

N96000002777

1201 HAYS STREET

TALLAHASSEE, FL 32301-1507

904-222-0171

904-222-0173 FAX

800-342-8686



networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 965510 137473A

AUTHORIZATION :

Patricia Pizab

COST LIMIT : \$ 70.00

ORDER DATE : May 24, 1996

ORDER TIME : 9:27 AM

ORDER NO. : 965510

CUSTOMER NO: 137473A

800001888598

CUSTOMER: Ms. Carolanne Rios
HALL & RUNNELS

Suite 106
1234 Airport Road
Destin, FL 32541

DOMESTIC FILING

NAME: EMERALD LAKES PROPERTY OWNERS
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 24 PM 2:07

CP
5/24/96

**** OFFICIAL RECORDS ****

BK 1998 PG 1047

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
26 MAY 26 PM 2:07

**ARTICLES OF INCORPORATION
OF
EMERALD LAKES PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned, acting as incorporator of a not-for-profit corporation under the Florida Not-for-Profit Corporation Act, F.S.A., Chapter 617 (the "Act"), adopt the following Articles of Incorporation for such corporation.

**ARTICLE ONE
NAME**

The name of the Corporation shall be Emerald Lakes Property Owners Association, Inc., hereinafter referred to as "Association." The address of the principal office and the mailing address of the Corporation is Suite 106, 1234 Airport Road, Destin, Florida 32541.

**ARTICLE TWO
PURPOSE**

The Association is organized for the following objects and purposes.

- A. To carry out all of the responsibilities of the Association as set forth in that certain Declaration of Protective Covenants for Emerald Lakes recorded at Book 1998 Page 283 Official Records of Okaloosa County (the "Declaration").
- B. To provide services, the responsibility for which has been, or may be, undertaken by or delegated to, and accepted by, the Association.
- C. To operate without profit for the sole and exclusive benefit of its members.

**ARTICLE THREE
POWERS**

In addition to the above specific powers, the Association shall have all of the common law and statutory powers, authority, and privileges generally granted to corporations not-for-profit under the laws of the State of Florida. Such powers shall include those that are reasonably necessary or appropriate to implement and effectuate the purposes of the Association and that are not inconsistent with these Articles, and the Declaration, as they may from time-to-time be amended.

ARTICLE FOUR
MEMBERS

The Members of the Association shall consist of all Owners (as defined in the Declaration). Membership shall be appurtenant to, and may not be separated from, ownership of any Unit (as defined in the Declaration). Membership shall attach automatically upon the acceptance of delivery of the instrument of transfer of such ownership interest in a Unit and shall terminate automatically upon the tendering of delivery of such instrument of transfer (provided such tender is accepted) or upon such ownership interest being divested in some other manner; provided that the Association shall have the right to continue to recognize the transferor of such ownership interest as a Member and shall not be required to recognize the transferee of such ownership interest as a Member until such instrument of transfer is recorded in the Official Records in the county in which the Unit is located, and a true copy of such recorded instrument is delivered to the Association.

ARTICLE FIVE
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of the number of directors as shall be determined by the By-Laws; provided, however, that the Board of Directors shall consist of not less than three nor more than five directors. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

Notwithstanding the provisions set forth in this Article V, the Declarant (as defined in the Declaration) shall elect and appoint the members of the Board of Directors of the Association, and in the event of vacancies, the Declarant shall fill such vacancies, until such time as Declarant no longer owns any of the Units or the Declarant elects, at its option, to terminate control of the Association, whichever first occurs. Within sixty (60) days after the date of termination of control of the Association by the Declarant, the Board of Directors shall call and give not less than ten (10) nor more than thirty(30) days' notice of a special meeting of the membership for the purpose of electing the members of the Board of Directors.

ARTICLE SIX
REGISTERED OFFICE AND REGISTERED AGENT

The address of the Association's initial registered office is Suite 106, 1234 Airport Road, Destin, Florida 32541, and the name of its initial registered agent is Steven K. Hall, with the same address.

ARTICLE SEVEN
INDEMNIFICATION

The Association shall have the right to indemnify each person who shall serve as a director, officer, committee member, employee, or agent of the Association, or shall serve at the request of the Association in a similar capacity with another corporation, joint venture, trust, or other enterprise, to the extent to which this Association is granted the power to so indemnify such

persons by any and every statute of the State of Florida or act of the Legislature of the State of Florida.

ARTICLE EIGHT DISSOLUTION

- A. Dissolution of the Association shall be accomplished as set forth in the Act.
1. Assets held by the Association upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
 2. Real property contributed by the Declarant to the Association without the receipt of other than nominal consideration shall be returned to the Declarant, unless it refuses to accept the conveyance (in whole or in part).
 3. Remaining assets shall be distributed among the members as tenants in common, each member's share of the assets to be determined in accordance with its voting rights.
- B. Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner to the extent permitted under the Act.

ARTICLE NINE AMENDMENT OF ARTICLES

The Association reserves the right to amend, alter, change, or repeal any provision contained in these Articles in the manner now or hereafter provided by law, and all rights conferred upon officers and directors herein are granted subject to this reservation.

ARTICLE TEN ASSESSMENTS

The corporation shall have the power to make assessments against the Units as set forth in the Declaration. Those assessments will be determined by the Board of Directors on an annual basis, except that special assessments may be imposed from time-to-time as provided in the Declaration and in the By-Laws of the Association.

The initial assessments per Unit for Members of the corporation until altered by the Board of Directors as provided in the By-Laws and in the Declaration shall be as determined by the Declarant and/or Board of Directors.

**** OFFICIAL RECORDS ****
BK 1998 PG 1050

**ARTICLE ELEVEN
ADDRESSES**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 24 PM 2:07

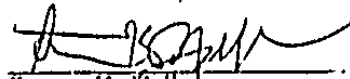
The name and address of each incorporator is:

NAME ADDRESS

Steven K. Hall

Suite 106, 1234 Airport Road
Destin, Florida 32541

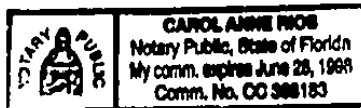
IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these Articles of Incorporation this 13th day of May, 1996.


Steven K. Hall
Incorporator

STATE OF FLORIDA)

COUNTY OF OKALOOSA)

The foregoing instrument was acknowledged and sworn to before me on this 13th day of May, 1996.




NOTARY PUBLIC

My Commission Expires

(Notary Seal)

Acceptance by the registered agent as required in F.S.A. Section 617.0501: Steven K. Hall is familiar with and accepts the obligations of the position of registered agent.


Steven K. Hall

May 13, 1996
Dated



FILE # 1481204 RCD: May 14 1996 @ 12:06PM
Newman C. Brackin, Clerk, Okaloosa Cnty Fl