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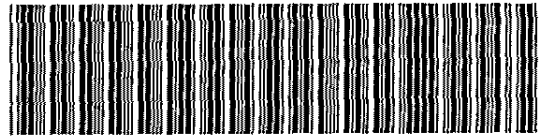
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04 OCT -5 AM 9:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7000 10-6-04

TRANSMITTAL LETTER

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

SUBJECT: CHANAN ESTATES PROPERTY OWNERS ASSOCIATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

X ☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ELLEN J. FLEMING, ESQ.
Name (Printed or typed)
ONE ALLIANCE CENTER, 4TH FLOOR
3500 LENOX ROAD
Address
ATLANTA, GA 30326
City, State & Zip
404-926-4643
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
CHANAN ESTATES PROPERTY OWNERS ASSOCIATION, INC.

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04 OCT -5 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be CHANAN ESTATES PROPERTY OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Corporation".

ARTICLE II. DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for Chanan Estates ("Declaration"), to be recorded in the Public Records of Okaloosa County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE III. PURPOSE AND POWERS

Section 1. Purpose. The purpose for which the Corporation is organized is to provide an entity for the operation and governance of the Chanan Estates community (the "Community"), located upon lands in Okaloosa County, Florida, said property being described in the duly recorded Declaration.

The Corporation shall not be operated for profit and shall make no distribution of income to its members, directors or officers and upon dissolution, all assets of the Corporation shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

Section 2. Powers. The Corporation shall have all of the common-law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the Bylaws, the Declaration, or Florida law.

The Corporation shall have all of the powers and duties contemplated in these Articles, the Declaration, and the Bylaws, together with all of the powers and the duties reasonably necessary to operate the Community pursuant to the Declaration as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Community. The powers and duties, which the Bylaws and Declaration may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

(a) To exercise all powers specifically set forth in the Declaration, these Articles of Incorporation, the Bylaws, and in the Act, and all powers incidental thereto, and all other provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

(b) To determine the expenses required for the maintenance and operation of the Community and the Corporation.

- (c) To operate and maintain the Common Property.
- (d) To adopt a budget and make and collect assessments, including special assessments, enforce a lien for nonpayment thereof, and use and expend the assessments to carry out the purposes and powers of the Corporation, subject to the provisions of these Articles, the Declaration and the Bylaws, where applicable, recognizing obligations of the Corporation contained in the provisions of the Declaration.
- (e) To levy reasonable fines against the appropriate Owner or Occupant of a Lot for the purposes specified in the Declaration.
- (f) To borrow money on behalf of the Community or the Corporation when required in connection with the operation, care, upkeep and maintenance of the Community or the acquisition of property, and granting mortgages on and/or security interests in Corporation owned property in accordance with the Declaration.
- (g) To employ, dismiss and control the personnel necessary for the maintenance and operation of the Community, including the right and power to employ attorneys, accountants, contractors, and other professionals, as the need arises, subject to any applicable provisions of the Declaration.
- (h) To make and amend rules and regulations respecting the operation and use and maintenance of the Lots and Common Property.
- (i) To enforce by legal means the provision of these Articles, the Bylaws, the Declaration, and all regulations governing use of property of and in the Community.
- (j) To contract for the management and maintenance of the Common Property and to authorize a management agent to assist the Corporation in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments and other sums due from Owners, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Property with funds as shall be made available by the Corporation for such purposes. The Corporation, its directors and officers shall, however, retain at all times the powers and duties granted by the Community Documents, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Corporation.
- (k) To enter into agreements acquiring leaseholds, memberships or other possessory or use interests regarding recreation area(s) and facilities for the use and enjoyment of the members of the Corporation.
- (l) To further improve the Common Property, and the right to purchase realty and items of furniture, furnishings, fixtures and equipment for the foregoing, and the right to acquire and enter into agreements pursuant to the Act, subject to the provisions of these Articles, the Declaration and the Bylaws.
- (m) To maintain bank accounts on behalf of the Corporation and designating the signatory or signatories required therefor.
- (n) To obtain and review insurance for the Community.
- (o) To make repairs, additions and improvements to, or alterations of, Common Property, and repairs to and restoration of the Common Property and other portions of the Community, in accordance with the provisions of the Declaration after damage or destruction by fire or other casualty, or as a result of condemnation or eminent domain proceedings or otherwise.

(p) To enter into such agreements or arrangements, as deemed appropriate, with such firms or companies as it may deem for and on behalf of the Owners to provide certain services and/or maintenance otherwise the individual responsibility of the Owners and to increase the assessments due or otherwise charge each Owner a share of the amount charged for said maintenance and service.

(q) At its discretion, authorizing Owners or other persons to use portions of the Common Property for private parties and gatherings and imposing reasonable charges for such private use.

(r) Acquiring and conveying Common Property for the purposes of providing utility easements, right-of-way expansion or other public purpose whether negotiated or as part of the eminent domain procedure which authority can be exercised by the Board of Directors without approval of the Owners.

