

N00000001698

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: CRANE'S NEST PROPERTY OWNERS ASSOCIATION, INC.  
(Proposed corporate name - must include suffix)

700003163417--6  
-03/09/00--01040--013  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

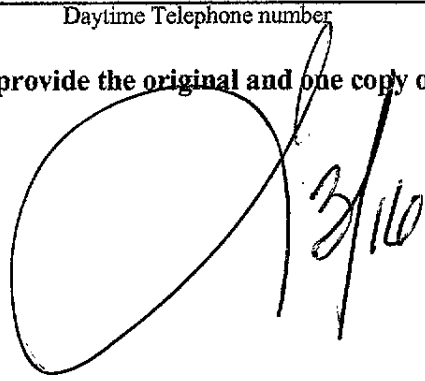
☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: John R. Rushing  
Name (Printed or typed)  
P O Box 5495  
Address  
Destin FL 32540-5495  
City, State & Zip  
(850) 837-7903 585-1168  
Daytime Telephone number

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NOTE: Please provide the original and one copy of the articles.



**ARTICLES OF INCORPORATION  
OF  
CRANE'S NEST PROPERTY OWNERS ASSOCIATION, INC.**

*The undersigned, acting as incorporator of a nonprofit corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:*

**ARTICLE I NAME**

The name of the corporation (hereinafter called the association) shall be:  
CRANE'S NEST PROPERTY OWNERS ASSOCIATION, INC.

**ARTICLE II EFFECTIVE DATE**

The effective date of the corporation shall be: March 10, 2000.

**ARTICLE III PRINCIPAL OFFICE**

The principal place of business of this corporation shall be: 1234 Airport Road, Suite 121, Destin, Florida 32541; and, the mailing address shall be P O Box 5495, Destin, Florida 32540.

**ARTICLE IV PURPOSE**

The specific primary purposes for which the association is formed are to provide for maintenance, preservation, and architectural control of the residence lots, access facilities and the property known as CRANE'S NEST, 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.

In furtherance of such purposes, the association shall have power to:

- a) Perform all of the duties and obligations of the association as set forth in a certain Declaration of Covenants, Conditions and Restrictions (the Declaration) applicable to that property known as CRANE'S NEST.
- b) Affix, levy, and collect, and enforce payment by any lawful means of, all charges and assessments pursuant to the terms of the declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the association, including all licenses, taxes, or governmental charges levied on or imposed against the property of the association;
- c) Acquire (by gift, purchase, or otherwise), own, hold, and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicated to public use, 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 a majority of the 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 areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication or transfer shall be effective unless an instrument has been signed by four-sixth of the members, agreeing to such dedications, sale or transfer;

f) Participate in mergers and consolidations with other nonprofit corporations organized for same purposes, or annex additional residential property or common areas, provided that any merger, consolidation, or annexation shall have the assent by vote or written instrument or four-sixths of the members.

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

The association is organized and shall be operated exclusively for the purposes set forth above. The activities of the association will be financed by assessments against members as provided in the declaration, and no part of any net earnings of the association will inure to the benefit of any member.

## **ARTICLE V MEMBERSHIP AND VOTING RIGHTS**

**Membership.** Every Owners of a Residential Dwelling unit or Building Plot in the Property and the Possible Future Development Property, if such property is developed and annexed as herein set forth, which is subject to assessment hereunder shall be a member of the Association. Such membership shall be coincident and appurtenant to the ownership of the Residential Dwelling Unit or Building Plot, and shall not be separately transferable. Membership shall cease upon the transfer or termination of ownership and shall not be otherwise subject to voluntary termination. Persons or entities who or which own Residential Dwelling Units or Building Plots merely as security for the performance of an obligation shall not be members of the Association; rather, the beneficial owner in such case shall be the Member. The Developer shall also be a member of the Association in accordance with the Declaration and By-laws of the Association.

