

N04000010423

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

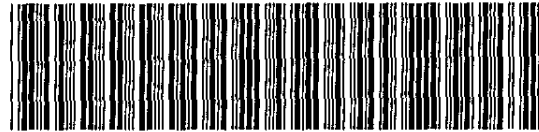
(Business Entity Name)

(Document Number)

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4M 11/5

## ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, Fl 32308

City/St/Zip

850-222-2785

Phone #

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- EMERALD RIVIERA BEACH RESORT OWNERS ASSOCIATION, INC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

### NEW FILINGS

<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

### AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

### OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

### REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
EMERALD RIVIERA BEACH RESORT OWNERS ASSOCIATION, INC.

The undersigned forms a corporation not for profit under Chapters 617 and 718, Florida Statutes, as may be amended and superseded from time to time, and certifies as follows:

ARTICLE I - NAME AND ADDRESS

The name of the corporation shall be EMERALD RIVIERA BEACH RESORT OWNERS ASSOCIATION, INC. ("Association") and the street address of its initial principal office is 21504 Front Beach Road, Panama City Beach, Florida 32413.

ARTICLE II - PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act (Chapter 718, Florida Statutes, 2004, as may be amended or superseded), for the operation, management, maintenance, and control of Emerald Riviera Beach Resort Condominium, a Condominium ("Condominium"). The Association shall make no distribution of income to its members, directors, or officers.

ARTICLE III - POWERS

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

- (A) The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the Declaration of Condominium of any condominium governed by the Association ("Declaration").
- (B) The Association shall have all the powers and duties set forth in these Articles, the Declaration, and the Condominium Act except when the Act allows limitations by these Articles or the Declaration and all of the powers and duties reasonably necessary to operate condominiums pursuant to the Declaration, as it may be amended from time to time, including but not limited to the following:
  - (1) To hold title to and own fee simple or other lesser interest in real, personal, or mixed property, wherever situated including units in the Condominium, and to lease, mortgage, and convey the same.

- (2) To make and collect assessments against the members as unit owners to defray the costs, expenses, and losses of the Condominium and to defray the costs, expenses, and losses of any other business, enterprise, venture or property interests of the Association.
- (3) To use the proceeds of the assessments in the exercise of these powers and duties.
- (4) To maintain, repair, replace, and operate the property of the Condominium or any other property of the Association.
- (5) To purchase insurance upon the property of the Condominium, the other property of the Association, and insurance for the protection of the Association and its members.
- (6) To reconstruct improvements after casualty and to further improve the property of the Condominium or any other property of the Association.
- (7) To make and amend reasonable rules and regulations respecting the use of the Condominium or the property of the Association ("Regulations").
- (8) To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles, the Bylaws of the Association, and Regulations.
- (9) To contract for the management of the Association, the Condominium or any portion thereof, and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration to have approval of the Board of Directors or the members of the Association.
- (10) To contract with the developer, its successors, and assigns, and any of the partners of the developers, their officers, directors, partners, or shareholders.
- (11) To acquire fee simple title to, to lease, to acquire memberships or acquire other possessory or use interest in and to operate lands and facilities, whether or not contiguous to the lands of the Condominium intended to provide for the enjoyment, recreation, or other use or benefit of

the members, or a substantial number of the members, of the Association.

(12) To employ personnel to perform the services required for the proper operation management, maintenance or control of the Association, the Condominium or any other property of the Association.

(13) To hire attorneys or other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the members of the Association where such action or rights are common to all members, or a substantial number of the members; and to bring such action in the name of and on behalf of the members.

(14) To be responsible for the maintenance and repair of all stormwater facilities and drainage elements located within the Condominium, including but not limited to any retaining walls or dams (earthen or otherwise) retaining water therein, and any fountains, lighting, pumps, conduits, and similar equipment installed in the common elements of the Condominium or used in connection therewith.

(C) All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration and the Bylaws of the Association.

#### ARTICLE IV - MEMBERS

(A) The members of the Association shall consist of all of the record owners of the units in the Condominium and after termination of the Condominium, shall consist of those who are members at the time of such termination and their successors and assigns.

(B) A change of membership in the Association shall be established by recording in the public records of Bay County, Florida, a deed or other instrument establishing a record title to a unit in the Condominium. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

(C) The share of a member in the funds or assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as appurtenance to his

unit.

- (D) The owner of each unit of the Condominium shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast and the manner of exercising the voting rights shall be determined by the Bylaws of the Association.

#### ARTICLE V - DIRECTORS

- (A) The affairs of the Association will be managed by a board consisting of not less than three nor more than five directors who shall be designated or elected as hereinafter set forth. Directors need not be members of the Association.
- (B) The names and addresses of the members of the Board of Directors who have been designated as such by the developer and who shall hold office until their successors are designated or elected as herein provided and if qualified or until removed as herein provided are as follows:

Name:	Address:
Gregory C. Toole	21504 Front Beach Road Panama City Beach, FL 32413
Kathryn C. Toole	21504 Front Beach Road Panama City Beach, FL 32413
Kimberly M. Toole	3306 Arbor Gates Drive Atlanta, GA 30324

Until unit owners other than the developer are entitled to elect members to the board of directors, the members of the board of directors shall be designated by the developer and may be changed from time to time as the developer, in its sole discretion, may determine.

