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**FRANKLIN H. WATSON, P.A.**

*ATTORNEY AT LAW*

ADMITTED IN  
FLORIDA & ALABAMA

5365 E. COUNTY HIGHWAY 30-A, SUITE 105  
SEAGROVE BEACH, FL 32459

PH: (850) 231-3465  
FAX: (850) 231-3475

February 23, 2005

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

**SUBJECT: ARTICLES OF INCORPORATION FOR:  
HENDERSON PLACE OWNERS' ASSOCIATION, INC.  
OUR FILE NUMBER C05-008**

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for the amount of \$78.75, Filing Fee and Certificate.

If you have any questions or concerns regarding the enclosed, please do not hesitate to contact Linda Van Tassel at 850-231-3465 (ext.15).

**FROM: FRANKLIN H. WATSON, P.A.**  
5365 E. Highway 30-A, Suite 105  
Seagrove Beach, FL 32459  
Phone: 850-231-3465

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DIVISION OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HENDERSON PLACE OWNERS' ASSOCIATION, INC.**

The undersigned incorporators by these articles associate themselves for the purpose of forming a corporation not for profit under the laws of the State of Florida, and adopt the following articles of incorporation:

**ARTICLE I  
NAME**

The name of this corporation is HENDERSON PLACE OWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "association," these articles of incorporation as the "articles," and the bylaws of the association as the "bylaws."

**ARTICLE II  
TERM OF EXISTENCE**

The association shall have perpetual existence.

**ARTICLE III  
CORPORATE PURPOSE**

This association is organized for the purpose of providing an entity under the Florida Statute 617.301-617.312 ("the Statute") for the operation of an Owners' Association located in Walton County, Florida.

The purpose of the Association is to own, operate, maintain and preserve the Common Areas and enforce the restrictions on the residential subdivision known as Henderson Place located in Walton County, Florida on the real property described in Declaration of Covenants, Conditions and Restrictions for the afore referenced subdivision, recorded or to be recorded in the public records of Walton County, Florida ("the Declaration"), for the mutual advantage and benefit of the members of this Association, who shall be owners of Lots within the property.

The Association shall make no distribution of income to its members, directors or officers.

**ARTICLE IV  
POWERS**

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

The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the Declaration which are hereby incorporated by reference, an the Bylaws, and any amendments thereto.

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11:17 AM  
CLERK OF CIRCUIT COURT  
WALTON COUNTY, FLORIDA

The Association shall have the following specific powers so long as they are not in conflict with the Declaration and the Bylaws:

To fix, levy, collect and enforce payment by any lawful means all charges and assessments pursuant to the terms of the Declaration. To pay all expenses in connection therewith and other expenses incident to the conduct of the business Association, including any licenses, taxes or other governmental charges levied or imposed against the Association or the property of the Association.

To acquire, by gift, purchase or otherwise, own, hold, improve, build upon operate, maintain, convey, sell, lease, transfer, dedicated for the public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

To maintain, repair, replace and operate the Association's property.

To borrow money and, as may be provided in the Declaration, to mortgage, pledge or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.

To purchase insurance upon the properties owned or controlled by the Association and insurance for the protection of the Association and its members.

To dedicate, sell or transfer all or any part of the Common Areas (as defined in the Declaration) to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by members. No such dedication or transfer shall be effective unless an instrument has been signed by seventy-five percent (75%) of the members, agreeing to such dedication, sale or transfer and recorded in the Public Records of Walton County, Florida.

To participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional residential property and common areas, provided that such merger or consolidation shall have the approval required by such Declaration.

To contract for good and services for the Association and for the benefit of the members of the Association.

To make and amend reasonable regulations respecting the use of the property.

To enforce by legal means the provisions of these Articles, the Bylaws, the Declaration, and the regulations for the use of the property promulgated by the Association, if any.

To contract for the management of the Association's properties and to delegate such contractor and manager all powers and duties of the Association, or any part thereof, except such as are specifically required by the Articles or by the Bylaws to have approval of the Board of Directors of the membership of the Association.

