

No400000 7489

Kenneth D. Goldberg Esq
(Requestor's Name)

1725 Mahan Dr
(Address)

Suite 201
(Address)

Tallahassee FL 32308
(City/State/Zip/Phone #)

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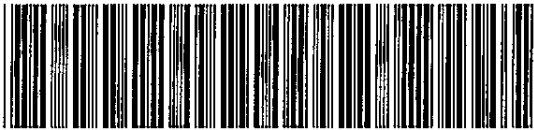
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ARTICLES OF INCORPORATION OF SAND CLIFFS ON THE GULF HOMEOWNERS' ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, Corporations Not for Profit, and Chapter 720, Homeowners Associations, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE 1. NAME AND PRINCIPAL OFFICE

The name of the corporation is SAND CLIFFS ON THE GULF HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the Association is 309 Sand Cliffs Drive, Panama City Beach, FL 32413.

ARTICLE 2. REGISTERED AGENT

The initial Registered Agent of the Association is Kenneth D. Goldberg, Esq. , whose street address is 1725 Mahan Drive, Suite 201, Tallahassee, Florida 32308.

ARTICLE 3. 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 4. PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to its Members. The Association's specific purposes are to provide for the maintenance and preservation of the residential lots and common area within that real property (hereinafter referred to as the "Property") described in the Amended and Restated Sand Cliffs On The Gulf Declaration of Covenants and Restrictions, together with any additions thereto (hereinafter referred to as the "Declaration"). The first Declaration shall be adopted by the Board of Directors and may thereafter be altered, amended or rescinded in the manner provided therein and in these Articles.

To promote the health, safety and welfare of the owners of lots in the Property and any additions thereto which may hereafter be brought within the jurisdiction of this Association, the Association shall have and exercise the following authority and powers:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, which is hereby incorporated by reference.

(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments as determined in the Declaration or otherwise by the Association; 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) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, repair, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(d) To borrow money, and with the assent of seventy-five percent (75%) of Members, to mortgage, pledge or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.

(e) To 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 Board of Directors. No such dedication or transfer shall be effective without attaining consent of 75% of the Members of the Association.

(f) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional real property to the Property pursuant to the terms and provisions of the Declaration.

(g) To grant easements on or through the Common Property or any portion thereof subject to the terms and provisions of the Declaration.

(h) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate the purposes for which the Association is organized.

(i) To enter into contracts for management, insurance coverage, and maintenance, and to delegate in such contracts all or any part of the powers and duties of the Association; and to contract for services to be provided to Owners such as, but not limited to, utility services.

(j) To maintain, repair, replace, operate, and manage the Property and any improvements therein, including the right to reconstruct improvements owned by the Association after casualty and to make further improvements of the Property or to purchase additional property and improvements and also including the right to operate and maintain a storm water discharge system.

(k) To employ personnel to perform the services required for the proper operation of

the Association.

(l) To enforce the provisions of the Declaration, these Articles of Incorporation, the By-Laws of the Association, and the Rules and Regulations governing the use of the Property and the improvements thereon.

(m) To appear through its authorized agents before any legislative, judicial, administrative or governmental body concerning matters affecting the Property and/or the Association.

(n) To have and exercise any and all powers, rights and privileges which a corporation organized under the Not-For-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE 5. MEMBERSHIP

Upon the filing of these Articles of Incorporation, every person or entity who thereafter becomes a record fee simple owner of a Lot within the Property shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot. The interest of any member in any part of the funds or assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner except as an appurtenance to the said lot owned by such member. Any person or entity which was or is a record fee simple owner of a Lot within the Property upon the date of the filing of these Articles of Incorporation may voluntarily become a member of the Association, subject to the terms, conditions, obligations, rights, and privileges of all Association members, as stated herein and the Declaration. Once membership in the Association is accepted, membership shall be appurtenant to and may not be separated from ownership of any lot, thereafter.

ARTICLE 6. BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than nine (9) directors, who shall be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association, but shall never be less than three (3). The names and addresses of the persons who are to act in the capacity of directors until the selection or election of their successors are:

President, Paul W. Elmore, 309 Sand Cliffs Drive, Panama City Beach, FL 32413;

Vice President, Pamela Dalton, 296 Sand Cliffs Drive, Panama City Beach, FL 32413;

Secretary, Walter McClenny, 151 Walton Buena Vista Drive, Panama City Beach, FL 32413; and

Treasurer, Arthur Hall 169 Walton Buena Vista Drive, Panama City Beach, FL 32413.

ARTICLE 7. OFFICERS

The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be deemed desirable or necessary by the Board of Directors. The officers shall be elected at the annual meeting of the members of the Association as provided by the By-Laws. The names and addresses of the officers who shall serve until the first election or appointment area as stated in Article 6, above.

ARTICLE 8. BY-LAWS

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

ARTICLE 9. AMENDMENTS

Amendments to these Articles of Incorporation may be proposed either by sixty percent (60%) of the entire membership or by a majority of the Board of Directors. To become effective, an amendment must be approved by an affirmative vote of 75% of the entire membership, cast in person or by proxy at a specially called meeting for such purpose, the notice of which shall describe the amendment or amendments being proposed. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law.

ARTICLE 10. 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 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 11. DISSOLUTION

The Association may be dissolved with the assent in writing of not less than seventy-five percent (75%) of each member. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of this Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created or for the general welfare of the residents of the county in which the Property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE 12. SUPREMACY

These Articles of the Association shall be subject to the Declaration, once adopted. In the event of a conflict between the Articles and the subsequently adopted Declaration, the Declaration shall govern. In the event of a conflict between the Articles and the subsequently adopted By-Laws, the Articles shall govern.

