

HILTON, HILTON, KOLK & ROESCH, P.A.

NO10000004626

P.O. BOX 59462
4116 HIGHWAY 231 NORTH
PANAMA CITY, FL 32412-0462
TEL. (850) 785-0535
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ATTORNEYS AT LAW

L. CHARLES HILTON, JR.
JULIE K. HILTON
JACALYN N. KOLK

June 11, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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-06/14/01--01063--001
****122.50 *****78.75

RE: OSCEOLA POINT OWNERS ASSOCIATION, INC.

To Whom It May Concern:

Enclosed find an original and two copies of the Articles of Incorporation for the above corporation. Please file the original in your offices and certify and return a copy to this firm.

We are enclosing our check in the amount of \$122.50 which includes the \$35.00 Filing fee, 35.00 Registered Agent Fee and \$52.50 Certified Copy charge.

Very truly yours,

Jacalyn N. Kolk

Jacalyn N. Kolk

JNK/jgi

Enclosures

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01 JUL -2 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W01-13837

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June 28, 2001

Bobby Cox
Florida Division of Corporations
409 E. Gaines Street
George Firestone Building
Tallahassee, FL 32399

Re: Osceola Point Owners Association, Inc.

Dear Ms. Cox:

Pursuant to your requirements, we are submitting the referenced articles of incorporation with Sylvia Calo named individually for director, registered agent and incorporator.

Very truly yours,



Jody Juchniewicz
Legal Assistant

Enclosures

ARTICLES OF INCORPORATION
OF
OSCEOLA POINT OWNERS ASSOCIATION, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**** OFFICIAL RECORDS ****
BOOK: 1778
PAGE: 1025

ARTICLE I - NAME

The name of this non-for-profit corporation is OSCEOLA POINT OWNERS ASSOCIATION, INC. located at 415 Iowa Avenue, Lynn Haven, FL 32444.

ARTICLE II - PURPOSES

The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:

To promote the health, safety, and welfare of the property owners on the lands more particularly described in Exhibit "A" and "D" attached hereto and incorporated herein by reference and situated in "Osceola Point" and such additions thereto as may hereafter be made, hereinafter referred to as "The Properties", and for this purpose to:

- A. Own, acquire, operate and maintain for the benefit of property owners the property hereinafter referred to as the "Common Properties" described in Exhibit "D" attached, together with any buildings or other improvements that may be constructed thereon, including but not limited to: commons, open spaces, and private streets, if any; and
- B. Maintain unkept lands or trees; and,
- C. Fix and collect assessments (or charges) to be levied against The Properties; and,

- D. Enforce any and all covenants, restrictions and agreements applicable to The Properties; and,
- E. Pay taxes and insurance on the Common Properties and facilities; and,
- F. To make and amend reasonable rules for the property described on Exhibits "A" and "D".
- G. Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of The Properties.

ARTICLE III - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Living Unit which is subject by covenants of record to assessment by OSCEOLA POINT OWNERS ASSOCIATION, INC. shall be a member of the Association from the date such member acquires title to the Lot provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

ARTICLE IV - MEETINGS

The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE V - TERM

This Corporation shall have perpetual existence.

ARTICLE VI - THE INCORPORATION

The name and address of the Incorporator is:

Sylvia Ann Calo

Post Office Box 484
Lynn Haven, FL 32444

ARTICLE VII - OFFICERS

The officers shall be a president, a vice president, a secretary, and a treasurer, and such other officers as may be determined by the Board of Directors. The president shall be a member of the Board of Directors. The officers shall be chosen by majority vote of the directors. All officers shall hold office at the pleasure of the Board of Directors.

ARTICLE VIII - INITIAL OFFICERS

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Sylvia Ann Calo	President	Post Office Box 484 Lynn Haven, FL 32444
<u>Marilyn Smith</u>	Vice- President	<u>415 Iowa Avenue</u> <u>Lynn Haven, Florida 32444</u>
<u>Carolyn Calo</u>	Secretary Treasurer	<u>415 Iowa Avenue</u> <u>Lynn Haven, FL 32444</u>

ARTICLE IX - BOARD OF DIRECTORS

The initial Board of Directors shall consist of 3 Directors who shall hold office until the termination of the Class "B" Membership and until the election of their successors at a meeting

of members, or until her prior resignation. Upon the termination of the Class "B" membership, the affairs of the Corporation shall be managed by a Board of not less than three (3) nor more than nine (9) Directors, each of whom shall serve for a one-year term and who need not be members of the Association. The Board may be increased in size up to nine (9) members at the discretion of a majority of the initial Board of Directors. However, the Board shall at all times contain an odd number of members. As long as Calo owns any Lot on the Properties, Calo shall be entitled to name one member to the Board of Directors, who cannot be removed except by Calo.

