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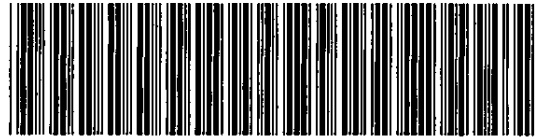
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May 19, 2006

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VIA FEDERAL EXPRESS NEXT DAY AIR

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Canton Oaks Homeowners' Association, Inc., a Florida not-for-profit corporation

To Whom It May Concern:

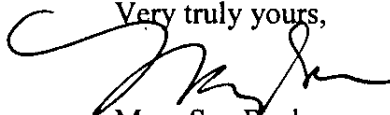
Enclosed is original Articles of Incorporation for the above-named corporation. Please file the original and return a certified copy to me.

Also enclosed is our firm check in the amount of \$78.75, to cover the following costs:

1.	Filing fee	\$ 35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	<u>8.75</u>
	Total	\$ 78.75

Thank-you. If you have any questions, please give me a call.

Very truly yours,



Mary Sue Beeler

MSB: swn
Enclosures

cc: William H. Covington

ARTICLES OF INCORPORATION
of
CANTON OAKS HOMEOWNERS' ASSOCIATION, INC.
A Nonprofit Corporation

In order to form a corporation not for profit, under and in accordance with Chapter 617 of the Florida Statutes, I, the undersigned, hereby incorporate this corporation not for profit, for the purposes and with the powers hereinafter set forth and to that end, I do, by these Articles of Incorporation, certify as follows:

Capitalized terms that are not defined herein shall have their definitions as set forth in the Declaration of Protective Covenants, conditions and Restrictions for Canton Oaks Subdivision (the "**Declaration**").

ARTICLE I
NAME, PRINCIPAL OFFICE

The name of the corporation is Canton Oaks Homeowners' Association, Inc. (hereinafter the "**Association**"), whose principal place of business and mailing address is 7235 - 3rd Avenue South, St. Petersburg, Florida 33707.

ARTICLE II
TERM

The period of its duration is perpetual.

ARTICLE III
PLAN OF DEVELOPMENT AND
PURPOSE OF ASSOCIATION

The Association is formed for the primary purpose of providing for the maintenance, preservation, and architectural control of the residence lots and common area within a certain subdivided tract of real property described on **Exhibit "A"** attached hereto and made a part hereof and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

ARTICLE IV
POWERS

In furtherance of the foregoing purposes, the Association will have the power to:

(a) perform all of the duties and obligations of the Association as set forth in the Declaration applicable to the Subdivision and to be recorded in the public records of Pinellas County, Florida;

(b) affix, levy, and collect all charges and Assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means; and 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 on the property of the Association;

(c) acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association;

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(d) borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of Members, mortgage, pledge, convey by deed of 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 municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer will be effective unless a certificate is recorded in the Public Records that is executed by the president and secretary of the Association, attesting to the fact that two-thirds of each class of Members agreed 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 areas, provided that any merger, consolidation, or annexation must have the consent by vote or written instrument of two-thirds of each class of Members; and

(g) have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and will be operated exclusively for the above purposes. The activities of the Association will be financed by Assessments on Members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member.

ARTICLE V MEMBERS

Every person or entity who/which is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessments by the Association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, will be a Member of the Association. Membership will be appurtenant to and may not be separated from ownership of a Lot which is subject to Assessment by the Association.

The Association will have two classes of voting Members, which are defined as follows:

Class A. Class A members will include all owners with the exception of the Declarant, as that term is defined in the Declaration. Class A members will be entitled to one vote for each Lot owned. When more than one person holds an interest in any lot, all of those persons will be members. The vote for such Lot will be exercised as such Members determine among themselves, but in no event will more than one vote be cast with respect to any Lot owned by Class A members.

Class B. The Class B member will be the Declarant, as that term is defined in the Declaration. The Declarant will be entitled to three (3) votes for each Lot owned. The Class B membership will cease and be converted to Class A membership as provided in the Declaration.

ARTICLE VI MANNER OF ELECTION OF DIRECTORS

A. The number of Directors on the first Board of Directors ("**First Board**") (as set forth below), as well as all Boards elected subsequently shall be three (3). Except for Developer-appointed Directors, Directors must be Members or the spouses, parents or children of Members, except that if a Lot is owned by an entity and not an individual, such entity may appoint an individual on its behalf to be eligible to serve on the Board of Directors.

B. The names and addresses of the persons who are to serve as the First Board are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Director - William H. Covington	7235 - 3 rd Avenue South St. Petersburg, FL 33707
Director - Jill K. Covington	7235 - 3 rd Avenue South St. Petersburg, FL 33707
Director - Scott A. Samuels	201 2 nd Avenue North St. Petersburg, FL 33701

C. Developer reserves the right to designate successor Directors to serve on the First Board for so long as the First Board is to serve, as hereinafter provided. Developer reserves the right to remove any Director from the First Board and the right to remove any Director designated by Developer in accordance with these Articles.

