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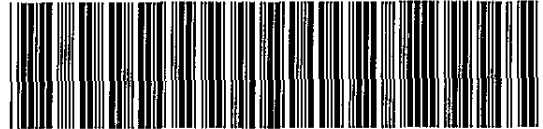
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305 Main Street,
Destin, Florida 32541

Telephone: (850) 654-8540
Facsimile: (850) 837-3502

February 7, 2003

Southeast Security, Inc.
3841-A Killbuck Court
Tallahassee, FL 32308

VIA UPS OVERNIGHT MAIL

ATTENTION: Dan Bowden

Re: Articles of Incorporation for:
Tradewinds Of Bay County Beach Services, Inc.
Tradewinds Of Bay County Owners' Association, Inc.

Dear Mr. Bowden:

Enclosed please find the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the two above-referenced corporations. Also enclosed are two checks made payable to the Secretary of State. The one in the amount of \$70.00 represents the filing fee for Tradewinds Of Bay County Beach Services, Inc. The other check for \$78.50 is for the filing fee for Tradewinds of Bay County Owners' Association, Inc. and to obtain a certificate of good standing for same (I know the certificate is unusual for a newly formed corporation, but Kathleen Reynolds is requesting it so that she can place it in a condominium package that she is preparing.

Please walk these applications through the Secretary of State's office, then fax a letter evidencing filing to me at (850) 837-3502. I am enclosing your fee for same.

Thank you for your assistance in this regard. Should you or the Secretary of State's office have any questions, please do not hesitate to contact me.

Sincerely,

MATTHEW J. PERRAS
Legal Assistant to Kathleen Reynolds

/mjp
Enclosures: a/s

ARTICLES OF INCORPORATION
OF
TRADEWINDS OF BAY COUNTY OWNERS' ASSOCIATION, INC.

THE UNDERSIGNED, by the Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and to that end, do by these Articles of Incorporation, set forth as follows:

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be "Tradewinds Of Bay County Owners' Association, Inc." (the "Association") and the street address of its initial principal office is c/o Tradewinds Of Bay County Developers, Inc., 12889 Emerald Coast Parkway, Suite 111-A, Destin, Florida 32550.

ARTICLE II. PURPOSE

This association is organized for the purpose of providing an entity under the Florida Condominium Act ("the Act") for the operation of a condominium located in Bay County, Florida, and known as Tradewinds Of Bay County, a Condominium (the "condominium"), to be created under the Declaration Of Condominium (the "Declaration").

ARTICLE III. SUBMISSION TO JURISDICTION

The condominium shall be operated by the Association upon recordation of the Declaration.

ARTICLE IV. POWERS

The powers of the Association shall include and be governed by the following provisions:

(A) The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles, the Declaration Of Condominium of any condominium operated by the Association, or any shared use agreement entered into pursuant to the Declaration.

(B) The Association shall have all the powers and duties set forth in these Articles, the Declaration Of Condominium of any condominium operated by the Association, any shared use agreement entered into pursuant to the Declaration, and the Condominium Act except where the Act allows limitations by these Articles or the Declaration Of Condominium of any condominium operated by the Association and all of the powers and duties reasonably necessary to operate condominiums pursuant to the Declaration Of Condominium of any condominium operated by the Association and as it may be amended from time to time, including but not limited to the following:

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(1) To hold title to and own fee simple or other lesser interest in real, personal or mixed property, wherever situated, including units in any condominium operated by the Association, and to lease, mortgage and convey same.

(2) To make and collect assessments against the members as Unit owners to defray the costs, expenses and losses of any condominium operated by the Association or to defray the costs, expenses and losses of any other business, enterprise, venture or property interest of the Association.

(3) To use the proceeds of the assessments in the exercise of these powers and duties.

(4) To maintain, repair, replace and operate the property of any condominium operated by the Association or any other property of the Association.

(5) To purchase insurance upon the property of any condominium operated by the Association or the other property of the Association and insurance for the protection of the Association and its members.

(6) To reconstruct improvements after casualty and to further improve the property of any condominium operated by the Association or any other property of the Association.

(7) To make and amend reasonable regulations respecting the use of the property of any condominium operated by the Association or the other property of the Association.

(8) To enforce by legal means the provisions of the Condominium Act, the Declaration Of Condominium of any condominium operated by the Association, these Articles, the By-Laws of the Association and regulations for the use of the property of any condominium operated by the Association or the other property of the Association.

