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SIDNEY M. NOWELL, P.A.

ATTORNEY AT LAW
P.O. BOX 819
300 N. STATE STREET
BUNNELL, FL 32110

PHONE: 386-437-1668

FAX: 386-586-4014

September 25, 2003

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

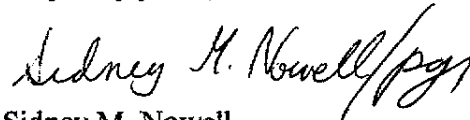
Re: Canterbury Estates @ Matanzas Woods Homeowners Association, Inc.
A Not-For-Profit Corporation

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation in connection with the above-referenced not-for-profit corporation. Also enclosed is our check in the amount of \$70.00 representing your Filing Fee.

Thank you for your assistance in this matter. If you have any questions or require additional information, please do not hesitate to give me a call.

Very truly yours,



Sidney M. Nowell

Signed in Attorney's absence to avoid delay.

SMN/pg
Enclosures

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**ARTICLES OF INCORPORATION
OF
CANTERBURY ESTATES @ MATANZAS WOODS
HOMEOWNERS ASSOCIATION, INC.
(a Florida Not-For-Profit Corporation)**

The undersigned, by these Articles, associate themselves for the purpose of forming a not-for-profit corporation in compliance with Chapter 617, Florida Statutes, and certify:

EXPLANATION OF TERMINOLOGY

The terms contained in these Articles of Incorporation shall have the meaning of such terms set forth in the Declaration and General Protective Covenants for **Canterbury Estates @ Matanzas Woods Homeowners Association, Inc.** (the "Declaration").

"Association" as used herein shall mean and refer to the **Canterbury Estates @ Matanzas Woods Homeowners Association, Inc.**, a Florida not-for-profit corporation, the corporation formed by these Articles, its successors or assigns.

**ARTICLE I
NAME**

The name of the corporation shall be:

**CANTERBURY ESTATES @ MATANZAS WOODS
HOMEOWNERS ASSOCIATION, INC.**

Existence of the Association shall commence with the Filing of these Articles of Incorporation with the Division of Corporations, Tallahassee, Florida. The Association shall exist in perpetuity.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be **195 Wellington Drive, Palm Coast, Florida 32164**, which may be changed by the Board of Directors from time to time.

**ARTICLE III
PURPOSE AND POWERS**

The purpose for which the corporation is organized is to provide for a unified effort in protecting the value of the property of the Members of the Association, in accordance

with the Declaration recorded (or to be recorded) in the Public Records of Flagler County, Florida, and any Supplement Declaration filed in accordance therewith. The Association shall exercise all the powers and privileges and perform all of the duties and obligations of the corporation as defined and set forth in these Articles, the Bylaws, and the Declaration. The Association shall also have all the powers grant by statutory and common law not in conflict with terms of the Declaration and these Articles, and terms, conditions, covenants and restrictions whenever recorded that pertain to the Committed Property (as that terms is defined in the Declaration) as recorded in the Office of the Circuit Court in and for Flagler County, Florida. The Powers of the Declaration include the establishment and enforcement of the payment of charges or assessments contained therein (Including the assessment and collection of assessments adequate to defray the cost of maintenance and operation of the surface water and storm water management system), the operation, maintenance and management of Areas in a manner consistent with St. Johns River Water Management Districts permits, requirements and applicable rules, and to assist in the enforcement of the restrictions and covenants contained therein, and the power to contract for the management of the Association and engagement in such other lawful activities as may be mutual benefit of the Members and their property.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the personal benefit of any Member or individual person, firm or corporation.

The Association shall operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the St. John's River Water Management District permit 40-035-86233-1 requirements and applicable District rules and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or storm water management system.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water management system.

ARTICLE IV MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION

Section 1. Association Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot, which is, or at any time made subject to the Declaration shall be a member of the Association. Membership shall be appurtenant to and inseparable from ownership of a Lot. When any one Lot is owned by more than one person, firm, individual, corporation or legal entity, the composite title holder shall be and constitute one Member of the Association. Any person, firm, individual, corporation or legal entity owning more than one Lot shall be as many Members as the number of Lots owned. Membership in the corporation and transfer thereof shall be upon such terms and conditions as provided in the Declaration and Bylaws.

Section 2. Voting Rights of Members. The Association shall have two classes of voting memberships:

Class A. Class A Members shall be these Owners as defined in Section 1, with exception of the Declarant. The Class A Members shall be entitled to one (1) membership interest and one (1) vote for each Lot in which they hold the interest required for membership by Section 1.

Class B. Class B Members shall be the Declarant, to which Declarant may transfer title. The Class B Member shall be entitled to ten (10) membership and ten (1) votes for each Lot in which it holds the interest required for membership pursuant to Section 1. The Class B Membership shall be entitled to elect a majority of the Board of Directors until such time that the last Lot within the Association owned by the Declarant has been sold and conveyed by Declarant. Upon transfer of title of any Lot from Declarant to an Owner other than to one of Declarant's subsidiaries or assigns, the Class B membership interest for that Lot shall be automatically be converted to a Class A membership interest.

ARTICLE V BOARD OF DIRECTORS

The Method of election of the Board of Directors is as slated in Article II of the BY-Laws.