NAME

ADDRESS

Sylvia Ann Calo

Post Office Box 484
Lynn Haven, FL 32444

Marilyn Smith

415 Iowa Avenue
Lynn Haven, FL 32444

Carolyn Calo

415 Iowa Avenue
Lynn Haven, FL 32444

**ARTICLE X - INITIAL REGISTERED OFFICE,
ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of this Corporation shall be at 415 Iowa Avenue, Lynn Haven, FL 32444 with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Sylvia Ann

Calo :

ARTICLE XI - INDEMNIFICATION

11.1 Indemnify. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

11.2 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or

proceeding referred to in Section 11.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

11.3 Advanced. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article 11.

11.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

11.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another incorporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

11.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 11 may not be amended without the prior written consent of all persons whose

interest would be adversely affected by such amendment.

ARTICLE XII - BY-LAWS

The First By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors, Members and the Developer in the manner provided in the By-Laws and the Declaration of Covenants and Restrictions.

ARTICLE XIII - VOTING RIGHTS

The OSCEOLA POINT OWNERS ASSOCIATION, INC. shall have two classes of voting membership:

Class A. Class "A" membership shall be all those owners as defined in Article III with the exception of Sylvia Ann Calo as Trustee of the Calo Trust u/a Last Will and Testament of Emogene Chapman Atwater, deceased, (hereinafter "CALO") (the "Developer"). Class "A" members shall be entitled to one vote for each Lot in which they hold the interests required for membership by Article III. When more than one person holds such interest or interest in any Lot or Living Unit, all such persons shall be members, and the vote for such Lot or Living Unit shall be divided among them fractionally as their interest appears on the deed of record but each Lot or Living Unit shall be entitled to only one vote.

Class B. The Class "B" member shall be the Developer, Sylvia Ann Calo as Trustee of the Calo Trust u/a Last Will and Testament of Emogene Chapman Atwater, deceased. The Class "B" member shall be entitled to two votes for each Lot or Living Unit in which it holds the interests required for membership by Section 1 of this Article, provided

that the Class B membership shall cease and become converted to Class A membership with all voting rights of Class "A" membership on the happening of the following event:

Within one hundred twenty (120) days after 90% of the total Lots and Living Units have been conveyed to someone other than CALO and

The Developer is prepared to convey, upon such event, a legal title to the Common Properties.

Likewise, upon the happening of this event, at such earlier date as the Developer may determine, a meeting of members shall be called for the purpose of electing officers and directors, the then officers and directors shall submit their written resignation, the Class "A" members shall elect their own officers and directors and assume control of the Corporation. Provided, however, that so long as CALO is the owner of one Lot or Living Unit in the said subdivision, it shall be entitled to elect one member of the Board of Directors. After conversion, CALO is entitled to vote only on those lot(s) on which she is paying assessments pursuant to the Covenants and Restrictions.

ARTICLE XIV - ASSIGNMENT

No right to any funds or assets of the Association can be assigned, hypothecated or transferred except as an appurtenance to the Lot or Living Unit itself.

ARTICLE XV - QUORUM FOR OTHER ACTIONS

Except as otherwise provided, the presence at the meeting of members entitled to cast or of proxies entitled to cast one-third of the combined votes of both classes of membership

shall constitute a quorum for any action governed by the Articles of Incorporation or by the By-Laws of this Corporation.

**ARTICLE XVI - DEDICATION OF PROPERTIES OR
TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY**

The Corporation shall have power to dispose of its real properties only as authorized under the recorded covenants and restrictions applicable to said properties.

ARTICLE XVII - DISSOLUTION

The Corporation may be dissolved only with the assent given in writing and signed by the members entitled to vote two-thirds (2/3) of each class of membership, except as otherwise provided in the recorded covenants and restrictions applicable to the properties. Written notice of a proposal to dissolve, setting forth the reasons thereof and the disposition to be made of the assets (which shall be consistent with Article XVIII hereof) shall be mailed to every member at least ninety (90) days in advance of any action taken.

ARTICLE XVIII - DISPOSITION OF ASSETS UPON DISSOLUTION

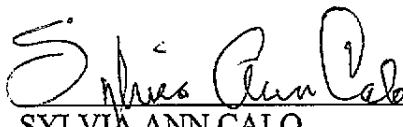
Upon dissolution of the Corporation, the assets, both real and personal of the Corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that 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 as nearly as practicable the same as those to which they were required to be devoted by the Corporation.

No disposition of OSCEOLA POINT OWNERS ASSOCIATION, INC. properties shall be effective to divest or diminish any right of title to any member vested in him under the recorded covenants and deeds applicable to The Properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE XIX - AMENDMENTS

The Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

IN WITNESS WHEREOF, the Incorporator has affixed her authorized signature and seal this 27th day of June, 2001.