- (C) Until unit owners other than the developer are entitled to elect a majority of the board of directors, the board of directors shall consist of three members. The first election of directors shall not be held until required by the Condominium Act including Section 718.301(1)(a) through (e) thereof, or until the developer elects to terminate its control of the Association.
- (D) Beginning with the election at which unit owners other than the developer are entitled to elect at least a

majority of the Board of Directors, the affairs of the Association will be managed by a board consisting of five directors. After unit owners other than the developer are entitled to elect a majority of the members of the Board of Directors, directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

#### ARTICLE SIX - OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the board of directors in its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the board of directors. The names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

Gregory C. Toole	21504 Front Beach Road	President,
	Panama City Beach, FL 32413	Secretary,
		Treasurer

#### ARTICLE VII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors' and officers' liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

#### ARTICLE VIII - BYLAWS

The first Bylaws of the Association shall be adopted by the board of directors and may be altered, amended, or rescinded in any manner provided by the Bylaws.

#### ARTICLE IX - AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

- (A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting to which proposed amendment is considered.
- (B) A resolution for the adoption of the proposed amendment may be proposed either by the board of directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the secretary or assistant secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than 2/3rds vote of the entire membership of the Association.
- (C) Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon the Condominium.
- (D) Provided, further, that no amendment shall abridge, limit, or alter the rights reserved by or granted to the developer, its successors or assigns, or any successor developer, by these Articles or without the prior written consent of the developer, its successors or assigns, or successor developer.
- (E) A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Bay County, Florida.

#### ARTICLE X - TERM OF EXISTENCE

The term of the Association shall be perpetual.

#### ARTICLE XI - SUBSCRIBERS

The name and address of the subscriber to the Articles of Incorporation are as follows: Gregory C. Toole, 21504 Front Beach Road, Panama City Beach, Florida 32413.



ARTICLE XII - APPOINTMENT OF REGISTERED AGENT AND OFFICE

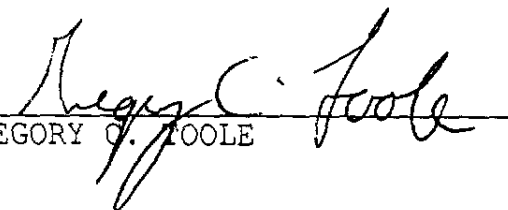
Daniel Harmon III is hereby appointed to serve as registered agent of the Association. The street address of the registered office of the registered agent is 427 McKenzie Avenue, Panama City, Florida.

ARTICLE XIII - DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.

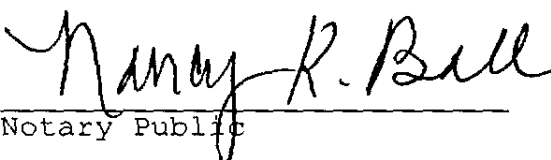
No disposition of Emerald Riviera Beach Resort Owners Association, Inc.'s properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded Declaration, unless made in accordance with the provisions of any applicable declaration.

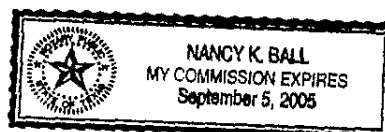
IN WITNESS WHEREOF, the subscriber has affixed his signature this 3<sup>rd</sup> day of November, 2004.

  
GREGORY C. TOOLE

STATE OF Texas  
COUNTY OF Harris

The foregoing instrument was acknowledge before me this day of November 3, 2004, by GREGORY C. TOOLE, who is personally known to me.

  
Notary Public

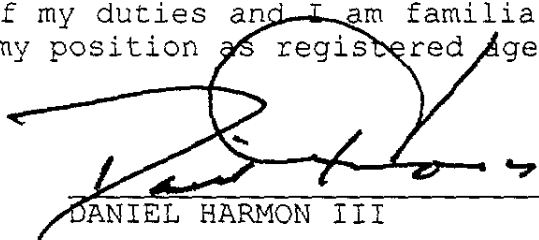


CERTIFICATE OF DESIGNATION OF THE REGISTERED  
AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida. The name of the corporation is EMERALD RIVIERA BEACH RESORT OWNERS ASSOCIATION, INC. The name and address of the registered agent and office is Daniel Harmon III, 427 McKenzie Avenue, Panama City, Florida, 32401.

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. Further, I agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

11-4-07  
DATE

  
\_\_\_\_\_  
DANIEL HARMON III

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TALLAHASSEE, FLORIDA  
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