

SENT BY FOLBY & LARDNER

10/20/00 12:51PM JACKSONVILLE OFFICE

10/20/00

N96000004539

8/20/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:51 PM

((H96000012138 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FOLBY & LARDNER

ACCT#: 072720000061

CONTACT: KAREN PETERSON

PHONE: (904)359-2000

FAX #: (904)359-8700

NAME: REGATTA BAY OWNERS ASSOCIATION, INC.

AUDIT NUMBER.....H96000012138

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CHRT. OF STATUS..0

PAGES..... 10

CHRT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE
DOCUMENT

25 AUG 20 00 11:12
FOLBY & LARDNER

90 0 00 00 00 00

Dan
8-30-96

ARTICLES OF INCORPORATION
OF REGATTA BAY OWNERS ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, Corporations Not for Profit, the undersigned subscriber to these Articles, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I
NAME

The name of the corporation is REGATTA BAY OWNERS ASSOCIATION, INC., hereinafter called the "Association". The address of the principal office of the Association is 385 Highway 98 East, Suite 60, Destin, Florida 32541

ARTICLE II
DURATION

The Association shall exist perpetually unless sooner dissolved by law.

ARTICLE III
DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in that certain Regatta Bay/Commodore Point Declaration of Covenants, Conditions, Restrictions and Easements (the "Declaration") to be recorded in the Public Records of Okaloosa County, Florida and as the same may be amended from time to time therein provided, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV
COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence of the Association shall commence at the time these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the Lots and Common Property within that certain property referred to as

Regatta Bay, as described in the Declaration (the "Property") which may hereafter be brought under the provisions of the Declaration, and for this purpose to:

A. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration; and

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

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, repair, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association; and

D. Borrow money, and with the assent of seventy-five percent (75%) of all the votes of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred by the Association; and

E. Dedicate, sell or transfer all or any part of the Common Property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Board of Directors. No such dedication or transfer shall be effective without attaining consent of seventy-five percent (75%) of all the votes of the Association to such dedication, sale or transfer, in writing or by a vote at a duly called meeting of the Association, and from the Declarant, for so long as the Declarant owns one (1) Lot in the Property.

F. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional real property to the Property pursuant to the terms and provisions of the Declaration; and

G. Have and exercise any and all powers, rights and privileges which a corporation organized under the Not-For-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise, or which may be necessary or incidental to the powers so conferred; and

H. Grant easements on or through the Common Property or any portion thereof subject to the terms and provisions of the Declaration; and

I. Promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate the purposes for which the Association is organized; and

J. Contract for the management of the Association and delegate in such contract all or any part of the powers and duties of the Association, and contract for services to be provided to Owners such as, but not limited to, utilities services; and

K. Purchase insurance upon the Property or any part thereof and insurance for the protection of the Association, its officers, directors and Owners subject to the terms and provisions of the Declaration; and

L. Employ personnel to perform the services required for the proper operation of the Association; and

M. To appear through its authorized agents before any legislative, judicial, administrative or governmental body concerning matters affecting the Property and/or the Association.

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable laws and any amendments thereto.

ARTICLE VI MEMBERSHIP AND VOTING

A. Membership.

1. This Corporation shall issue no shares of stock of any kind or nature. Every person or entity, including the Declarant, who is or becomes a record Owner of a fee or undivided fee interest in any Lot and the owner of the Club shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest in land merely as security for the performance of an obligation unless and until such holder of a security interest acquires title pursuant to foreclosure or judicial proceeding or deed-in-lieu of foreclosure. Membership shall be appurtenant to and may not be separated from ownership of any Lot or the Club. Membership shall be subject to the Declaration, and shall be restricted to the categories provided for in the Declaration, and no other Members shall be admitted. Each Owner of a Lot within the Property shall become a Member of the Association upon title to the Lot being conveyed by deed to such Owner and upon the recording of said deed among the Public Records of Okaloosa County, Florida or upon a transfer of title by operation of law. Transfer of membership shall be established by the recording among the Public Records of Okaloosa County, Florida, of a warranty deed or other instrument establishing a record title to a Lot or the Club, the Owner or Owners

designated by such instrument thereby becoming a Member or Members of the Association; the membership of the prior Owner or Owners shall thereupon be terminated.