(9) To contract for the management of the Association, any condominium operated by the Association or any portion thereof, and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration Of Condominium of any condominium operated by the Association to have approval of the Board of Directors or the membership of the Association.

(10) To contract with the Developer, its successors and assigns, and any of the partners of the Developer, their officers, directors, partners or shareholders.

(11) To acquire fee simple title to, to lease, acquire memberships or acquire other possessory or use interest in and to operate lands and facilities whether or not contiguous to the lands of any condominium operated by the Association, intended to provide for the enjoyment, recreation or other use or benefit of the members, or a substantial number of the members, of the Association.

(12) To determine which persons shall be entitled to use the condominium property including all fees, charges and other terms and conditions relating to such use and to enter into such agreements as may be necessary or incidental thereto, including the leasing of portions of the common elements.

(13) To employ personnel to perform the services required for the proper operation, management, maintenance or control of the Association, any condominium operated by the Association or any other property of the Association.

(14) To hire attorneys or other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the members of the Association where such actions or rights are common to all members, or a substantial number of the members; and to bring such action in the name of and on behalf of the members.

(15) To provide and/or arrange for all services which the law permits to be provided by a condominium association including those services set forth in Florida Statutes, section 718.111.

(16) To Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.

(C) All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration Of Condominium of any condominium operated by the Association and by the By-Laws of the Association.

ARTICLE V. MEMBERS

(A) The members of the Association shall consist of all record owners of units in such condominiums as may, from time to time, be submitted to the jurisdiction of the Association and after termination of any such condominium, shall consist of those who are members at the time of such termination and their successors and assigns.

(B) Membership shall be established by the acquisition of fee title to a Unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his or her entire fee ownership in such Unit; provided that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Units at any time while such person or entity shall retain fee title to or fee ownership interest in any Unit.

(C) The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Unit(s)

owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws.

(D) On all matters on which the membership shall be entitled to vote, there shall be one, and only one, vote for each Unit in the Condominium (the "Voting Interest"), which Voting Interest may be exercised or cast by the owner(s) of each Unit as provided in the By-Laws. Should any member own more than one Unit, such member shall be entitled to exercise or cast one (1) Voting Interest for each such Unit, in the manner provided by the By-Laws.

ARTICLE VI. DIRECTORS

(A) The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than seven (7) directors who shall be designated or elected as hereinafter set forth. Directors need not be members of the Association.

(B) Tradewinds Of Bay County Developers, Inc., a Florida corporation (the "Developer"), shall have the right to designate the members of the Board of Directors for so long as the law will permit it to do so. Unit owners, other than the Developer, shall have the right to elect such Directors at such time and in such manner as the law requires.

(C) Until unit owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the Board of Directors shall consist of three (3) members. The first election of Directors shall consist of three (3) members. The first election of Directors shall not be held until required by the Condominium Act, Chapter 718, Fla. Stat. (1997), including Section 718.301(1)(a)-(e) thereof, or until the Developer elects to terminate its control of the Association. Notwithstanding the foregoing, the Developer shall be entitled at any time to waive in writing its rights hereunder, and to transfer control of the Association to the unit owners prior to the times required by law. The provisions of Section 718.301 (1) (a)-(e) are set forth in Article (D) below.

(D) Section 718.301 (1)(a)-(e) of the Condominium Act provides as follows:

"718.301 Transfer of association control.

- (1) When unit owners other than the developer own 15 percent or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the developer shall be entitled to elect no less than one-third of the members of the board of administration of the association. Unit owners other than the developer are entitled to elect not less than a majority of the members of the board of administration of an association.
- (a) Three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;

- (b) three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;
- (c) When all the units that will be operated ultimately by the association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business.
- (d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business.
- (e) Seven years after recordation of the declaration of condominium; or, in the case of an association which may ultimately operate more than one condominium, 7 years after recordation of the declaration for the first condominium it operates; or, in the case of an association operating a phase condominium created pursuant to §718.403, 7 years after recordation of the declaration creating the initial phase, whichever occurs first. The developer is entitled to elect at least one member of the board of administration of an association as long as the developer holds for sale in the ordinary course of business at least 5 percent, in condominiums with fewer than 500 units, and 2 percent, in condominiums with more than 500 units, of the units in a condominium operated by the association. Following the time the developer relinquishes control of the association, the developer may exercise the right to vote any developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the association or selecting the majority members of the board of administration.”

(E) The names and addresses of the members of the first Board of Directors who have been designated as such by the Developer are as follows:

NAME

ADDRESS

Thomas B. Henry, Jr.