(s) To bring suit as may be necessary to protect the Corporation's interests, the interests of the Corporation's members, or the Common Property.

(t) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

Section 3. Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

Section 4. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, and the Bylaws, and Florida law provided that in the event of conflict, the provisions of Florida law shall control over those of the Declaration and Bylaws.

ARTICLE IV. TERM

The term for which this Corporation shall exist shall be perpetual.

ARTICLE V. INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

Ellen J. Fleming, Esq.
Weissman, Nowack, Curry & Wilco, P.C.
One Alliance Center, 4th Floor
3500 Lenox Road
Atlanta, Georgia 30326

ARTICLE VI. OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. The officers of this Corporation shall be elected for a term of one (1) year, and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefor in the Bylaws of the Corporation. Until transfer of the control of the Corporation to the Owners other than the Developer has been accomplished, the officers need not be directors or members. The President and Vice President must be members of the Board of Directors.

The names of the persons who shall serve as the first officers are:

Gilbert K. Chan	President
Mercy Chan	Vice President
Cynthia Chan	Secretary-Treasurer

ARTICLE VII. DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors composed of not less than three (3) directors. The method of election of directors shall be as stated in the Bylaws. All directors shall be members of the Association, provided that the Developer shall be entitled to designate non-member directors to the extent permitted by the Bylaws.

All of the duties and powers of the Corporation existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Owners when such approval is specifically required. The first Board of Directors shall be comprised of three (3) persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the first directors are:

Gilbert K. Chan	1111 Shoal River Drive Crestview, Florida 32539
Mercy Chan	1111 Shoal River Drive Crestview, Florida 32539
Cynthia Chan	1111 Shoal River Drive Crestview, Florida 32539

ARTICLE IX. BYLAWS

The initial Bylaws of the Corporation shall be attached as an exhibit to the Declaration and shall be adopted by the first Board of Directors.

ARTICLE X. MEMBERS

Membership in the Corporation shall automatically consist of and be limited to all of the record owners of Lots in the Community. Transfer of Lot ownership, either voluntary or by operation of law, shall terminate membership in the Corporation and said membership is to become vested in the transferee. If Lot ownership is vested in more than one (1) person then all of the persons so owning said Lot shall be members eligible to hold office, attend meetings, etc., but the Owner(s) of each Lot shall only be entitled to one (1) vote as a member of the Corporation. The manner of designating voting members and exercising voting rights shall be determined by the Bylaws.

ARTICLE XI. AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if there are members of the Corporation, the Board shall direct that it be submitted to a

vote at a meeting of the members, which may be either the annual or a special meeting. If there are no members of the Corporation, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members of the Corporation entitled to vote thereon. Upon adoption, such amendment or amendments of these Articles shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of Florida. A certified copy of each such amendment of these Articles shall be recorded in the public records of Okaloosa County, Florida, within thirty (30) days from the date on which such amendment is filed in the office of the Secretary of State.

No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to the Developer in the Community documents without the written consent of the Developer.

To the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

ARTICLE XII. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be 1111 Shoal River Drive, Crestview, Florida 32539, or at such other place or places as may be designated from time to time.

ARTICLE XIII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent at that address are:

Gilbert K. Chan
1111 Shoal River Drive
Crestview, Florida 32539

ARTICLE XIV. INDEMNIFICATION

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 he is or was a director, employee, officer, committee member 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 in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) 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 or did act in a manner which he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful. To the extent that a director, officer, employee, committee member or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith. 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 receipt of an undertaking by or on behalf of the affected director, officer, employee, committee member or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

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 by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee, committee member or agent and shall inure to the benefit of the heirs and personal representatives of such person.


The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, committee member or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee, committee member or agent of another corporation, partnership, joint venture, trust or other enterprises, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

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 XV. DISSOLUTION OF THE ASSOCIATION

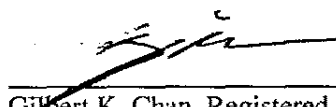
The Corporation may be dissolved in accordance with the provisions of the Declaration and in accordance with Florida law.

IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 4th day of October, 2004.


Ellen J. Fleming, Esq., Incorporator

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for CHANAN ESTATES PROPERTY OWNERS ASSOCIATION, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.



Gilbert K. Chan, Registered Agent

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04 OCT -5 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Chanan Estates Property Owners Association, Inc., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 1111 Shoal River Drive, Crestview, Florida 32539, has named Gilbert K. Chan, as its agent to accept service of process within Florida.

CHANAN ESTATES PROPERTY
OWNERS ASSOCIATION, INC., a Florida
corporation not-for-profit

By: _____

Ellen J. Fleming
Ellen J. Fleming, Incorporator

Dated: _____

October 4, 2004

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.

Gilbert K. Chan
Gilbert K. Chan, Registered Agent

Dated: _____

September 28, 2004

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04 OCT -5 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA