

TAYLOR & VAN MATRE, P. A.  
ATTORNEYS AT LAW  
4300 BAYOU BOULEVARD  
MADISON PARK TOWNOFFICES  
SUITE 16

JAMES C. TAYLOR  
THOMAS G. VAN MATRE, JR.

PENSACOLA, FLORIDA 32503

FILED  
01 FEB 27 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

POST OFFICE BOX 9396  
PENSACOLA, FLORIDA 32513-9396  
(850) 474-1030  
FAX (850) 479-4480  
TVM@PCOLA.GULF.NET

NO100000/448

February 20, 2001

Corporate Records Bureau  
Division of Corporations  
Department Of State  
Post Office Box 6327  
Tallahassee, FL 32301

700003783587--6  
-02/27/01--01126--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

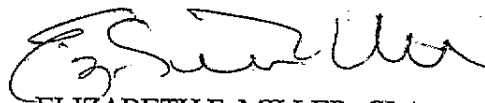
RE: Villa Vizcaya Homeowners Association of Santa Rosa County, Inc.  
Our File: CTB-722

Dear Ladies:

Enclosed are the original and one duplicate copy of the Articles of Incorporation for the referenced corporation. Please file the original in your office and return the duplicate copy to the undersigned, duly certified.

I have also enclosed our check in the amount of \$78.75 to cover the filing fee for the non-profit corporation.

Yours truly,



ELIZABETH F. MILLER, CLA  
Certified Legal Assistant

Enclosures

cc: Mr. Doyle L. Traxler

90  
2-20-01

**FILED**  
01 FEB 27 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**VILLA VIZCAYA HOMEOWNERS ASSOCIATION OF  
SANTA ROSA COUNTY, INC.**

**(A Corporation Not For Profit)**

I, the undersigned, with other persons being desirous of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I - NAME**

The name of this Corporation is **VILLA VIZCAYA HOMEOWNERS ASSOCIATION OF SANTA ROSA COUNTY, INC.**, a corporation not for profit.

**ARTICLE II - ADDRESS**

The initial street address of the principal office of the corporation is 841 Woodbine Drive, Pensacola, Florida 32503, and the mailing address of the corporation is 841 Woodbine Drive, Pensacola, Florida 32503.

**ARTICLE III - PURPOSE**

No part of the net earnings of this corporation shall inure to the benefit of any individual or member. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

The general nature of the objects and purposes of this corporation shall be to provide for preservation and architectural control of the owners' parcels and homes and common areas, if any, within that certain tract of property described as:

**SEE ATTACHED EXHIBIT "A"**

and to promote the health, safety, and welfare of the residents within the above-described property, 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 property and recorded or to be recorded in the public records of Santa Rosa 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.

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members 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, if any, 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 each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit 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 each class of members;

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

#### **ARTICLE IV - MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee simple interest in any lot which is subject by covenants of record to assessment by the Corporation, including contract sellers, shall be a member of the Corporation. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from the ownership of any parcel that is subject to assessment by the Corporation. The ownership of such parcel shall be the sole qualification for membership.

#### **ARTICLE V - VOTING RIGHTS**

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds 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(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

**ARTICLE VI - BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of at least three (3) Directors, who need not be members of the Corporation. The Directors shall be elected at the annual meeting of the members in the manner specified in the By-Laws. The number of Directors may be changed by amendment of the By-Laws of the Corporation. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Doyle L. Traxler	841 Woodbine Drive Pensacola, Florida 32503
Julie D. Traxler	841 Woodbine Drive Pensacola, Florida 32503
Randall S. Lemon	P.O. Box 15673 Pensacola, Florida 32514

**ARTICLE VII - LIABILITIES**

The highest amount of indebtedness or liability, direct or contingent, to which this Corporation may be subject at any one time shall not exceed \$5,000.00, provided that any additional indebtedness liability or obligations may be authorized at any time by the assent of two-thirds (2/3) of the membership.

**ARTICLE VIII - MERGERS AND CONSOLIDATIONS**

To the extent permitted by law, the Corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the entire membership.

## **ARTICLE IX - AUTHORITY TO MORTGAGE**

Any mortgage by the Corporation of the Common Area, if any, as defined in the Declaration of Covenants, Conditions, and Restrictions shall have the assent of two-thirds (2/3) of the entire membership.

## **ARTICLE X - DISSOLUTION**

This corporation 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 corporation, the assets, both real and personal, of the Corporation shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. 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 purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Corporation.

## **ARTICLE XI - DURATION**

The Corporation shall exist perpetually.

