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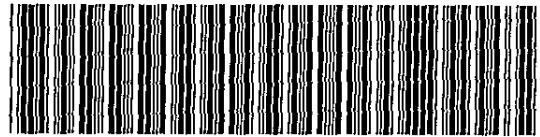
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FRANKLIN H. WATSON, P.A.

ATTORNEY AT LAW

ADMITTED IN
FLORIDA & ALABAMA

5365 E. COUNTY HIGHWAY 30-A, SUITE 105
SEAGROVE BEACH, FL 32459

PH: (850) 231-3465
FAX: (850) 231-3475

June 6, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**SUBJECT: ARTICLES OF INCORPORATION FOR: HERITAGE DUNES
OWNERS ASSOCIATION, INC.
OUR FILE NUMBER: L03-087**

Enclosed is the original and one (1) copy of the Articles of Incorporation for Heritage Dunes Owners Association, Inc. and a check in the amount of \$78.75 for filing fee and certificate.

If you have any questions or concerns regarding the enclosed, please do not hesitate to contact Linda Van Tassel at 850-231-3465 ext. 14.

FROM: FRANKLIN H. WATSON, P.A.
5365 E. Cty. Hwy. 30-A, Suite 105
Seagrove Beach, FL 32459
Phone: 850-231-3465

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**ARTICLES OF INCORPORATION
OF
HERITAGE DUNES OWNERS ASSOCIATION, INC.**

The undersigned incorporators by these articles associate themselves for the purpose of forming a corporation not for profit under the laws of the State of Florida, and adopt the following articles of incorporation:

**ARTICLE I
NAME**

The name of this corporation is **HERITAGE DUNES OWNERS ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association," these articles of incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

**ARTICLE II
TERM OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE III
CORPORATE PURPOSE**

This Association is organized for the purpose of providing an entity under the Florida Statute 617.301-617.312 ("the Statute") for the operation of a Homeowners Association located in Walton County, Florida.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS**

The street address and mailing address of the initial principal office of the corporation is 119 Euclid Avenue, Birmingham, AL 35212.

**ARTICLE V
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial registered agent of this corporation and the street address of the initial registered office of this corporation is:

Franklin H. Watson, P.A.
5365 East Highway 30-A, Suite 105
Seagrove Beach, FL 32459

**ARTICLE VI
FIRST BOARD OF DIRECTORS**

The number of persons constituting the first board of directors shall be three and their names, addresses and any offices held are as follows:

NAME:	ADDRESS:	OFFICE:
Robert D. Reich, Jr.	119 Euclid Avenue Birmingham, AL 35212	President
Peter Lloyd Paul III	5960 Hermitage Drive Pensacola, FL 32504	Vice President, Treasurer
Ben Hay Hammet, Jr.	3797 Indian Trail Destin, FL 32541	Secretary

**ARTICLE VII
MEMBERS**

The qualification of members and the manner of their admission shall be as regulated by the Bylaws.

**ARTICLE VIII
INCORPORATORS**

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

Franklin H. Watson, P.A.
5365 East Highway 30-A, Suite 105
Seagrove Beach, FL 32459

**ARTICLE IX
BYLAWS**

The corporation shall be governed by Bylaws.

**ARTICLE X
STORMWATER MANAGEMENT AND DISCHARGE FACILITY**

The Association shall operate and maintain a stormwater management system and stormwater discharge facility as exempted or permitted by Walton County and the State of Florida. The Association shall establish rules and regulations, assess members, and contract for services to provide the services for operation and maintenance. Said operation of the stormwater management system and discharge facility shall be as follows:

Each lot shall be a part of the stormwater management system, which requires stormwater retention facilities and retention areas to be maintained by the Association, and operated in accordance with the agreements and regulations of Walton County and the State of Florida;

There shall be assessed by the Association, on each lot owner, a pro-rated and monthly basis assessment in the amount required to maintain, repair and meet the expenses and costs of the stormwater retention facilities, including but not limited to, the expenses of repair, maintenance, and when necessary, the replacement of the drainage system, and stormwater system.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge we are filing the foregoing Articles of Incorporation under the laws of the State of Florida this 27th day of May 2003.

FRANKLIN H. WATSON, P.A.

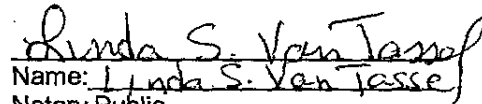

Franklin H. Watson, President

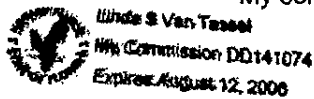
STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 27th day of May 2003, by Franklin H. Watson, as President of Franklin H. Watson, P.A., who is personally known to me.

WITNESS my hand and seal this 27th day of May 2003.

Affix Seal


Name: Linda S. Van Tassel
Notary Public
My commission expires:



**CERTIFICATE DESIGNATING PRINCIPAL OFFICE
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

That **HERITAGE DUNES OWNERS ASSOCIATION, INC.** with its principal place of business at 119 Euclid Avenue, Birmingham, AL 35212 has named Franklin H. Watson, P.A., 5365 East Highway 30-A, Suite 105, Seagrove Beach, FL 32459, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501 Florida Statutes.

Date: May 27th, 2003

FRANKLIN H. WATSON, P.A.


Franklin H. Watson

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