

02/10/2004

505

CRV DESTIN

2008

Page of

N04000001403

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000029864 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CLARK, PARTINGTON, HART - DESTIN
Account Number : I20000000040
Phone : (850) 650-3304
Fax Number : (850) 650-3305

FLORIDA NON-PROFIT CORPORATION

COQUINA COVE HOMEOWNERS' ASSOCIATION, INC

Certificate of Status	1
Certified Copy	0
Page Count	07
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

2/10/04

04 FEB 10 PM 12:12

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gex/12

H04000029864 3

04 FEB 10 PM 12:12

FILED

**ARTICLES OF INCORPORATION
OF
COQUINA COVE HOMEOWNERS' ASSOCIATION, INC.
(A Corporation Not For Profit)**

In compliance with the requirements of Florida Statutes, Chapter 617, Corporation Not For Profit, the undersigned have voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I - NAME

This corporation shall be known as COQUINA COVE HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION." The principal office of the ASSOCIATION shall initially be located at 1234 Airport Road, Suite 215, Destin, Florida 32541, but meetings of the members and directors may be held at such places within the State of Florida, within a radius of ten (10) miles of the principal office, as may be designated by the Board of Directors.

ARTICLE II - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office is 1234 Airport Road, Suite 215, Destin, Florida 32541. The Board of Directors may from time to time change the principal office of the ASSOCIATION to any other address in the State of Florida. The name of the initial registered agent is Richard Olson.

ARTICLE III - PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or profit to its Members. The specific purpose for which this ASSOCIATION is organized is to create an entity which can provide for maintenance and upkeep and control of a beach parcel described in Exhibit "A," attached hereto and incorporated herein, and to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the ASSOCIATION as set forth in the By-Laws as same may be amended from time to time as therein provided;

(b) Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the By-Laws, to pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the ASSOCIATION, including all licenses, taxes or governmental charges levied or imposed against the property of the ASSOCIATION;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or

H04000029864 3

H04000029864 3

otherwise dispose of real or personal property in connection with the affairs of the ASSOCIATION;

(d) Borrow money and, with the assent of two-thirds (2/3) of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; no such dedication or transfer shall be effective unless approved by two-thirds (2/3) of the members agreeing to such dedication, sale, or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional property and Common Area;

(g) Have and exercise any and all powers, rights and privileges which a corporation not for profit organized under the Florida law may now or hereafter have or exercise by law.

ARTICLE IV - VOTING RIGHTS/TRANSITION OF CONTROL

The ASSOCIATION shall have two classes of voting membership as provided by the By-Laws of the ASSOCIATION.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator is Richard Olson, 1234 Airport Road, Suite 215, Destin, Florida 32541.

ARTICLE VII - BOARD OF DIRECTORS

The business affairs of this ASSOCIATION shall be managed by the Board of Directors, which shall initially consist of three (3) members. The number of Directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3).

H04000029864 3

H04000029864 3

The members of the Board of Directors need not be members of the ASSOCIATION and shall serve for a term as set forth in the Bylaws.

The President of the ASSOCIATION shall at all times be a member of the Board of Directors, and members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

The names and street addresses of the persons who are to serve as the first Board of Directors of the corporation are:

1. RICHARD OLSON
1234 Airport Road, Suite 215
Destin, Florida 32541
2. RUPERT E. PHILLIPS
1713 Giant Sycamore Lane
Baker, Florida 32531
3. BRIAN OLSON
1234 Airport Road, Suite 215
Destin, Florida 32541

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - OFFICERS

The officers of this ASSOCIATION shall be a President, who shall at all times be a member of the Board of Directors, a Vice President and Secretary/Treasurer, and such other officers as the Board of Directors may from time to time create.

The names of the persons who are to serve as officers of this ASSOCIATION until the first election are:

President:	Richard Olson
Vice President:	Rupert E. Phillips
Secretary/Treasurer:	Brian Olson

The officers shall be selected at the annual meeting of the Board of Directors as provided in the Bylaws and each shall hold office until he shall sooner resign or shall be removed or otherwise disqualified to serve. Officers shall serve at the pleasure of the Directors.

H04000029864 3

H04000029864 3

ARTICLE X - DISSOLUTION

The ASSOCIATION may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the members. Upon dissolution of the ASSOCIATION, other than incident to a merger or consolidation, the assets of the ASSOCIATION shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this ASSOCIATION was created. In the event that acceptance of such dedication is refused, the assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the total members at a special meeting of the membership called for that purpose, or in writing without a meeting, as provided in the Bylaws.