## **ARTICLE XII - MEETINGS FOR ACTIONS GOVERNED BY ARTICLES VI - X**

In order to take action under Articles VI through X, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than 30 days nor more than 60 days in advance of the meeting. The presence of members or of proxies entitled to cast 60% of the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than 60 days following the preceding meeting. In the event the required quorum is not present by

person or by proxy at one of such meetings or at any meeting, members not present may give their written assent to the action taken thereat and said persons shall thereupon be counted as present for the purpose of constituting a quorum.

### **ARTICLE XIII - AMENDMENTS**

Amendment of these Articles shall require the assent of 75% of the entire membership. The By-Laws may be amended by a majority of a quorum of the members at a regular or special meeting.

### **ARTICLE XIV - INCORPORATOR**

The name and residence of the incorporator of this corporation not for profit is:

NAME  
Doyle L. Traxler

ADDRESS  
841 Woodbine Drive  
Pensacola, FL 32503

### **ARTICLE XV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be 4300 Bayou Boulevard, Suite 16, Pensacola, Florida 32503, and the name of the initial registered agent is THOMAS G. VAN MATRE, JR., of TAYLOR & VAN MATRE, P.A.

### **ARTICLE XVI - OFFICERS**

Section 1. The officers of the Corporation shall be a President, such number of Vice Presidents, a Secretary/Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

NAME  
Doyle L. Traxler

OFFICE  
President

Julie D. Traxler

Secretary/Treasurer

Randall S. Lemon

Vice-President

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE XVII - FHA/VA APPROVAL

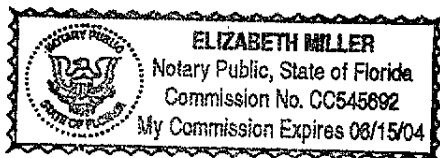
As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers, and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.


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 16<sup>th</sup> day of February, 2001.

  
DOYLE L. TRAXLER, Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of February, 2001, by DOYLE L. TRAXLER, who executed the foregoing instrument and acknowledged that he executed same for the uses and purposes therein set forth, who is personally known to me or who has produced personally known as identification.



  
NOTARY PUBLIC



**EXHIBIT "A"**

Commence at the Northwest corner of North Shores 1<sup>st</sup> Addition, a subdivision of a portion of Section 24, Township 2 South, Range 27 West, Santa Rosa County, Florida, as recorded in Plat Book C at Page 67 of the Public Records of said County said point being the intersection of the South right of way line of U. S. Highway No. 98 (State Road 30) and the East line of Lot 3 of the aforesaid Section 24; thence North 89°25'53" West along said R/W line a distance of 601.87 feet for the Point of Beginning; thence continue North 89°25'53" West a distance of 169.75 feet to the Northeast corner of property described in Official Records Book 860 at pages 434 and 435 of the public records of said County; thence South 01°06'20" West along the East line of said property described in Official Records Book 860 at Pages 434 and 435, of the public records of said County a distance of 1448.37 feet; thence South 88°53'40" East a distance of 87.29 feet to a point on the Westerly right-of-way line of Villa Vizcay Drive (50' R/W) said point also being a point on a curve concave to the East having a radius of 50.00 feet, a central angle of 61°07'32", a chord distance of 50.85 feet, and a chord bearing of South 11°35'06" West thence Southwesterly along said curve and right-of-way line an arc distance 53.34'; thence North 88°53'40" West a distance of 78.05 feet; thence South 01°06'20" West a distance of 286.57 feet to a point hereafter known as Point "A"; thence continue South 01°06'20" West a distance of 3.00 feet more or less to the waters edge of Santa Rosa Sound thence meander Easterly along said waters edge a distance of 490.00 feet more or less; thence North 01°06'20" East a distance of 15.00 feet more or less to a point hereafter known as Point "B," said point "B" lying North 74°49'14" East a distance of 491.32 feet from aforesaid Point "A"; thence continue North 01°06'20" East a distance of 1451.58 feet; thence North 89°25'53" West a distance of 300.00 feet; the thence North 00°34'07" East a distance of 200.00 feet to the Point of Beginning. All lying and being in Lot 3 of aforesaid Section 24, Township 2 South, Range 27 West, Santa Rosa County, Florida. Containing 17.27 acres more or less.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **VILLA VIZCAYA HOMEOWNERS ASSOCIATION OF SANTA ROSA COUNTY, INC.**, a corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Pensacola, County of Escambia, State of Florida, has named **THOMAS G. VAN MATRE, JR.**, of Taylor & Van Matre, P.A., 4300 Bayou Boulevard, Suite 16, City of Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within this State.

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 the position of Registered Agent and I agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
THOMAS G. VAN MATRE, JR., Resident Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 FEB 27 AM 8:20

FILED