the front door of any building or structure on the Lot of an owner at least ninety (90) days in advance of date of the proposed action. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by any entity which complies with Rule 62-330.310, Florida Administrative Code, and be approved by the Northwest Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XIX – DISPOSITION OF ASSETS UPON DISSOLUTION

1. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency or utility that is or will be devoted to the same or similar purposes as those of the Association. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any not for profit corporation, association, trust or other organization having the same orientation, with due regard, however, for the practicalities of such a situation.

2. No disposition of the properties of the Subdivision shall be effective to divest or diminish any right or title of any Member under the Declaration and the deeds applicable to the properties unless made in accordance with the provisions of the Declaration.

ARTICLE XX – AMENDMENTS TO ARTICLES

Until Turnover, these Articles may be amended at any time and from time to time by Declarant, without the consent or approval of any of the other members of the Association. After Turnover, these Articles may be amended, subject to the terms and provisions of the Declaration, by the affirmative vote or at least sixty-seven percent (67%) of the total voting interests of all members of the Association. No amendment to these Articles of Incorporation shall be effective until same has been filed with the Department of State and approved by the Department of State.

ARTICLE XXI - CONFLICT

In the event of any conflict between these Articles and the Declaration, the latter shall control, provided such provisions are not contrary to law.

IN WITNESS WHEREOF, the incorporators have executed these Articles of Incorporation on this 20 day of February, 2023.

Paul A. Battle
PAUL A BATTLE

Jason Rebol
JASON REBOL

Kerry Anne Schultz
KERRY ANNE SCHULTZ

SECRETARY OF STATE
TALLAHASSEE, FL

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STATE OF FLORIDA
COUNTY OF Escambia

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 20 day of February, 2023, by PAUL A. BATTLE, who is personally known to me or who has produced _____ as identification and has not taken an oath.

Jennifer J. Bass
NOTARY PUBLIC
Commission No.:
My Commission Expires:



STATE OF FLORIDA
COUNTY OF Escambia

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 20 day of February, 2023, by JASON REBOL, who is personally known to me or who has produced _____ as identification and has not taken an oath.

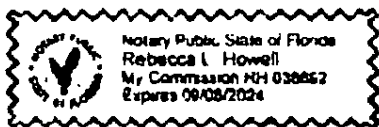
Jennifer J. Bass
NOTARY PUBLIC
Commission No.:
My Commission Expires:



STATE OF FLORIDA
COUNTY OF St. Santa Rosa

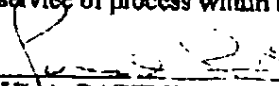
The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 20 day of February, 2023, by KERRY ANNE SCHULTZ, who is personally known to me or who has produced _____ as identification and has not taken an oath.

Rebecca L. Howell
NOTARY PUBLIC
Commission No.:
My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT

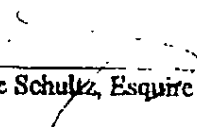
In compliance with Chapter 48.091, *Florida Statutes*, WHITLEY ESTATES HOMEOWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, has designated Kerry Anne Schultz, Esquire, 2779 Gulf Breeze Parkway, Gulf Breeze Florida, 32563, as its registered agent to accept service of process within this State.



PAULA A. BATTLE, President

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I heroby accept said appointment and agree to comply with the provisions of said act relative to keeping open said office.



Kerry Anne Schultz, Esquire

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