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J. Shivers MAR 3 1 2005

JOHN F. SPROULL, JR.
ATTORNEY AT LAW
314 ST. JOHNS AVENUE
PALATKA, FLORIDA 32177
PHONE 386-325-3301
FAX 386-325-3049

March 24, 2005

Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

Re: BLAIR ESTATES HOMEOWNERS ASSOCIATION, INC.

Dear Sirs:

Enclosed please find original and one copy of Articles of Incorporation, together with Designation of Resident Agent. Also enclosed is my check in the amount of \$70.00 for the filing fee. Please return all correspondence to John F. Sproull, 314 St. Johns Avenue, Palatka, FL 32177.

ohn F. Sproull

JFS/vm Enc.

FILED

ARTICLES OF INCORPORATION

OF

BLAIR ESTATES HOMEOWNERS ASSOCIATION, INC.

I, the undersigned natural person competent to contract, acting as incorporator of a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopt the following articles of incorporation:

ARTICLE I. NAME

The name of the corporation is BLAIR ESTATES HOMEOWNERS ASSOCIATION, INC.

ARTICLE II. PURPOSES

The purposes and objects of the corporation are such as are authorized under Chapter 617 of the Florida Statutes and include providing for the maintenance, preservations, administration, and management of BLAIR ESTATES, a subdivision.

The corporation is organized and operated solely for administrative and managerial purposes. It is not intended that the corporation show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member. If, in any taxable year, the net income of the corporation from all sources other than casualty insurance proceeds and other nonrecurring items exceeds the sum of (1) total common expenses for which payment has been made or liability incurred within the taxable year, and (2) reasonable reserves for common expenses and other liability in the next succeeding taxable year, such excess shall be held by the corporation and used to reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each unit owner will be credited with the portion of any excess that is proportionate to his interest in the common elements of the owner.

ARTICLE III. MEMBERS

Each owner unit shall have appurtenant thereto a membership in the corporation, which membership shall be held by the person or entity, or in common by the persons or entitles owning such unit, except that no person or entities holding title to a unit as security for performance of an obligation shall acquire the membership appurtenant to such unit by virtue of such title ownership. In no event may any membership be severed from the unit to which it is appurtenant.

Each membership in the corporation shall entitled the holder or holders thereof to exercise that proportion of the total voting power of the corporation corresponding to the proportionate undivided interest in the common elements appurtenant to the unit to which such membership corresponds, as established in the declaration.

ARTICLE IV. DURATION

The period of duration of the corporation is perpetual.

ARTICLE V. SUBSCRIBERS

The names and residences of the subscribers are:

ARTICLE VI. OFFICERS

313 State Road 207, East Palatka, FL 32131

The affairs of the corporation are to be managed by a president, vice-president, secretary, and treasurer who will be accountable to the governing board. Officers will be elected annually in the manner set forth in the bylaws. The names of the officers who are to serve until the first election of officers are as follows:

U.D. Floyd

U.D. Floyd,

President

Peggy Floyd

Vice-President

Rita Arrington Secretary and Treasurer

ARTICLES VII. DIRECTORS

The number of persons constituting the first board of directors is three. The names and address of the directors who are to serve until the first annual meeting of the members or until their successors are elected and qualify are:

U.D. Floyd 313 State Road 207, East Palatka, FL 32131

Peggy Floyd 313 State Road 207, East Palatka, FL 32131

Rita Arrington 100 Seminole Circle, San Mateo, FL 32187

At the first annual meeting, the members shall elect from among the members of the corporation one director for a term of one year each, one director for a term of two years each, and one for a term of three years each.

ARTICLE VIII. BYLAWS

Bylaws regulating operation of the corporation are annexed to the declaration. The bylaws may be amended by the first board of directors until the first annual meeting of the members. Thereafter, the bylaws shall be amended by the members in the manner set forth in the by-laws.

ARTICLE IX. AMENDMENTS TO ARTICLES

Amendments to these articles of incorporation may be proposed by any director or by thirty (30%) percent of the members entitled to vote. Amendments may be adopted by the affirmative vote of those members exercising not less than fifty (50%) of the total voting power of the corporation. Additional requirements concerning proposal and adoption of amendments to the articles shall be set forth in the bylaws.

ARTICLE X. POWERS OF CORPORATION

To promote the health, safety, and welfare of the residents of Blair Estates, the corporation may:

- (1) Exercise all of the powers and perform all of the duties of the association as set forth in the declaration of covenants and restriction and in the bylaws attached thereto, as those documents may from time to time be amended.
- (2) Determine, levy, collect and enforce payment by any lawful means of all assessments for common charges, and pay such common charges as the same become due.
- (3) Engage the services of a professional corporate management agent and delegate to such agent any of the powers or duties granted to the association of unit owners under the declaration or bylaws other than the power to engage or discharge such agent; the power to adopt, amend, and repeal the provisions hereof, or of the declaration, bylaws, or rules and regulations of Blair Estates.
- (4) Take and hold by lease, gift, purchase, grant, devise or bequest any property, real or personal, including any unit in Blair Estates, borrow money and mortgage any such property to finance the acquisition thereof on the vote of _______% of members, and transfer, lease and convey any such property.
- (5) Dedicate or otherwise transfer all or any portion of the common areas to any municipality, public agency, authority or utility on the approval of _______ % of the members.
- (6) Have and exercise any and all rights, privileges and powers which may be held or exercised by corporations not for profit generally under Chapter 617 Florida Statutes, or by associations of unit owners under the condominium act.

ARTICLE XI. DISSOLUTION

This corporation may be dissolved at any time with the written consent of all of the members thereto. On dissolution, the assets of the corporation shall be dedicated to an appropriate municipality, public agency or authority to be used for the purposes similar to those for which the corporation is organized. In the event such dedication is not accepted, such assets shall be conveyed or assigned to any nonprofit corporation, association, or other organization devoted to purposes similar to those for which this corporation is organized.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, has set my hand and seal the 24th day of 1000, 2005, for the purpose of forming this Corporation not for profit, under the laws of the State of Florida.

U.D. PLOYE

STATE OF FLORIDA COUNTY OF PUTNAM

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized under the laws of the State of Florida to administer oaths and take acknowledgments, U.D. FLOYD, well known to me to be the person subscribing his name to the attached and foregoing Articles of Incorporation and he acknowledges before me that he subscribed his name to the foregoing certificate for the purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 24th day of \$1000.

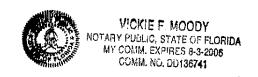
Notary Public - State of Florida

Printed Name

My Constainsion Expires:

Personally Known

OMM. NO. DD136741



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.

FIRST -- That BLAIR ESTATES HOMEOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the Town of Palatka, County of Putnam, State of Florida, has named U.D. FLOYD, 313 State Road 207, East Palatka, FL 32131, as its agent to accept service of process within its State.

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

Resident Agent