2. The interest of any Member in any part of the funds or assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner except as an appurtenance to the said Lot owned by such Member.

B. Voting.

1. All votes shall be cast by the designated Members in accordance with Article 4 of the Declaration and Article II of the Bylaws as the same may be amended from time to time.

ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial resident agent at such address is David C. Cook.

ARTICLE VIII
DIRECTORS

A. Numbers and Qualifications.

The affairs of this Association shall be managed by a board of not less than three (3) nor more than nine (9) directors (the "Board of Directors"), who need not be Members of the Association. The first Board of Directors shall be comprised of three (3) persons. The number of Directors within the limits of not less than three (3) nor more than nine (9), may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection or election of their successors are:

Peter H. Bos	385 Highway 98 East, Suite 60 Destin, Florida 32541
Dwight Lorenzen	385 Highway 98 East, Suite 60 Destin, Florida 32541
Thomas Patton	385 Highway 98 East, Suite 60 Destin, Florida 32541

B. Duties and Powers. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Members when such approval is specifically required.

C. Election; Removal. Directors of the Association shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

D. Term of Initial Directors. The Developer shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the Bylaws.

ARTICLE IX OFFICES AND TERMS

A. The affairs of the Association are to be managed by the following officers: President; one or more Vice-Presidents; a Secretary; a Treasurer; and any assistants to such officers as the Board of Directors may deem appropriate from time to time.

B. Officers shall be elected for one year terms at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board of Directors. Any officer may be removed at any meeting by the affirmative vote of a majority of the members of the Board of Directors, either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof or by unanimous written consent of the Board in the absence of a meeting.

C. The names of the officers who are to serve in the office indicated until the first election or appointment are:

Peter H. Bos

President

Dwight Lorenzen

Vice President

Wendy Parker

Treasurer/Secretary

ARTICLE X
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator to these Articles is David C. Cook, 200 Laura Street, Jacksonville, Florida 32202.

ARTICLE XI
AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles shall be proposed in the following manner:

A. **Proposal.** Notice of the subject matter for proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

B. **Adoption.** The resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Directors or by not less a majority of the Members of the Association. The approval of the proposed amendments must be by not less than seventy-five percent (75%) of the votes of all the Members of the Association. Such may be cast in person or by proxy represented at a meeting at which a quorum thereof has been attained.

C. **Limitation.** No amendment shall make any changes in the qualifications for membership, nor in the voting rights of Members, nor any changes in Article V or Article XIV of the Articles entitled "Powers" and "Indemnification", respectively, without the approval in writing of all Members. No amendment shall be made that is in conflict with the Declaration or Bylaws, nor shall any amendment make changes which would in any way affect the rights, privileges, powers or options herein provided in favor of or reserved to the Declarant, or an affiliate of the Declarant, unless the Declarant shall join in the execution of the amendment. No amendment to this Paragraph C. of Article XI shall be effective without the prior written consent of the Declarant.

D. **Declarant Amendment.** The Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Declarant alone.

E. **Recording.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Okaloosa County, Florida.

ARTICLE XII BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws and the Declaration.

ARTICLE XIII INDEMNIFICATION

A. **Indemnity.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that said person 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 such person 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 said person did not act in good faith, nor in a manner 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 said person had reasonable cause to believe this conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon 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 which said person reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, have reasonable cause to believe that said persons conduct was unlawful.

B. **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 Paragraph A above, or in defense of any claim, issue or matter therein, they shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by them in connection therewith. Any costs or expenses incurred by the Association in implementing any of the provisions of this Article XIII shall be fully assessable against Owners as common expenses of the Association.