D. Upon the termination of the Class B voting membership (as described in the Declaration), Members other than the Developer (the "**Purchaser Members**") are entitled to elect at least a majority of the members of the Board of Directors, which election shall take place at the Initial Election Meeting (as hereinafter defined). The Initial Election Meeting shall be the meeting called no later than ninety (90) days after termination of the Class B voting membership for the purpose of electing the Initial Elected Board who shall be the Directors to be so elected by the Purchaser Members and the remaining Director to be designated by Developer. The Initial Elected Board shall succeed the First Board upon their election and qualification and shall serve until the next regularly-scheduled annual Members' Meeting, at which the Directors shall be elected to serve for a complete one-year term. As used herein, "Purchaser Members" shall not include builders, contractors or others who purchase a parcel for the purpose of constructing improvements thereon for resale.

E. Nomination for election to the Board of Directors by the Purchaser Members will be by nominating committee. However, nominations may also be made from the floor at any annual meeting of Members. The nominating committee will consist of a chairman who will be a member of the Board of Directors, and two or more Members of the Association. The committee will be appointed by the Board of Directors prior to each annual meeting to serve from the close of such meeting until the close of the next annual meeting, and such appointment will be announced at each annual meeting. The nominating committee will make as many nominations for election to the Board of Directors as it will in its discretion determine, but in no event will it nominate less than the number of vacancies to be filled.

F. Election will be by secret written ballot. At such election, the Owners, as Members, or their proxies may cast, for each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration, being one (1) vote for each Lot owned by such Owner, multiplied by the number of vacancies to be filled. Persons receiving a plurality of the votes cast will be elected.

ARTICLE VII AMENDMENTS

A. Prior to the recording of the Declaration in the Public Records, these Articles may be amended by an instrument in writing signed by the President (or a Vice President) and the Secretary (or an Assistant Secretary) and filed in the Office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended, give the exact language of such amendment and give the date of adoption of the amendment by the Board. A certified copy of each such amendment shall always be attached to any certified copy of these Articles or a certified copy of the Articles as restated to include such amendments and shall be an exhibit to the

Declaration upon the recording of the Declaration. This Article is intended to comply with Chapter 617, Florida Statutes.

B. After the recording of the Declaration in the Public Records, these Articles may be amended in the following manner:

1. The Board, as a whole, shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the Annual Members' Meeting or a special meeting. Any number of amendments may be submitted to the Members and voted upon by them at one meeting;

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote within the time and in the manner provided in the Bylaws for the giving of notice of Meetings of Members ("Required Notice");

3. At such meeting a vote of the Members and of the Developer shall be taken on the proposed amendments. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all Members entitled to vote thereon and the approval of the Developer; or

4. An amendment may be adopted by a written statement signed by all Directors and written consent of Members representing the Voting Interests sufficient to pass the amendment if the vote were to be taken at a meeting where all members are present and setting forth their intention that an amendment to the Articles be adopted. Where an amendment is passed by written consent in lieu of meeting, those Members not submitting written consent shall be notified in writing of the passage thereof.

C. No amendment may be made to the Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

D. A copy of each amendment shall be certified by the Secretary of State of the State of Florida and, after the recordation of the Declaration, recorded in the Public Records as an amendment to the Declaration.

E. Notwithstanding the foregoing provisions of this Article, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of Developer, including the right to designate and select the Directors as provided in Article VI hereof, without the prior written consent thereto by Developer nor shall there be any amendment to these Articles which shall abridge, alter or modify the rights of the holder, guarantor or insurer of a first mortgage on any Lot or of any institutional mortgagee (as described in the Declaration) without its prior written consent.

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the Association is 7235 – 3rd Avenue South, St. Petersburg, FL 33707, and the name of its initial registered agent at that address is William H. Covington.

ARTICLE IX INCORPORATOR

The name and street address of the incorporator is:

William H. Covington, 7235 – 3rd Avenue South, St. Petersburg, Florida 33707.

**ARTICLE X
DISSOLUTION**

On dissolution, the assets of the Association will be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets will be granted, conveyed, and assigned to any nonprofit corporation, Association, trust, or other organization organized and operated for such similar purposes.

**Article XI
CONFLICTS**

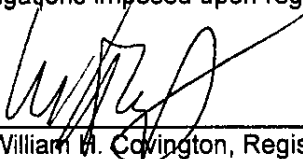
In the case of any conflict between these Article and the Bylaws of the Association, these Articles will control; in the case of any conflict between the Declaration and these Articles, the Declaration will control.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature, this 1st day of May, 2006



William H. Covington, Incorporator

The undersigned hereby accepts the designation of Registered Agent of Canton Oaks Homeowners' Association, Inc. as set forth in Article VIII of these Articles of Incorporation and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Not For Profit Corporation Act.



William H. Covington, Registered Agent

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