12889 Emerald Coast Parkway
Suite 111-A
Destin, Florida 32550

Herman F. Klein, Jr.

906 Ball Street, Suite 10
Perry, Georgia 31069

Susan J. Henry

12889 Emerald Coast Parkway
Suite 111-A
Destin, Florida 32550

Until Unit owners other than the Developer are entitled to elect members of the Board of Directors, the members of the Board of Directors shall be designated by the Developer and may be changed from time to time as the Developer, in its sole discretion, may determine.

(F) After Unit owners other than the Developer elect a majority of the members of the Board of Directors, the Developer shall, within the time required by law, relinquish control of the Association and shall deliver to the Association possession and control of all Condominium Property of the Unit owners and of the Association held or controlled by the Developer.

(G) Beginning with the election at which unit owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the affairs of the Association will be managed by a Board consisting of seven (7) directors. After unit owners other than the Developer are entitled to elect a majority of the members of the Board of Directors, directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

ARTICLE VII. OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
President, Thomas B. Henry, Jr.	12889 Emerald Coast Parkway Suite 111-A Destin, Florida 32550
Vice-President, Herman F. Klein, Jr.	906 Ball Street, Suite 10 Perry, Georgia 31069
Secretary/Treasurer, Susan J. Henry	12889 Emerald Coast Parkway Suite 111-A Destin, Florida 32550

ARTICLE VII. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the

performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors and officers liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE IX. BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X. AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(B) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the secretary or assistant secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than two thirds (2/3) of the vote of the entire membership of the Association.

(C) Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon any condominium operated by the Association.

(D) Provided, further, that no amendment shall abridge, limit or alter the rights reserved by or granted to the Developer, its successors or assigns, or any successor developer, by these Articles or By-Laws without the prior written consent of the Developer, its successors or assigns, or a successor developer.

(E) A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Bay County, Florida.

ARTICLE XI. TERM

The Association shall have perpetual existence.

ARTICLE XII. SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is as follows:

NAME

ADDRESS

Thomas B. Henry, Jr.

12889 Emerald Coast Parkway
Suite 111-A
Destin, Florida 32550

ARTICLE XIII. APPOINTMENT OF REGISTERED AGENT AND OFFICE

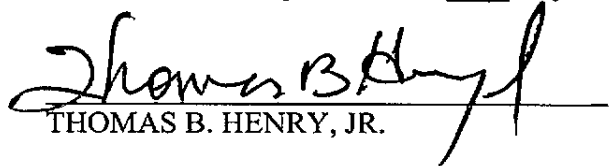
Thomas B. Henry, Jr. is hereby appointed to serve as Registered Agent of the Association. The street address of the Registered Office of the Registered Agent is 12889 Emerald Coast Parkway, Suite 111-A, Destin, Florida 32550.

ARTICLE XIV. DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association, the assets, both real and personal of the Association, 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 Association. In the event that such dedication is refused, 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 Association.


No disposition of Tradewinds Of Bay County Owners Association, Inc., properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded Declaration of Condominium for any condominium operated by the Association, unless made in accordance with the provisions of any applicable declaration.

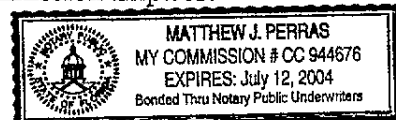
IN WITNESS WHEREOF, the subscriber has affixed his signature this 24 day of February, 2003.


THOMAS B. HENRY, JR.

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 24 day of February, 2003, by Thomas B. Henry, Jr. who is personally known to me or who has produced a Florida Driver's License as identification.


NOTARY PUBLIC
My Commission Expires:



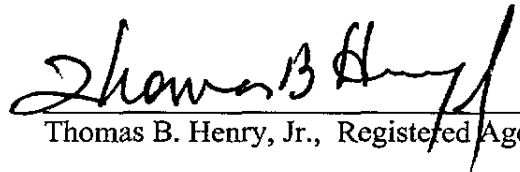
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: Tradewinds Of Bay County Owners' Association, Inc.
2. The name and address of the registered agent is Thomas B. Henry, Jr., 12889 Emerald Coast Parkway, Suite 111-A, Destin, Florida 32550. The address of the principal office is 12889 Emerald Coast Parkway, Suite 111-A, Destin, Florida 32550.

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 7th day of February, 2003.


Thomas B. Henry, Jr., Registered Agent

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