To employ personnel to perform the services required for the proper operation of the properties.

To acquire title to, to lease, acquire memberships or acquire other possessory or use interest in and to and operate lands and facilities including, but not limited to, streets, parking areas, residential facilities and other facilities (whether or not contiguous) to the properties operated 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.

To grant, receive, or modify easements on any of the Common Areas.

The Association shall have the power to purchase a lot or lots and to hold, manage, and convey the same so long as the Association pays all assessments and other liabilities attendant to such ownership.

All funds and the titles to 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 of Incorporation, the Bylaws and the Declaration.

#### **ARTICLE V PRINCIPAL OFFICE/MAILING ADDRESS**

The street address and mailing address of the initial principal office of the corporation is:

499 Lakeview Drive  
Seagrove Beach, FL 32459

#### **ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name of the registered agent and street address of the initial registered office of this corporation is:

Billy H. Mancil  
499 Lakeview Drive  
Seagrove Beach, FL 32459

#### **ARTICLE VII BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association; provided, however, that until Class B membership has ceased and been converted to Class A membership in accordance with the provisions of the Declaration, the Directors need not be members of the Association. The number of Directors of the Association shall not be

less than three or more than nine. The names and addresses of the persons who are to serve as the initial Directors until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Billy H. Mancil	499 Lakeview Drive, Seagrove Beach, FL 32459
Sam B. Carnes	109 Tuckabatchee Court, Montgomery, AL 36117
Sandra R. Carnes	109 Tuckabatchee Court, Montgomery, AL 26117

Directors shall serve for a term of one year, and shall hold office until qualified successors are duly elected at the next annual meeting of members. Directors may be re-elected for successive terms. Any vacancy on the Board shall be filled for the unexpired term of the vacated office by vote of the remaining directors.

While Class B member is in existence, the Board shall be appointed and/or elected in accordance with the applicable provisions of the Declaration and the Bylaws of the Association.

#### **ARTICLE VIII OFFICERS**

Subject to the direction of the Board, the affairs of the Association shall be administered by its officers as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board. The names and address of the officers who shall serve until the first annual meeting of the Board are as follows:

<u>Name and Address</u>	<u>Office</u>
Billy H. Mancil 499 Lakeview Dr. Seagrove Beach, FL 32459	President
Same B. Carnes 109 Tuckabatchee Court Montgomery, AL 36117	Vice President
Sandra R. Carnes 109 Tuckabatchee Court Montgomery, AL 36117	Secretary/Treasurer

**ARTICLE IX  
MEMBERS AND VOTING RIGHTS**

Every person or entity who is a record owner of a Lot within the Property shall be a member of the Association. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

The Association shall have two classes of voting membership as described in the Declaration.

Changes of membership in the Association shall be established by recording in the public records of Walton County, Florida, a deed or other instrument establishing a record title to a Lot and delivery of a certified copy of such instrument to the Association. The owner(s) designated by such instrument shall thus become a member of the Association and the membership of the prior owners shall be terminated.

Each Member/Lot shall be entitled to certain Voting Rights as specified in the Declaration. The manner of exercising voting rights shall be determined by the Bylaws.

A Member does not have authority to act for the Association solely by reason of being a Member.

**ARTICLE X  
INCORPORATORS**

The name and address of the incorporator signing these Articles of Incorporation is:

FRANKLIN H. WATSON, P.A.  
5365 E. HIGHWAY 30-A, SUITE 105  
SEAGROVE BEACH, FLORIDA 32459

**ARTICLE XI  
BYLAWS**

The Bylaws of the Association shall be adopted by the first Board of Directors. The Bylaws may be altered, amended, modified or repealed by a majority of the Directors or at any duly called meeting of the members of this Association.

**ARTICLE XI  
INDEMNIFICATION**

This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agent, to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees

actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil or criminal, administrative or investigative, and any appeal thereof, to which any such persons or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

## **ARTICLE XII AMENDMENTS**

This Association reserves the right to amend or repeal any of the provisions contained in these Articles or any amendment hereto with the assent of seventy-five percent (75%) of the entire voting membership. No amendment shall conflict with the Declaration.