ARTICLE 13. INCORPORATORS

The names and addresses of the subscribers of these Articles of Incorporation are:

Paul W. Elmore, 309 Sand Cliffs Drive, Panama City Beach, FL 32413

Pamela Dalton, 296 Sand Cliffs Drive, Panama City Beach, FL 32413

Walter McClenny, 151 Walton Buena Vista Drive, Panama City Beach, FL 32413

Arthur Hall, 169 Walton Buena Vista Drive, Panama City Beach, FL 32413

the State of Florida, we, the undersigned, constituting the subscribing incorporators of this Association, have executed these Articles of Incorporation this 27th day of July, 2004.

Paul W. Elmore
PAUL W. ELMORE

STATE OF FLORIDA
COUNTY OF WALTON Bay

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida to take acknowledgments, personally appeared Paul W. Elmore who are personally known to me and who executed the foregoing before me.



Debra S. Sanders
MY COMMISSION # CC987965 EXPIRES
January 6, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Debra S. Sanders
Notary Public, State of Florida
My Commission expires: 1/6/05

ACCEPTANCE BY REGISTERED AGENT

I, KENNETH D. GOLDBERG, ESQ., DO HEREBY accept the foregoing designation as registered agent of SAND CLIFFS ON THE GULF HOMEOWNERS' ASSOCIATION, INC. Further, I am familiar with and accept the duties and obligations of such designation.

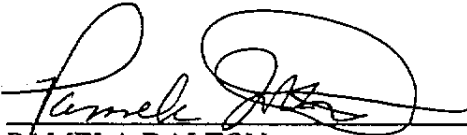
KENNETH D. GOLDBERG

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida to take acknowledgments, personally appeared Kenneth D. Goldberg, who is personally known to me and who executed the foregoing before me.

Notary Public, State of Florida
My Commission expires: _____

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribing incorporators of this Association, have executed these Articles of Incorporation this 28th day of July, 2004.

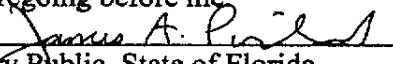

PAMELA DALTON

STATE OF FLORIDA
COUNTY OF WALTON

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida to take acknowledgments, personally appeared PAMELA DALTON who are personally known to me and who executed the foregoing before me.



JAMES A. PINCKARD
MY COMMISSION # DD 293240
EXPIRES: June 23, 2008
Bonded Thru Budget Notary Services


Notary Public, State of Florida
My Commission expires: JUNE 23, 2008

ACCEPTANCE BY REGISTERED AGENT

I, KENNETH D. GOLDBERG, ESQ., DO HEREBY accept the foregoing designation as registered agent of SAND CLIFFS ON THE GULF HOMEOWNERS' ASSOCIATION, INC. Further, I am familiar with and accept the duties and obligations of such designation.

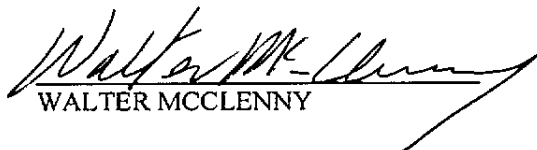
KENNETH D. GOLDBERG

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida to take acknowledgments, personally appeared Kenneth D. Goldberg, who is personally known to me and who executed the foregoing before me.

Notary Public, State of Florida
My Commission expires: _____

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribing incorporators of this Association, have executed these Articles of Incorporation this 27th day of July, 2004.


WALTER MCCLENNY

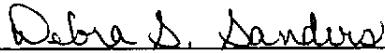
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STATE OF FLORIDA
COUNTY OF WALTON Bay

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida to take acknowledgments, personally appeared Walter McClenney who are personally known to me and who executed the foregoing before me.



Debra S. Sanders
MY COMMISSION # CC987965 EXPIRES
January 4, 2005
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public, State of Florida
My Commission expires: 1/4/05

ACCEPTANCE BY REGISTERED AGENT

I, KENNETH D. GOLDBERG, ESQ., DO HEREBY accept the foregoing designation as registered agent of SAND CLIFFS ON THE GULF HOMEOWNERS' ASSOCIATION, INC. Further, I am familiar with and accept the duties and obligations of such designation.

KENNETH D. GOLDBERG

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida to take acknowledgments, personally appeared Kenneth D. Goldberg, who is personally known to me and who executed the foregoing before me.

Notary Public, State of Florida
My Commission expires: _____

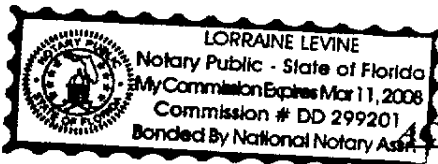
IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribing incorporators of this Association, have executed these Articles of Incorporation this 22 day of July, 2004.

Arthur M. Hall
ARTHUR HALL

STATE OF FLORIDA
COUNTY OF WALTON

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida to take acknowledgments, personally appeared ARTHUR M. HALL who are personally known to me and who executed the foregoing before me.

Lorraine Levine
Notary Public, State of Florida
My Commission expires: _____



ACCEPTANCE BY REGISTERED AGENT

I, KENNETH D. GOLDBERG, ESQ., DO HEREBY accept the foregoing designation as registered agent of SAND CLIFFS ON THE GULF HOMEOWNERS' ASSOCIATION, INC. Further, I am familiar with and accept the duties and obligations of such designation.

Kenneth D. Goldberg
KENNETH D. GOLDBERG

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida to take acknowledgments, personally appeared Kenneth D. Goldberg, who is personally known to me and who executed the foregoing before me.

Pamala K. O'Neal
Notary Public, State of Florida
My Commission expires: _____

July 30, 2004

