

N04000008680

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000181126 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : BEGGS & LANE
Account Number : I20020000155
Phone : (850)432-2451
Fax Number : (850)469-3331

06 SEP - 9 07:21:15
RECEIVED
FBI

B&L File No. 8336-41091

FLORIDA NON-PROFIT CORPORATION
MUSCOGEE WHARF HOMEOWNERS ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	13
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

(((H04000181126 3))) ARTICLES OF INCORPORATION
OF
MUSCOGEE WHARF HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Florida Statute Section 617 (2004), the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Muscogee Wharf Homeowners Association, Inc., hereafter called the "Association."

ARTICLE II

The principal office of the Association is located at 1401 E. Belmont Street, Pensacola, Florida, 32501.

ARTICLE III

William H. Mitchem, whose address is 501 Commendencia Street, Pensacola, Florida, 32501, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

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 of the

(((H04000181126 3)))

(((H04000181126 3)))

Subdivision and the Common Area, which includes the Private Roads within the Subdivision, and architectural control of the Lots or Building Sites, including the purchase of necessary insurance for the protection of the Association and the Owners, with said Subdivision being described as follows (the "Subdivision"):

SEE ATTACHED EXHIBIT A

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the Subdivision and recorded or to be recorded in the public records of Escambia County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to 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;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, 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;

(((H04000181126 3)))

(((H04000181126 3)))

(d) borrow money and, with the assent of two-thirds (2/3) of the entire membership, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) 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 an instrument has been signed by two-thirds (2/3) of the entire membership, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the entire membership;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every Owner of a Lot within the Subdivision shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE VI

VOTING RIGHTS

Section 1. The Association shall have two classes of voting membership:

(((H04000181126 3)))

((H04000181126 3)))

Class A. Class A Members shall be all Owners, with the exception of the Declarant (as defined in the Declaration), and shall be entitled to one vote for each Lot owned. When more than one person owns an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B Member shall be the Declarant, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and shall be converted to Class A membership upon the transfer of the control of the Association as set forth in Section 2 below.

Section 2. Transfer of control of the Association from Declarant to the Members of the Association other than Declarant shall occur in accordance with applicable Florida law pertaining to and regulating the operation of homeowners associations, in effect as of the date of the execution of this Declaration (currently Section 720.307, Florida Statutes). In the event applicable Florida law does not regulate such transfer of control, the Members other than Declarant shall be entitled to elect at least a majority of the members of the Board of Directors upon the earlier of the following: (i) three (3) months after ninety percent (90%) of all Lots which may ultimately be operated by the Association have been conveyed to third parties; or (ii) upon the recording of an instrument in the public records of the County stating that Declarant has relinquished its right to elect a majority of the members of the Board of Directors.

The Declarant is entitled to elect at least one (1) member of the Board of Directors of the Association as long as the Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots in the Subdivision. After the Declarant relinquishes control of the

((H04000181126 3)))

Association, the Declarant may exercise the right to vote any Declarant-owned voting interests in the same manner as any other Member, except for purposes of reacquiring control of the Association or selecting the majority of the members of the Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than eleven (11) directors, the exact number to be determined by the existing Board of Directors at least thirty (30) days prior to the annual meeting. All Directors shall be members in good standing of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The Directors shall be elected at the annual meeting of the members of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
James D. Cronley	1401 E. Belmont Street Pensacola, Florida 32501
A. L. Terhaar	1401 E. Belmont Street Pensacola, Florida 32501
Allen R. Levin	Ten Portofino Drive Pensacola Beach, Florida 32561

((H04000181126 3)))

(((H04000181126 3)))

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the Officers and shall be a President, Vice President, a Secretary, a Treasurer and such other officers as may be provided in the By-Laws. The same person can hold the office of both Secretary and Treasurer. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	James D. Cronley 1401 E. Belmont Street Pensacola, Florida 32501
Vice President	A.L. Terhaar 1401 E. Belmont Street Pensacola, Florida 32501
Secretary/ Treasurer	Allen R. Levin Ten Portofino Drive Pensacola Beach, Florida 32561

ARTICLE IX

MEMBERS' MEETINGS

The annual members' meetings shall be held at the office of the corporation at 7:00 P.M., Central Standard Time, on the third Tuesday in January of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members; provided, if that day is a legal holiday, the meeting shall be held at the same hour on the next day that is not a

(((H04000181126 3)))

(((H04000181126 3)))

holiday. Special members' meetings shall be held in accordance with the By-Laws. The Board of Directors shall have the authority to schedule the annual members' meeting for such other time and date as it determines to be appropriate, provided that appropriate notice of the meeting is provided to the members.

ARTICLE X

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Section 1. Notice of subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

Section 2. A resolution for the adoption of a proposed amendment may be provided either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may exercise their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided:

- (a) Such approvals must be by not less than seventy-five percent (75%) of the entire membership of the Board of Directors and/or by not less than two-thirds (2/3) of the votes of the entire membership of the Association; or
- (b) Until the sale of the first subdivision lot covered by these Articles, only by all the Directors of the Association.