**Voting Rights.** The Association shall have two classes of voting membership:

**Class A.** Class A members shall be all owners who have taken title to one or more Residential Dwelling units or Building Plots from the Developer, or from a successor in title to the Developer, which shall include Residential Dwelling Units and Building Plots within the Possible Future Development Property, if such property is annexed as herein provided. Class A members shall be entitled to one vote for each Residential Dwelling Unit or Building Plot, all such persons shall be members. The vote for such Residential Dwelling Unit or Building Plot shall be

exercised as they determine but in no such event shall more than one vote be cast with respect to any Residential Dwelling Unit or Building Plot .

Class B. The Class B Member shall be the Developer, who shall be entitled to three (3) votes for each Residential Dwelling Unit or Building Plot owned by Developer. The total number of votes of the Class B member shall be increased at the time of annexation of all or part of the Possible Future Development property to a number equal to three (3) times the number of Residential Dwelling Units and Building Plots included within the annexed property. The total number of votes of the Class B Member shall increase as above described each time a portion of the Possible Future Development Property is annexed as provided in the Declaration. Class B membership shall be converted to Class A membership upon the happening of one of the following events, whichever occurs earliest: (i) when the Developer has conveyed seventy-five percent (75%) of the Residential Dwelling Units and Building Plots located on the Property and Future Development Property if developed and annexed as herein provided; or (ii) January 2, 2015. Upon termination of the Class B membership, the Developer's membership shall convert to Class A membership for each Residential Dwelling Unit and Building Plot owned.

Membership and Voting Procedure. The By-laws of the Association shall more specifically define and describe the procedural requirement for Association Membership meetings and voting procedures, but shall not substantially alter or amend any of the rights or obligations of the Developer set forth herein.

## **ARTICLE VI DURATION**

The period of duration of the association shall be perpetual.

## **ARTICLE VII BOARD OF DIRECTORS**

The affairs of the association shall be managed by a Board of not less than three (3) nor more than five (5) Directors, the exact number to be determined at the time of election. Election of directors shall be held at the annual members' meeting. The method of election of directors is as stated in the bylaws.

The number of persons constituting the initial Board of Directors of the Association shall be three, and the names and addresses of the persons who shall serve as directors until the first elections are:

O. Frank Rushing, Jr.	1234 Airport Road, Suite 121 Destin, Florida 32541
John R. Rushing	1234 Airport Road, Suite 121 Destin, Florida 32541
David Connart	1234 Airport Road, Suite 121 Destin, Florida 32541

## **ARTICLE VIII OFFICERS**

The executive officers of the Association shall be a President, who shall be a director, a Vice-president, who shall be a director, a Secretary and a Treasurer. Officers shall be elected by the Board of Directors as set forth in the bylaws.

The names of the officers who are to serve until the first election are:

<u>Name</u>	<u>Office</u>
O. Frank Rushing, Jr.	President
John R. Rushing	Vice President
David Connart	Secretary/Treasurer

## **ARTICLE IX BYLAWS**

The bylaws of the association may be made, altered, or rescinded at any annual meeting of the association, or at any special meeting duly called for such purposes, on the affirmative vote of a majority of the members existing at the time of and present at such meeting except that the initial bylaws of the association shall be made and adopted by the board of directors.

## **ARTICLE X AMENDMENTS**

Amendments to these articles of incorporation may be proposed by any member of the association. These articles may be amended at any annual meeting of the association, or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of members existing at the time of, and present at such meeting.

## **ARTICLE XI DISSOLUTION**

On dissolution, the assets of the association shall 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 shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

## **ARTICLE XII INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent are: John R. Rushing, 1234 Airport Road, Suite 121, Destin, Florida 32541; Mailing address, P. O. Box 5495, Destin, Florida 32540.

**ARTICLE XIII INCORPORATOR**

The name and address of the incorporator are: John R. Rushing, 1234 Airport Road, Suite 121, Destin, Florida 32541.



John R. Rushing, Incorporator

3/7/2000

Date

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



John R. Rushing, Registered Agent

3/7/2000

Date

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