The initial Board of Directors shall be:

Herbert Heron
195 Wellington Drive
Palm Coast, FL 32164

Noel Richardson
195 Wellington Drive
Palm Coast, FL 32164

ARTICLE VI OFFICERS

Section 1. Indemnity. The Association shall indemnify any person who was or is a party to any pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a Director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection wit such action, suit or proceeding if he or she acted in good faith and in a manner he or she 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 no reasonable cause to believe his conduct was unlawful. However, no indemnification shall be made in respect to any claim, issue or matter in which such person shall have been adjudged to be liable for gross negligence, misfeasance, or malfeasance in the performance of his duty to the association. The termination of any action, suit or proceeding by judgment, settlement, conviction or 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 which he or she 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

Section 2. Approval. Any indemnification under Section 1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of the Directors who were not parties to such action, suit or proceeding, or (b) if a majority of disinterested Directors so directs, by independent legal counsel in a written opinion or by a majority vote of the members.

Section 3. Advances. Expenses incurred in defending a civil or criminal action, suit or its proceeding may be paid by the Association in advance of the final disposition of said action if it is authorized by the Board of Directors in the specific case. Provided, the Board must first request an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she to be indemnified by the Association as authorized in this Article.

Section 4. Miscellaneous. The indemnification provided by this article shall not be deemed exclusive of any rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members, or otherwise.

Section 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, insuring against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 6. 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, insuring against any liability asserted against him or her and insured by him or her in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE VII BYLAWS

The Bylaws shall be adopted by the Board of Directors. Prior to the first annual meeting, the Bylaws may be amended, altered or rescinded by the unanimous vote of all Directors. As set forth in the Bylaws, the Bylaws may thereafter be adopted, amended, altered or rescinded only with the approval of not less than eighty (80%) percent of all Directors or not less than fifty-five (55%) percent of the Members of the Association. Provided, that no amendment shall be effective which would affect the rights of the Class B Member without the approval of said Member.

The Bylaws shall include the time and place of the annual meetings and for regular and special meetings, quorum requirements, the manner for electing directors and officers and voting requirements.

ARTICLE VIII AMENDMENT OF ARTICLES

Section 1. Before Recording Declaration. Prior to the recording of the Declaration in the Public Records of Flagler County, Florida, these Articles may be amended only by instrument in writing signed by all of the Directors and filed in the Office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended and a certified copy of each amendment shall be attached to any certified copy of these Articles and shall be Exhibit to a Declaration upon recording of the Declaration.

Section 2. After Recording Declaration. When the Declaration has been recorded in the Public Records of Flagler County, Florida, these Articles may be amended by the following methods:

- A. At a duly called meeting of the Board of Directors, which may be either the Annual Meeting, or 2a special meeting, by the affirmative vote of not less than eighty (80%) percent of all Directors.
- B. At a duly called meeting of Members, which may either the Annual Members Meeting, or a special meeting, by the affirmative vote of not less than seventy (75%) percent of the members of the Association.
- C. An Amendment may be adopted by a written statement signed by not less than eighty (80%) percent of all Directors or seventy (75%) percent of all Members setting forth their intention that an amendment to these Articles may be adopted.

Section 3. Class B Approval. No Amendment to these Articles shall be effective which would affect the rights of the Class B Member without the approval of such member.

Section 4. Conflict. In case of any conflict between these Articles of Incorporation and the bylaws, these Articles shall control. In any case of conflict between these Articles of Incorporation and Declaration, the Declaration shall control.

ARTICLE IX INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the Registered Agent is:

**Sidney M. Nowell, Esq.
300 N. State Street
Bunnell, FL 32110**

ARTICLE X INCORPORATOR

The name and address of the Incorporator is:

**Herbert Heron
195 Wellington Drive
Palm Coast, Florida 32164**

ARTICLE XI DISSOLUTION

The Association may be dissolved consistent with applicable provisions of the Florida Statutes, upon petition having the assent given in Writing and signed by not less than three-fourths (3/4) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be disposed of in accordance with the Declaration.

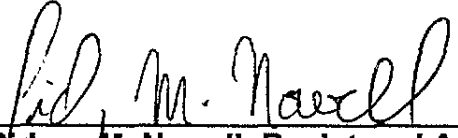
In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C. and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE XII
NO STOCK OR DIVIDENDS**

There shall be no dividends to any of the Members. The corporation shall not issue shares of the stock of any kind or nature whatsoever.

**DESIGNATION OF AND 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 this Certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.



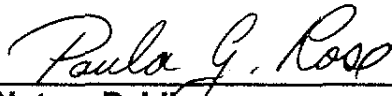
Sidney M. Nowell, Registered Agent

9/22/03

Date

**STATE OF FLORIDA
COUNTY OF FLAGER**

I HEREBY CERTIFY that on the 22nd day of September, 2003, before me, a Notary Public duly authorized in the State and County name above to take acknowledgements, personally appeared Sidney M. Nowell, known to me to be the person described therein, and he acknowledged before me that he executed the above Acceptance for the purposes therein expressed. He is personally known to me and did not take an oath.

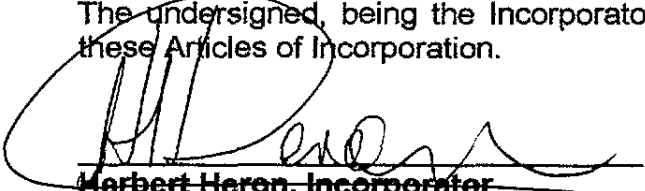


Notary Public



Paula G. Rose
My Commission DD244172
Expires August 24 2007

The undersigned, being the Incorporator/subscriber hereto, does hereby subscribe to these Articles of Incorporation.



Herbert Heron, Incorporator

9/22/03

Date

STATE OF FLORIDA
COUNTY OF FLAGER

The foregoing Instrument was acknowledged before me on this 22nd day of September, 2003 by Herbert Heron, on behalf of the corporation, who is personally known to me and did not take an oath.

Paula G. Rose
Notary Public



Paula G. Rose
My Commission DD244172
Expires August 24 2007

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