(((H04000181126 3)))

(((H04000181126 3)))

ARTICLE XI

BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XII

DURATION

The corporation shall exist perpetually.

ARTICLE XIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

(((H04000181126 3)))

((H04000181126 3)))

ARTICLE XIV

SUBSCRIBERS

The name and residence of the subscriber to these Articles are:

<u>NAME</u>	<u>RESIDENCE ADDRESS</u>
James D. Cronley	1401 E. Belmont Street Pensacola, Florida 32501

ARTICLE XV

FHA/VA APPROVAL

As long as there is a Class B membership, and there is any existing FHA or VA financing on any Lot within the Subdivision, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of the Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation on this 8th day of September, 2004.


William H. Mitchem

(((H04000181126 3)))

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before the undersigned subscriber, a Notary Public, personally came and appeared William H. Mitchem, known to me to be the individual described in and who executed the foregoing instrument, and acknowledged that he executed the same for the uses and purposes therein set forth. He is personally known to me.

Given under my hand and official seal this 8th day of September, 2004.

Signature of Notary Public

Stephne L. Watts

Print Name: Stephne L. Watts

State of Florida at Large

My Commission Expires:

Commission Number: _____



Stephne L. Watts
MY COMMISSION # D0816500 EXPIRES
April 22, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

(((H04000181126 3)))

CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN
THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 and Chapter 617.023, Florida Statutes, the following is submitted, in compliance with said Acts:

Muscogee Wharf Homeowners Association, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 1401 E. Belmont Street, Pensacola, Florida, 32501, has designated William H. Mitchem as its Registered Agent and has designated 501 Commendancia Street, Pensacola, Florida, 32501, as its Registered Office, for accepting service of process within the State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of this position, and I accept the obligations and agree to act in this capacity, and agree to comply with the provisions of said Statute relative to keeping open said office, along with all other obligations.


William H. Mitchem
Registered Agent

04 SEP -8 PM 2:16
SECRET
DIVISION

(((H04000181126 3)))

EXHIBIT A

A portion of Blocks 174, 175, 176, 177, 187, 188, Garden Street (80' R/W), Colfax Street (67' R/W), Romana Street (80' R/W) and 13th Avenue (70' R/W) in Waterfront Tract, according to map of the City of Pensacola, Florida copyrighted by Thomas C. Watson in 1906; being more particularly described as follows:

Commence at the intersection of the south line of said Block 174 and the southeasterly right of way line of Bayfront Parkway (R/W varies); thence North 25 degrees 15'10" East along said southeasterly right of way line for a distance of 54 feet, more or less, to the mean high water line of Pensacola Bay, said point being the point of beginning.

Thence South 25 degrees 15'10" West along said southeasterly right of way line, retracing line last traversed for a distance of 54 feet, more or less, to the point of commencement; thence continue South 25 degrees 15'10" West along said southeasterly right of way line for a distance of 59.10 feet; thence South 05 degrees 12'22" East for a distance of 32.20 feet; thence South 57 degrees 05'14" East for a distance of 223.59 feet to the northerly right of way line of said Colfax Street; thence South 10 degrees 31'11" East for a distance of 64 feet, more or less, to aforesaid mean high water line of Pensacola Bay; thence Southeasterly to a point on the south line of Lot 13, said Block 176 at its intersection with said mean high water line; thence meandering Southeasterly along said mean high water line to its intersection with the north line of said Block 187, also being the south right of way line of said Romana Street; thence Northeasterly to a point on the south line of Lot 2, said Block 188 at its intersection with said mean high water line; thence meandering Northwesterly along said mean high water line to the point of beginning.

All lying and being in said Waterfront Tract, City of Pensacola, Escambia County, Florida.

(((H04000181126 3)))

(((H04000181126 3)))

EXHIBIT A CONTINUED

LEGAL DESCRIPTION: Common Area "C"

A portion of Block 127, Intendencia Street (20' R/W), and 13th Avenue (70' R/W) in Waterfront Tract, according to map of the City of Pensacola, Florida copyrighted by Thomas C. Watson in 1906, being more particularly described as follows:

Commence at the southwest corner of Lot 1, Block 126 of said Waterfront Tract; thence North 79 degrees 28'26" East along the south line of said Lot 1 and its easterly extension for a distance of 179.05 feet; thence North 37 degrees 06'37" West for a distance of 142.13 feet to a point herein after referred to as Point "A"; thence continue North 37 degrees 06'37" West for a distance of 260 feet, more or less, to the south line of Parcel "A" for the point of beginning.

Thence South 37 degrees 06'37" East along line last traversed for a distance of 260.00 feet to said Point "A"; thence North 52 degrees 53'23" East for a distance of 16.00 feet; thence North 37 degrees 06'37" West for a distance of 256 feet, more or less, to said south line of Parcel "A"; thence Westerly along said south line for a distance of 20 feet, more or less, to the point of beginning.

(((H04000181126 3)))