

07/08/2004

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FLORIDA NON-PROFIT CORPORATION

WINGATE PLAZA ASSOCIATION, INC.

Certificate of Status	1
Certified Copy	0
Page Count	08
Estimated Charge	\$78.75

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2004-07-09 09:01

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**ARTICLES OF INCORPORATION
OF
WINGATE PLAZA ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, F.S.A., Chapter 617 (the "Act"), adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation shall be WINGATE PLAZA ASSOCIATION, INC., hereinafter referred to as "Association." The address of the principal office and the mailing address of the corporation is 3206 Country Club Drive, Lynn Haven, Florida 32444.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

DEFINITIONS

The following words, when used in this Articles of Incorporation (unless the context shall prohibit), shall have the following meanings:

- A. "Common Areas" shall mean and refer to those areas designated by the Association and the Owners as Common Areas, which are intended to be devoted to the use and enjoyment of all Owners at WINGATE PLAZA including the Infrastructure Improvements and the Roadway.
- B. "Parcel" shall mean and refer to any of the five (5) Parcels as described in Exhibit "B".
- C. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of the fee simple title to any Parcel. A mortgagee under

Prepared by:
EDWARD A. HUTCHISON, JR., ESQ.
Florida Bar No. 0602655
BURKE & BLUE, P.A.
221 McKenzie Avenue
Post Office Box 70
Panama City, Florida 32402
[850] 789-1414

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a mortgage encumbering any Parcel shall not be considered an Owner unless and until such mortgagee has acquired record title pursuant to foreclosure or any proceeding in lieu of foreclosure.

- D. "Member" shall mean and refer to all of the persons or entities who are members of the Association.

ARTICLE IV

PURPOSE

The Association is organized for the following objects and purposes:

1. To provide for the efficient repair, maintenance and replacement of the private easements, roadways, utility easements, central storm water retention area, landscaping, lighting, walkways, and other common areas which provide ingress and egress and utility service to the five (5) lots or out parcels within Wingate Plaza, a commercial subdivision in Lynn Haven, Bay County, Florida.

2. To provide for the efficient preservation of the appearance and value of the property (the "Property") which is subject to the Declaration of Covenants and Restrictions (the "Restrictive Covenants") for Wingate Plaza, a commercial subdivision (the "Subdivision"). The Restrictive Covenants shall be recorded in the public records of Bay County, Florida and shall be imposed by reference in deeds of conveyance from PANHANDLE PROPERTIES, LLC., a Florida limited liability company, its successor and assigns, setting forth a parcel of real property described by a metes and bounds legal description and comprising an out parcel located within the Subdivision depicted in the site plan attached as Exhibit "A."

3. To purchase, lease or otherwise acquire, directly or indirectly, Common Areas (including, but not limited to, provide streets or rights of way as defined in the Restrictive Covenants) for the benefit of the members, and to maintain, repair and replace, either directly or indirectly, the Common Areas and such other improvements in and/or benefitting the Property for which the obligation to maintain has been delegated and accepted.

4. To control the specifications, architecture, design, appearance, elevation and landscaping of all improvements and structures of any kind, constructed, placed or permitted to remain within the Subdivision, as well as any alteration, improvement, addition and/or change therein, thereof or thereto, all in accordance with the Restrictive Covenants.

5. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Restrictive Covenants, Articles, By-Laws, or any reasonable Rules and Regulations adopted pursuant thereto, and to enforce the provisions thereof.

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6. To promulgate, amend and enforce rules, regulations, by-laws, covenants, restrictions and agreements in connection with and to effectuate the affairs and purposes of the Association and to enforce by legal means the provisions of the Restrictive Covenants.

7. To fix, levy, collect and enforce payment of all assessments or charges to be levied against individual parcels of real property or out parcels within the Subdivision (as set forth in the Restrictive Covenants) within the Property pursuant to the terms of the Restrictive Covenants and By-Laws, and to defray all costs and expenses in connection therewith, as well as the costs and expenses of effectuating the objects and purposes of the Association, and to create reasonable reserves for such costs and expenses.

8. To provide services, the responsibility for which has been, or may be, delegated to, and accepted by, the Association.

9. To operate without profit for the sole and exclusive benefit of its members.

10. To perform any and all other functions contemplated of the Association or otherwise undertaken by its Board of Directors not inconsistent with the Restrictive Covenants.