## **ARTICLE XIII DISSOLUTION**

The Association may be dissolved with the assent, in writing, of not less than seventy-five percent (75%) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of this Association may be transferred to the Owner of the Lots, or may be dedicated to any nonprofit corporation, association, trust or other organization to be devoted to purposes similar to those for which this Association was created, or to an appropriate public agency to be used for purposes similar to those which this Association was created or for the general welfare of the residents of the county in which the property is located.

## **ARTICLE XIII SUPREMACY**

All terms herein shall have the same meaning as set forth, defined and used in the Declaration and in Chapter 617, Florida Statutes. These Articles and the Bylaws are subject to the Declaration and in the event of a conflict, the Declaration shall govern. In the event of a conflict between the Articles and Bylaws, the Articles shall govern.

## **ARTICLE XII STORMWATER MANAGEMENT AND DISCHARGE FACILITY**

The Association shall operate and maintain a stormwater management system and stormwater discharge facility as exempted or permitted by Walton County and the State of Florida. The Association shall establish rules and regulations, assess members, and contract for services to provide the services for operation and maintenance. Said operation of the stormwater management system and discharge facility shall be as follows:

Each lot shall be a part of the storm water management system, which requires storm water retention facilities and retention areas to be maintained by the Association, and operated in accordance with the agreements and regulations of Walton County and the State of Florida;

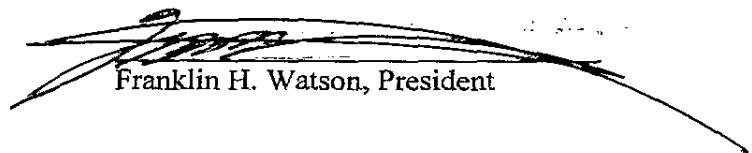
There shall be assessed by the Association, on each lot owner, a pro-rated and monthly basis assessment in the amount required to maintain, repair, and meet the expenses and costs of the storm water retention facilities, including but not



limited to, the expenses of repair, maintenance, and when necessary, the replacement of the drainage system, and storm water system.

**IN WITNESS WHEREOF**, we have hereunto set our hands and seals and acknowledge we are filing the foregoing Articles of Incorporation under the laws of the State of Florida this 25<sup>th</sup> day of February 2005.

**FRANKLIN H. WATSON, P.A.**

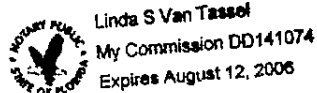
  
Franklin H. Watson, President

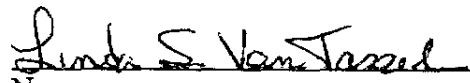
STATE OF FLORIDA  
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of February 2005, by Franklin H. Watson, as President of Franklin H. Watson, P.A., who is personally known to me.

WITNESS my hand and seal this 25<sup>th</sup> day of February 2005.

Affix Seal



  
Name: \_\_\_\_\_  
Notary Public  
My commission expires:

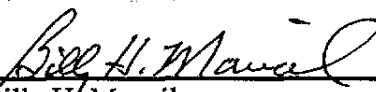
**CERTIFICATE DESIGNATING PRINCIPAL OFFICE  
OF DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

FIRST – That **HENDERSON PLACE OWNERS' ASSOCIATION, INC.** with its principal place of business at 499 Lakeview Drive, Seagrove Beach, FL 32459 has named Billy H. Mancil, located at 499 Lakeview Drive, Seagrove Beach, FL 32459, as its agent to accept service of process within the State of Florida.

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, and I accept the duties and obligations of Section 617.0501 Florida Statutes.

Date: 2-25-05

  
\_\_\_\_\_  
Billy H. Mancil

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CLERK OF DISTRICT COURT  
IN FLORIDA  
SEAGROVE BEACH, FLORIDA