C. **Advances.** 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 the receipt of any undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that it is not entitled to be indemnified by the Association as authorized in this Article XIII.

D. **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 bylaw, agreement, vote of Members or otherwise, and shall continue as to 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.

E. **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, against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify them against such liability under the provisions of this Article.

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

ARTICLE XIV

SELF DEALING, VALIDITY OF AGREEMENT AND WAIVER OF CLAIMS

A. No contract, agreement or undertaking of any sort between or among the Association, directors, officers, Members or the Declarant shall be invalidated or affected by reason that any of them hold the same or similar positions with any other homeowners or property owners association within the Property, or that they are financially interested in the transaction or that they are employed by the Declarant or any of its respective partners, shareholders or affiliates.

B. No contract, agreement or undertaking of any sort between the Association and any entity or individual shall be invalidated or affected by reason that the Association, its directors, officers, Members, the Declarant, its agents or employees hold a financial interest in or with the individual or entity.

C. By acquisition of a Lot or Dwelling Unit, any interest therein, within the Property, each and every individual or entity, of whatsoever kind or nature, thereby waives any claim for damages or other relief grounded in tort, contract or equity arising out of the negotiation, execution, performance and enforcement of contracts, agreements or undertakings described above, that may accrue at the time of purchase or thereafter against the Association, its directors, officers, Members, the Declarant, its agents and employees.

Similarly, no contract or transaction between the Association and any other corporation, partnership, association, or organization in which one or more of the Officers or Directors of this Association may be an employee or have another affiliated relationship shall be invalid, void, or voidable solely because the Officer or Director of this Association serves as an Officer, Director, employee, principal or is otherwise affiliated with said corporation, partnership, association or other organization which is entering into a contract or transaction with the Association.

**ARTICLE XV
DISSOLUTION**

The Association may be dissolved by a unanimous vote of all Members at any regular or special meeting; provided, however, that the proposed action is specifically set forth in the notice of any such meeting, and that so long as Declarant owns one (1) or more Lots in the Property, the Declarant's written consent to the dissolution of the Association must first be obtained.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 29th day of August, 1996.

David C. Cook
David C. Cook

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 29th day of August, 1996, by David C. Cook of Regatta Bay Owners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation, and who is personally known to me.

[NOTARY SEAL]



Leighann Whitten
Notary Public, State of Florida
My Commission Expires: 12/16/97

SENT BY (904)359-2000

0-16 00 1:55PM F&L JACKSONVILLE

2/ 0

N960000004539

9/16/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:41 PM

((1196000012906 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: POLLY & LARDNER

ACCT#: 072720000061

CONTACT: KAREN PETERSON

PHONE: (904)359-2000

FAX #: (904)359-8700

NAME: REGATTA BAY OWNERS ASSOCIATION, INC.

AUDIT NUMBER.....H96000012906

DOC TYPE.....REGISTERED AGENT CHANGE

CERT. OF STATUS..0 PAGES..... 1

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE
DOCUMENT

FILED
96 SEP 16 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: Regatta Bay Owners Association, Inc.
2. The street address of its present registered office is: 200 Laura Street, Jacksonville, Florida 32202.
3. The street address of its new registered office is: One Independent Drive, Suite 3104, Jacksonville, Florida 32202
4. The name of its present registered agent is: David C. Cook.
5. The name of its new registered agent is: Mitchell W. Legler.
6. The address of its registered office and the address of business office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

Dated September 6, 1996.

SIGNATURE: 

(President or Vice President)

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, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF A REGISTERED AGENT.

SIGNATURE: 

(Registered Agent)

DATE: 9/10/96
Prepared by: David C. Cook, Fla. Bar No. 298662

Foley & Gardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000

FILED
SEP 16 PM 3:51
TALLAHASSEE
SECRETARY OF STATE
FLORIDA