ARTICLE V

POWERS

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

A. The Association shall have all of the common law and statutory powers, authority and privileges generally granted to corporations not for profit under the laws of the State of Florida. Such powers shall include those that are reasonably necessary or appropriate to implement and effectuate the purposes of the Association and that are not inconsistent with these Articles, By-Laws and the Restrictive Covenants, as they may from time-to-time be amended.

B. To delegate power or powers where such is deemed to be in the interest of the Association.

C. The objects and purposes set forth in Article III of these Articles shall be construed as powers as well as objects and purposes, and the Association shall have an may exercise such powers as if such powers were set forth in full herein.

D. The Association shall have and may exercise all powers set forth in any other Article of these Articles of Incorporation.

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E. All funds and title of properties acquired by the Association and the proceeds therefrom shall be held in trust for the Members in accordance with the provisions of the Restrictive Covenants and the Articles and By-Laws of the Association.

ARTICLE VI

QUALIFICATIONS OF MEMBERSHIP

The Members of the Association shall consist of all Owners of the Parcels within the Subdivision and whose deed imposes the Restrictive Covenants, and the membership shall be appurtenant to, and may not be separated from, ownership of any parcel. Membership shall attach automatically upon the acceptance of delivery of the instrument of transfer of such ownership interest and shall terminate automatically upon the tendering of delivery of such instrument of transfer (provided such tender is accepted) or upon such ownership interest being divested in some other manner; provided that the Association shall have the right to continue to recognize the transferor of such ownership interest as a member and shall not be required to recognize the transferee of such ownership interest as a Member until such instrument of transfer is recorded in the Official Records in the county in which the parcel is located, and a true copy of such recorded instrument is delivered to the Association.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of five (5) directors. Each Owner of the Parcels shall designate one director. All Directors must be members of the Association either individuals or as an officer or authorized agent of an entity Owner of each Parcel. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

The initial Board of Directors shall be comprised of five (5) members and consist of the following:

<u>Name</u>	<u>Street Address</u>
Ketan A. Patel	3206 Country Club Drive Lynn Haven, Florida 32444
Kiran Nanji	3220 Country Club Drive Lynn Haven, Florida 32444
Pete Young	3109 Preserve Rookery Blvd Panama City Beach, Florida 32408

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Jimmy Lewis

1328 Jenks Avenue
Panama City, Florida 32401

Stewart Corbin

667 West 23rd Street
Panama City, Florida 32405

ARTICLE VIII

REGISTERED AGENT AND REGISTERED ADDRESS

The address of the Association's initial registered office is 3206 Country Club Drive, Lynn Haven, Florida 32444, and the name of its initial registered agent is KETAN A. PATEL, with the same address.

ARTICLE IX

INDEMNIFICATION

The Association shall indemnify each person who shall serve as a director, officer, employee, or agent of the Association, or shall serve at the request of the Association in a similar capacity with another corporation, joint venture, trust, or other enterprise, to the extent to which this Association is granted the power to so indemnify such persons by any and every statute of the State of Florida or act of the Legislature of the State of Florida.

ARTICLE XI

DISSOLUTION

A. Dissolution of the Association shall be accomplished as set forth in the Act.

1. Assets held by the Association upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

2. Remaining assets shall be distributed among the members as tenants in common, each member's share of the assets to be determined in accordance with its voting rights.

B. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed pro-rata to the Members to the extent permitted under the Act.

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ARTICLE XII

AMENDMENT

The Association reserves the right to amend, alter, change or repeal any provision contained in these Articles in the manner now or hereafter provided by law, and all rights conferred upon officers and directors herein are granted subject to this reservation.

ARTICLE XIII

INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

KETAN A. PATEL

3206 Country Club Drive
Lynn Haven, Florida 32444

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these Articles of Incorporation this 25 day of July, 2004.



KETAN A. PATEL
Incorporator

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STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 8th day of July, 2004 by KETAN A. PATEL, as incorporator of WINGATE PLAZA ASSOCIATION, INC. He (notary must check applicable box):

- ☒ is personally known to me.
☐ produced a current Florida driver's license as identification, No. _____
☐ produced _____ as identification.



Kellie J. Brown
KELLIE J. BROWN
(Print Name)
Notary Public
Serial # DD136097
My Commission Expires: 9-17-08

Acceptance by the registered agent as required in F.S.A. Section 617.0501: KETAN A. PATEL is familiar with and accepts the obligations of the position of registered agent.

Ketan A. Patel
KETAN A. PATEL
7-8-04
Dated

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