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**FLORIDA NON-PROFIT CORPORATION****SWEETBOTTOM PLANTATION HOMEOWNERS ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
SWEETBOTTOM PLANTATION HOMEOWNERS ASSOCIATION, INC.  
A CORPORATION NOT-FOR-PROFIT**

The undersigned, for the purpose of forming a corporation not-for-profit under Sections 720.301 – 729.312, Florida Statutes, files these Articles of Incorporation and certifies as follows:

**ARTICLE I  
NAME**

The name of the corporation shall be **SWEETBOTTOM PLANTATION HOMEOWNERS ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association". The principal office of the Association is 301 South Central Avenue, Flagler Beach, Florida 32136.

**ARTICLE II  
PURPOSES**

A. The purposes for which the Association is organized are:

(i) to be and constitute the Homeowners Association to which reference is made in the Declaration of Restrictive Covenants of the Sweetbottom Plantation Subdivision as amended from time to time, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of Sweetbottom Plantation Subdivision, a platted subdivision in Flagler County, Florida; and

(iii) to own, manage, and control the common areas of the development known as Sweetbottom Plantation Subdivision, or Sweetbottom Plantation.

(iv) to operate, maintain, and manage the surface water or storm water management system(s) in a manner consistent with the St. Johns River Water Management District Permit requirements and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained herein, and as may be recorded in the Public Records of Flagler County, Florida.

(v) to serve all other lawful purposes not inconsistent with these articles or the duly recorded covenants of the subdivision.

B. The Association shall make no distributions of income to its members, directors, or officers. This provision does not prohibit reasonable compensation to be paid to directors, officers, or members for services rendered to the Association.

- C. The Association is not and shall never become a Condominium Association nor shall it ever operate such as to require compliance with the Florida Condominium Act.

### 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 which are not in conflict with Sections 720.301 – 720.312, Florida Statutes, known as the Florida Homeowners Association Law, the terms of these articles, or By-Laws of this Association.
- B. The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, including, without limitations, the following:
- (i) to fix and collect assessments or other charges to be levied against the units;
  - (ii) to manage, control, operate, maintain, repair; and improve property subjected to the Declaration or any other property for which the Association by rule, regulation or contract has a right or duty to provide such exercises;
  - (iii) to enforce the covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under any Declaration or By-Laws;
  - (iv) to engage in activities which will actively foster, promote, and advance the common interest of the Unit Owners;
  - (v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right of interest therein for any purpose of the Association;
  - (vi) to borrow money for any purpose as may be limited in the By-Laws;
  - (vii) to enter into, make, perform or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;
  - (viii) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration of Restrictive Covenants;
  - (ix) To provide any and all supplemental municipal services as may be necessary or proper for the operation and maintenance of all common areas, and the common interest of the Unit Owners.
  - (x) To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water management system. Such assessments shall be used for the maintenance and repair of the surface water

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or storm water management systems including, but not limited to, work within retention areas, drainage structures and drainage easements.

- C. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this ARTICLE III are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision in ARTICLE III.

#### **ARTICLE IV** **MEMBERS**

- A. The Association shall be a membership corporation without certificates or shares of stock.
- B. ~~The owner of each lot in Sweetbottom Plantation Subdivision shall be a member of the~~  
The manner of exercising voting rights shall be determined by the By-Laws of the Association.
- C. Change of membership in the Association shall be established by recording in the public records of the County of Flagler, Florida, by a deed or other instrument establishing record title to a lot and written notice to the Association of such change in title. The owner designated by such instrument thereby becomes a member of the Association, and the membership of the prior owner is terminated.
- D. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to ownership of a lot.

#### **ARTICLE V** **TERM**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

#### **ARTICLE VI** **DISSOLUTION**

In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system must be transferred to and accepted by an entity which would comply with Section 40C - 42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE VII**  
**DIRECTORS**

- A. The affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) Directors. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than three and shall always be an odd number. The initial Board of Directors shall be the following:

Rich Smith  
301 South Central Avenue  
Flagler Beach, Florida 32136

Lisa Smith  
301 South Central Avenue  
Flagler Beach, Florida 32136

John H. Longabaugh  
301 South Central Avenue  
Flagler Beach, Florida 32136

- B. The method of election and term of office, removal, and filling of vacancies shall be set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals, and committees as it, in its discretion, may determine.

**ARTICLE VIII**  
**OFFICERS**

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure of the Board of Directors.

**ARTICLE IX**  
**BY-LAWS**

The 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 may be proposed and adopted provided that no amendment may be in conflict with the Declaration of Restrictive Covenants and provided, further, no amendment shall be effective to impair or dilute any rights of members that are governed by such Covenants.

**ARTICLE XI**  
**INCORPORATION**

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

Rich Smith  
301 South Central Avenue  
Flagler Beach, Florida 32136

**ARTICLE XII**  
**REGISTERED AGENT OFFICE**

The initial registered agent of the corporation is:

Rich Smith  
301 South Central Avenue  
Flagler Beach, Florida 32136

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**CERTIFICATE DESIGNATING REGISTERED  
AGENT AND STREET ADDRESS FOR  
SERVICE AND PROCESS**

Pursuant to Section 48.091, Florida Statutes, The Corporation SWEETBOTTOM  
PLANTATION HOMEOWNERS ASSOCIATION, INC., hereby designates:

Rich Smith  
301 South Central Avenue  
Flagler Beach, Florida 32136

as its registered agent and the street address of its registered office for service of process within  
the State of Florida.

**SWEETBOTTOM PLANTATION  
HOMEOWNERS  
ASSOCIATION, INC.**

BY: Rich Smith, Incorporator

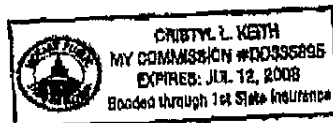
**ACCEPTANCE OF DESIGNATION**

I hereby accept the foregoing designation as registered agent of SWEETBOTTOM  
PLANTATION HOMEOWNERS ASSOCIATION, INC. for service of process within the State  
of Florida.

Rich Smith  
Registered Agent

State of Florida  
County of Flagler

The foregoing Articles of Incorporation were acknowledged before me this 15<sup>TH</sup> day of  
APRIL, 2005, for the purposes expressed in such Articles.



Cristyl L. Keith  
NOTARY PUBLIC