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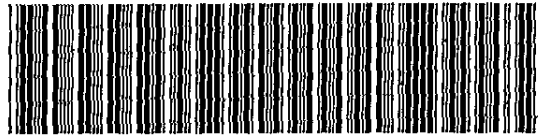
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 MAY 19 PM 1:33

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HOMEOWNERS PROTECTION ASSOCIATION

May 16, 2003

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed are the articles of incorporation for Homeowners Protection Association and a check for \$78.75. We respectfully request that the enclosed articles be filed today. The check covers the filing fee (\$35), the designation of registered agent (\$35), and a certified copy of the Articles (\$8.75). Please return the certified copy upon filing.

If you have any questions, please do not hesitate to call me.

Sincerely,

*Elizabeth C. Allen*

Elizabeth C. Allen

Enclosures

**ARTICLES OF INCORPORATION  
OF  
HOMEOWNERS PROTECTION ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I.  
Name and Principal Office**

The name of the Corporation is Homeowners Protection Association, Inc. (the "Corporation"). The street address of the initial principal office and mailing address of the Corporation shall be PMB 213, 1520 Sawgrass Village Dr., Ponte Vedra Beach, St. Johns County, Florida 32082.

**ARTICLE II.  
Initial Registered Agent and Office**

The name and street address of the Corporation's initial registered agent and registered office are:

Elizabeth C. Allen  
1218 Salt Creek Island Drive  
Ponte Vedra Beach, Florida 32082

**ARTICLE III.  
Purposes**

The Corporation is organized and shall be operated exclusively for the promotion of social welfare purposes primarily to further the common good and general welfare of the people of the State of Florida, within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future federal tax laws (the "Code").

Without limiting the generality of the foregoing, the purposes of the Corporation shall include consumer education and awareness and the promotion of legislative initiatives and reforms relating to the protection of consumers against fraudulent, deceptive, and unfair trade practices and other potential breaches of consumer trust.

**ARTICLE IV.  
Powers**

Except as may be limited by these Articles of Incorporation, the Corporation shall have and may exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida. The Corporation shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(4) of the Code, and the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation described in Section 501(c)(4) of the Code.

**ARTICLE V.**  
**Limitations on Activities**

The Corporation shall not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of one or more of its purposes. Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal tax under Section 501(c)(4) of the Code.

**ARTICLE VI.**  
**Membership**

The Corporation shall have one class of non-voting members. No member shall have any right or power to control the activities or operations of the Corporation. Membership shall be non-transferable.

**ARTICLE VII.**  
**Board of Directors**

The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors, subject to the limitations set forth in these Articles of Incorporation and the Bylaws of the Corporation. The Directors shall be appointed in the manner set forth in the Bylaws of the Corporation.

The Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time as specified in the Bylaws of the Corporation, but shall never be less than three (3). The name and address of each initial director of the Corporation who shall serve until his or her successor is duly elected and qualified are:

Elizabeth C. Allen  
1218 Salt Creek Island Drive  
Ponte Vedra Beach, Florida 32082

Collier Black  
PMB 213  
1520 Sawgrass Village Drive  
Ponte Vedra Beach, Florida 32082

Kevin Brown  
PMB 213  
1520 Sawgrass Village Drive  
Ponte Vedra Beach, Florida 32082

**ARTICLE VIII.**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

Elizabeth C. Allen  
1218 Salt Creek Island Drive  
Ponte Vedra Beach, Florida 32082

**ARTICLE IX.**  
**Dissolution**

Upon the dissolution and final liquidation of the Corporation, after paying or making provision for payment of all its known debts, obligations, and liabilities, and after returning, transferring, or conveying assets held by the Corporation conditional upon their return, transfer, or conveyance upon dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed to such organization(s), which are organized and operated exclusively for charitable, educational, religious, scientific, social welfare, or other purposes as shall at the time qualify as an exempt organization(s) under Sections 501(c)(4) or 501(c)(3) of the Code, subject to any approvals or other limitations described in these Articles of Incorporation, the Bylaws of the Corporation, or the Florida Not For Profit Corporation Act (or any subsequent corresponding legislation or amendments). Any assets not so disposed of shall be disposed of by order of a court of competent jurisdiction exclusively to one or more corporations, trusts, funds, or other organizations as said court shall determine, which at the time are exempt from federal tax as organizations described in Sections 501(c)(4) or 501(c)(3) of the Code. No private individual shall share in the distribution of any assets of the Corporation upon dissolution of the Corporation.

**ARTICLE X.**  
**Term of Existence**

The term of existence of the Corporation shall be perpetual.

**ARTICLE XI.**  
**Amendments**

These Articles of Incorporation may be amended in the manner provided by law.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation on behalf of the Corporation on this 15th day of May, 2003.

Elizabeth C. Allen  
ELIZABETH C. ALLEN, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

**HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.**

May 15, 2003

Elizabeth C. Allen  
ELIZABETH C. ALLEN, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**