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Cabana Cay Community Association, Inc.

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**ARTICLES OF INCORPORATION****OF****CABANA CAY COMMUNITY ASSOCIATION, INC.**

THE UNDERSIGNED by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I. NAME AND ADDRESS**

The name of the corporation shall be "Cabana Cay Community Association, Inc." (the "Association"), and the street address of its initial principal office is 40001 Emerald Coast Highway, Destin, Florida 32541.

**ARTICLE II. PURPOSE**

This association is organized for the purpose of providing an entity for the operation of a community association pursuant to Chapter 720, Florida Statutes, located in Bay County, Florida, and known as Cabana Cay. Further, the Association shall operate and maintain any storm water management system and any stormwater discharge facility exempted or permitted by the Florida Department of Environmental Regulation or other state agency on the property of the Association, and shall have all powers necessary to establish rules and regulations, assess members, and contract for services for the maintenance and operation thereof.

**ARTICLE III. SUBMISSION TO JURISDICTION**

The community shall be managed by the Association upon recordation of the declaration.

**ARTICLE IV. 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 and a community association not in conflict with the terms of these Articles or the Declaration of Covenants, Conditions and Restrictions for Cabana Cay.

(B) The Association shall have all the powers and duties set forth in these Articles, and all of the powers and duties reasonably necessary to operate a community association, 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, and to lease, mortgage and convey same.

(2) To make and collect assessments against the members to defray the costs, expenses and losses of any other business, enterprise, venture or property interest of the Association.

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(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 Association.

(5) To purchase insurance upon the 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 Association.

(7) To make and amend reasonable regulations respecting the use of the property of the Association.

(8) To enforce by legal means the provisions of these Articles, the By-Laws of the Association and regulations for the use of the property of the Association.

(9) To contract for the management of the Association, and to delegate to such contractor all powers and duties of the Association.

(10) To contract with the Developer, its successors and assigns, and any of the partners of the Developer, their officers, directors, partners or shareholders.

(11) To acquire fee simple title to, to lease, acquire memberships or acquire other possessory or use interest in and to operate lands and facilities whether or not contiguous to the lands of managed by the Association, 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 determine which persons shall be entitled to use the property of the Association, including all fees, charges and other terms and conditions relating to such use and to enter into such agreements as may be necessary or incidental thereto.

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

(14) 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 actions 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.

(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 these Articles and the By-Laws of the Association.

## ARTICLE V. MEMBERS

(A) The members of the Association shall consist of all record owners of property subject to the Declaration of Covenants, Conditions and Restrictions for Cabana Cay.

(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 parcel of property within the community managed by the Association and the delivery to the Association of a certified copy of such instrument. 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.

(D) Each owner shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

## ARTICLE VI. DIRECTORS

(A) The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than seven (7) 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 first 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 have qualified or until removed as herein provided are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Larry Wayne Adkinson	40001 Emerald Coast Parkway Destin, Florida 32541
Enrique DeVarona	40001 Emerald Coast Parkway Destin, Florida 32541
Chad Adkinson	40001 Emerald Coast Parkway Destin, Florida 32541

Until owners other than the Developer are entitled to elect members of 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 owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the Board of Directors shall consist of three (3) members.

(D) Beginning with the election at which 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 seven (7) directors. After 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 By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

#### ARTICLE VII. OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at 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:

##### NAME

##### ADDRESS

President/Secretary/Treasurer, Enrique DeVarona

40001 Emerald Coast Parkway  
Destin, Florida 32541

Vice President, Larry Wayne Adkinson

40001 Emerald Coast Parkway  
Destin, Florida 32541

#### ARTICLE VIII. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's 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 IX. 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 by the By-Laws.

#### ARTICLE X. 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 at which a proposed amendment is considered.

(B) A resolution for the adoption of a 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 two thirds (2/3) of the 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;

(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 By-Laws without the prior written consent of the Developer, its successors or assigns, or a 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 XI. TERM

The term of the Association shall be perpetual, unless the Association is terminated as permitted by the provisions of the Declaration of Covenants, Conditions and Restrictions for the project. Upon any such termination, any storm water management system or discharge facility for which the Association is responsible shall be maintained by local government units, including \*\*C County or any municipality, a municipal service taxing unit, an active water control district, a drainage district created by special act, a community development district created under Chapter 190, Florida Statutes, a special assessment district created under Chapter 170, Florida Statutes, a state or federal agency, any duly constituted communication, water, sewer, electrical or other public utility, or any entity acceptable to the Department of Environmental Regulation or its successor under its rules and regulations.

#### ARTICLE XII. SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is as follows:

NAME

ADDRESS

Mary K. Kraemer

4475 Legendary Drive  
Destin, Florida 32541

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15:30

FROM-Matthews and Hawkins PA

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**ARTICLE XIII. APPOINTMENT OF REGISTERED AGENT AND OFFICE**

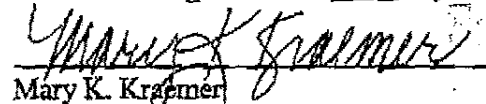
Mary K. Kraemer is hereby appointed to serve as Registered Agent of the Association. The street address of the Registered Office of the Registered Agent is 4475 Legendary Drive, Destin, Florida 32541.

**ARTICLE XIV. 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 the properties of Cabana Cay Community Association, Inc., shall be effective to divest or diminish any right or title of any member, unless made in accordance with the provisions of the Declaration of Covenants, Conditions and Easements for Cabana Cay.

IN WITNESS WHEREOF, the subscriber has affixed her signature this 25<sup>th</sup> day of February, 2005.

  
Mary K. Kraemer


STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of February, 2005, by Mary K. Kraemer who is personally known to me or who has produced a Florida Driver's License as identification.

(SEAL)



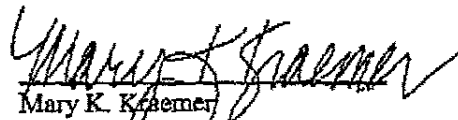
**Kristle R. Busby**  
Commission #DD268169  
Expires: Oct 31, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
Notary Public  
My Commission Expires: \_\_\_\_\_

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: CABANA CAY COMMUNITY ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the By-Laws in Destin, Florida, has named Mary K. Kraemer, located at 4475 Legendary Drive, Destin, Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Mary K. Kraemer