SYLVIA ANN CALO

STATE OF FLORIDA
COUNTY OF BAY

Sworn to (or affirmed) and subscribed before me this 27th day of June, 2001 by SYLVIA ANN CALO.

Personally Known ☒

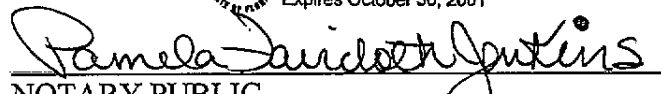
OR Produced Identification ☒

Type of Identification Produced

Social Security Card



Pamela Faircloth Jenkins
My Commission CC693147
Expires October 30, 2001


NOTARY PUBLIC
(Print, Type or Stamp Name of Notary):

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

Pursuant to the provisions of Section 607.0501 or 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:

Osceola Point Owners Association, Inc.

2. The name and address of the registered agent and office is:

Sylvia Ann Calo

(Name)

415 Iowa Avenue

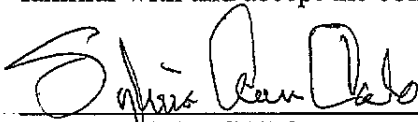
(P. O. Box NOT acceptable)

Lynn Haven, Florida 32444

(City/State/Zip)

FILED
01 JUL -2 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 positions as registered agent.


SYLVIA ANN CALO
Signature

6-27-01
Date

EXHIBIT "A"
Existing Properties in
Osceola Point Owners Association, Inc.

LEGALS FOR LOTS

Lots 1 through 22, Osceola Point, a recorded subdivision, per plat thereof recorded in Plat Book 17, Page 22 in Bay County, Florida.

Exhibit "D"

Common Properties of
Osceola Point Owners Association, Inc.

Interior private roadway as depicted on the plat for Osceola Point, as shown in Plat Book 17,
Page 22 of the Public Records of Bay County, Florida and as described below:

PRIVATE ROAD & UTILITY EASEMENT:

Begin at the intersection of the South right-of-way line line of 5th Street and the East right-of-way line of Iowa Avenue (also being the West line of Section 3, Township 3 South, Range 14 West, Bay County, Florida); thence North $00^{\circ}13'05''$ East along said East right-of-way line of Iowa Avenue for 62.20 feet; thence departing said East right-of-way line; bear North $74^{\circ}56'27''$ East for 146.28 feet; thence North $00^{\circ}00'00''$ East for 161.81 feet to the point of curvature of a curve to the right having a central angle of $90^{\circ}26'25''$, a radius of 75.00 feet; a chord of 106.47 feet; bearing North $45^{\circ}13'13''$ East; thence Northeasterly along said curve for an arc distance of 118.38 feet to the point of tangency of said curve; thence South $89^{\circ}33'35''$ East for 89.96 feet to the point of curvature of a curve to the right having a central angle of $213^{\circ}24'45''$, a radius of 50.00 feet, a chord of 95.78 feet, bearing South $16^{\circ}01'24''$ West; thence Southeasterly, Southerly, Southwesterly, and Northwesterly along said curve for an arc distance of 186.24 feet to the point of a compound curve to the left having a central angle of $110^{\circ}23'14''$, a radius of 51.98 feet, a chord of 85.36 feet, bearing South $67^{\circ}32'46''$ West; thence Northwesterly and Southwesterly along said curve for an arc distance of 100.15 feet to the point of tangency of said curve; thence South $00^{\circ}00'00''$ West for 92.18 feet to the point of curvature of a curve to the left having a central angle of $70^{\circ}33'50''$, a radius of 25.00 feet, a chord of 28.88 feet, bearing South $35^{\circ}17'13''$ East; thence Southeasterly along said curve for an arc distance of 30.79 feet to the point of tangency of said curve; thence South $70^{\circ}34'27''$ East for 123.79 feet to the point of curvature of a curve to the left having a central angle of $75^{\circ}12'29''$, a radius of 25.00 feet; a chord of 30.51 feet, bearing North $71^{\circ}49'07''$ East; thence Northeasterly along said curve for an arc distance of 32.82 feet to the point of compound curve to the right having a central angle of $223^{\circ}24'03''$, a radius of 50.00 feet, a chord of 92.91 feet, bearing South $34^{\circ}05'19''$ East; thence Northeasterly, Southeasterly, and Southwesterly along said curve for an arc distance of 194.95 feet to the point of tangency of said curve; thence South $77^{\circ}36'43''$ West for 48.13 feet; thence North $70^{\circ}34'27''$ West for 143.37 feet; thence North $87^{\circ}41'29''$ West for 123.27 feet; thence South $74^{\circ}56'27''$ West for 114.53 feet to the Point of Beginning.