Amendments may also be made at a regular meeting of the membership by a two-thirds (2/3) vote of the total members upon notice given, as provided by the Bylaws, of intention to submit such amendments. However, no amendment shall be effective without the written consent of the Olson & Associates of NW Florida, Inc. until after five (5) years from date of filing these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE XII - INDEMNIFICATION

(a) Indemnity. 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 said person 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 such person in connection with such action, suit or proceeding, unless (i) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that said person did not act in good faith, nor in a manner 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 said person had reasonable cause to believe this conduct was unlawful, and (ii) 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 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 said person reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to

H04000029864 3

H04000029864 3

any criminal action or proceeding, have reasonable cause to believe that said person's conduct was unlawful.

(b) 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 above, or in defense of any claim, issue or matter therein, they shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by them in connection therewith. Any costs or expenses incurred by the Association in implementing any of the provisions of this Article shall be fully assessable against Owners as common expense of the Association.

(c) Advances. 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 the receipt of any undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that it is not entitled to be indemnified by the Association as authorized in this Article.

(d) 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 bylaw, 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.

(e) 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 corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify them against such liability under the provisions of this Article.

(f) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XIII - MEMBERSHIP

The initial membership and qualification for membership shall be set forth in the By-Laws.

H04000029864 3

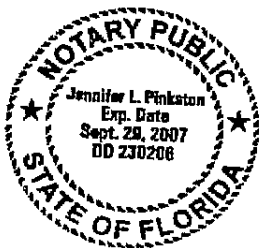
H04000029864 3

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 10th day of February, 2004, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


RICHARD OLSON, Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing was acknowledged before me this 10th day of February, 2004, by Richard Olson, who personally appeared before me and is personally known to me.


NOTARY PUBLIC

REGISTERED AGENT'S CERTIFICATE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

COQUINA COVE HOMEOWNERS' ASSOCIATION, INC., a Florida Corporation Not For Profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Destin, Walton County, Florida, has named Richard Olson, 1234 Airport Road, Suite 215, Destin, FL 32541, as its agent to accept service of process within this State.

Acknowledgment and Acceptance

Having been named to accept service of process for the above stated corporation (or Association) at the place designated in this Certificate, I hereby accept such designation and agree to comply with the provisions of said Act relative to keeping open said office.


Richard Olson

H04000029864 3

H04000029864 3

EXHIBIT "A"

A portion of Sections 13 and 14, Township 16 South, Range 32 East, City of Port Orange, Volusia County, Florida, being more particularly described as follows:

As a Point of Beginning, commence at the occupied Southwest corner of Section 13, Township 16 South, Range 32 East; Thence S00°35'19"E, along the East line of Section 14, Township 16 South, Range 32 East, a distance of 190.61 feet to the South line of said Section 14; thence S86°57'50"W, along the South line of Section 14, 2595.68 feet to a point on the Easterly right-of-way of Tomoka Farms Road; thence, along said right-of-way of Tomoka Farms Road, N16°05'55"W, a distance of 833.38 feet; thence N10°03'18"W, 222.61 feet; thence N06°44'38"W, 224.69 feet; thence N05°25'37"W, 268.00 feet; thence, S89°28'21"W, a distance of 49.77 feet to a point on the Easterly right-of-way of Tomoka Farms Road; thence, along said right-of-way line, N05°25'37"W, 115.84 feet; thence N05°30'20"W, 480.00 feet; thence N05°48'41"W, 480.00 feet; thence N05°3'48"W, 201.86 feet; thence, departing said right-of-way line, N89°27'37"E, 1715.79 feet; thence N00°31'39"W, 777.67 feet; thence N68°48'49"E, 1469.06 feet; thence S21°11'11"E, a distance of 1263.90 feet to the Point of Beginning of a curve to the right, said curve having a radius of 3074.72 feet; thence along the arc of said curve, passing through a central angle of 21°34'00", an arc distance of 1157.38 feet to the point of tangency thereof; thence S00°22'50"W, 100.00 feet; thence S89°37'10"E, a distance of 50.00 feet to a point on the Easterly line of a 30 foot Florida Gas Transmission Easement, as described in Official Records Book 869, Page 1; thence along the East line of said easement, S35°48'24"E, a distance of 1644.75 feet; thence S28°28'28"E, a distance of 181.84 feet to a point on the occupied South line of Section 13, Township 16 South, Range 32 East; thence S88°29'27"W, along the occupied South line of Section 13, a distance of 1793.41 feet to the occupied Southwest corner of said Section 13 and the Point of Beginning of this description.

H04000029864 3