

Tuesday, May 30, 2000

Division of Corporations

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From: Account Name : BRUCE A. HAUGHT, P.A.
Account Number : 119980000079
Phone : (850)837-7021
Fax Number : (850)837-8121

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FLORIDA PROFIT CORPORATION OR P.A.
HARBOR BREEZE PLAZA OWNER'S ASSOCIATION, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 31, 2000

BRUCE A. HAUGHT, P.A.

SUBJECT: HARBOR BREEZE PLAZA OWNER'S ASSOCIATION, INC.
REF: W00000013874

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

You must list at least one incorporator with a complete business street address.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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Neysa Culligan
Document Specialist

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**ARTICLES OF INCORPORATION
OF
HARBOR BREEZE PLAZA OWNER'S ASSOCIATION,
INC.**

The undersigned, for purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is: HARBOR BREEZE PLAZA OWNER'S ASSOCIATION, INC. The principal place of business of the corporation is 975 Airport Rd., Destin, FL 32541.

ARTICLE II - NOT FOR PROFIT

The Corporation is a corporation not for profit as defined by Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III - DURATION

The duration of the Corporation is perpetual.

ARTICLE IV - PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To promote the health, safety and social welfare of the owners of property within that area referred to as "property" in the declaration of Covenants, Conditions and Restrictions for HARBOR BREEZE PLAZA to be recorded in the Public Records of Okaloosa County, Florida.

B. To maintain and/or repair landscaping in the general and/or common areas, parks, drainage, easements, streets and other common areas, structures, and other improvements in HARBOR BREEZE PLAZA, or appurtenant thereto, for which the obligation to maintain and repair has been delegated and accepted.

C. To control the specifications, architecture, design, appearance, elevation and location of and landscaping around all buildings and improvements of any type, including walls, fences, antennae, sewers, drains, disposal systems, signs or other structures constructed, placed or permitted to remain in HARBOR BREEZE PLAZA, as well as the alteration, improvement, addition and/or change thereto.

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- D. To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.
- E. To operate without profit for the sole and exclusive benefit of its members.
- F. To perform all of the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in the Declaration of Covenants and Restrictions hereinabove described.

ARTICLE V - GENERAL POWERS

The general powers that the Association shall have are as follows:

- A. To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.
- B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
- C. To delegate power or powers where such is deemed in the interest of the Association.
- D. To purchase, lease, hold, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out, contracts of every kind with any person, firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.
- E. To fix assessments to be levied against property, to defray expenses and the cost of effectuating the objects and purposes of the Association, and to create reasonable reserves of such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for collection of such assessments.
- F. To charge recipients for services rendered by the Association and the uses for use of Association property when such is deemed appropriate by the Board of Directors of the Association.
- G. To pay taxes and other charges, if any, on or against property owned or accepted by the Association.
- H. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

ARTICLE VI - MEMBERS

- A. The members shall consist of the property owners in HARBOR BREEZE PLAZA the property comprising HARBOR BREEZE PLAZA being described in Sections C and D of this Article, and all such property owners shall be members of the Association.

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B. "Developer", "Owner", "Lot", and any other defined terms used herein, and elsewhere in the Articles, are used with the definitions given those terms in the aforesaid Declaration of Covenants and Restrictions for Magnolia Park.

C. HARBOR BREEZE PLAZA consists of that certain real property situated in Okaloosa County, Florida, and described in the attached Exhibit "A".

ARTICLE VII - LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is Bruce A. Haught, 36468 Emerald Coast Pkwy., Suite 2101, Destin, FL 32541.

ARTICLE IX - VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one (1) vote for each lot in which they held the interest required for membership. When one or more persons hold such interest or interest in any lot, all such persons shall be members, and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot. Except where otherwise required under the provisions of these Articles, the Declaration of Covenants, Conditions and Restrictions for HARBOR BREEZE PLAZA, or bylaws, the affirmative vote of the owners of a majority of lots represented at any meeting of the members duly called and at which a quorum is present, shall be binding upon the members.

B. The Association will obtain funds with which to operate by assessment of its members in accordance with the provisions of the Declaration of Covenants and Restrictions for HARBOR BREEZE PLAZA, as supplemented by the provisions of the Articles and Bylaws of the Association relating thereto.

ARTICLE X - BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. So long as Developer shall have the right to appoint a majority of the Board of Directors, and Directors need not be members of the Association and need not be residents of the State of Florida; thereafter, all Directors shall be members of the Association and residents of the State of Florida. Directors shall be elected and appointed, as the case may be, for a term of two (2)

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1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director or officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceedings or appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expense which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonable believed to be in the best interest of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

**ARTICLE - XV TRANSACTION IN WHICH DIRECTORS
OR OFFICERS ARE INTERESTED**

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A. No contract or transaction between the Association and one or more of its Directors officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest shall be invalid, void or voidable solely for the reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interest in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XVI - DISSOLUTION IF THE ASSOCIATION

A. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors to the Association to be appropriate for such dedication and which the authority is willing to accept.

2. Remaining assets shall be distributed among the members, subject to the limitations set forth below, as tenants in common, each member's share of the assets to be determined in accordance with its voting rights.

3. The Association may be dissolved upon a resolution to that affect being recommended by two thirds (2/3 rds.) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import, and approved by two-thirds (2/3 rds.) of the voting rights of the Association's members.

In Witness Whereof, the undersigned have signed these Articles of Incorporation this 27 day of July, 2000.

H. Paul Kellum
H. Paul Kellum

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is HARBOR BREEZE PLAZA OWNER'S ASSOCIATION, Inc.

2. The name and address of the registered agent and office is Bruce A. Haught, 36468 Emerald Coast Pkwy., Suite 2101, Destin, FL 32541

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

Dated this 5th day of May, 2000.

Bruce A. Haught

By: 
Registered Agent