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## FLORIDA NON-PROFIT CORPORATION

Eden Bay Estates Homeowners Association, Inc.

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF INCORPORATION****OF****EDEN BAY ESTATES HOMEOWNERS 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 "Eden Bay Estates Homeowners Association, Inc." (the "Association") and the street address of its initial principal office is 51 Adair Lane, Santa Rosa Beach, Florida 32459.

**ARTICLE II. PURPOSE**

The purposes for which the Association is organized are:

(A) To be and constitute the Association to which reference is made in the Restrictive Covenants recorded in the Public Records of Walton County, Florida in Official Records Book 133, Page 297 as amended by an Amendment to Restrictive Covenants recorded in the Public Records of Walton County, Florida in Official Records Book 2663, Page 2256, collectively ("Covenants").

(B) To perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Covenants and as provided by law; and

(C) To provide an entity for the furtherance of the interests of the owners of real property subject to the Covenants.

**ARTICLE III. POWERS**

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

(A) The Association shall have all of the powers conferred upon a not-for-profit corporation under Florida statutory and common law and 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 or the Covenants, including, without limitation, the power to:

i. To fix and to collect assessments and other charges to be levied against property subject to the Covenants;

ii. To manage, control, operate, maintain, repair and improve property subject to the Covenants or any other property for which the Association by rule, regulation, covenant or contract has a right or duty to provide such services;

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- iii. To enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under the Covenants;
- iv. To borrow money for any purpose, subject to such limitations as may be contained in the Covenants;
- v. 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 individual, association, corporation or other entity or agency, public or private;
- vi. To adopt, alter and amend, or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provision of the Covenants; and
- vii. To operate and maintain any storm water management system and any storm water 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.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or thereafter be permitted by law; 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 of this Article.

(B) The Association shall make no distributions of income to its members, directors or officers.

#### ARTICLE IV. MEMBERS

(A) The Owner of each Lot, as those terms are defined in the Covenants, shall be a Member of the Association and shall be entitled to vote in accordance with terms of the Covenants. The manner of exercising voting rights shall be as set forth in the Covenants and in the Bylaws of the Association.

(B) Transfer of membership in the Association shall be established by recording in the Official Records a deed or other instrument establishing record title to real property subject to the Covenants. Upon such recordation, the owner designated by such instrument shall become a member of the Association and the membership of the prior owner shall be terminated.

(C) 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 of such Member's property subject to the Covenants.

## ARTICLE V. TERM

The Association shall be of perpetual duration.

## 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 method of election, removal and filling of vacancies on the Board of Directors and the term of office of directors shall be as set forth in the Covenants.

(C) The Board may designate its operating authority to such corporations, individuals and committees as it, in its discretion, may determine.

## ARTICLE VII. LIABILITY OF DIRECTORS

To the fullest extent that the Florida Not For Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director. This limitation of liability shall not extend to a director's intentional acts of fraud, misrepresentation, theft, or other intentional acts causing damages to the Association and Members. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

## ARTICLE VIII. 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;

(E) A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Walton County, Florida.

#### **ARTICLE IX. DISSOLUTION**

The Association may be dissolved only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Owners representing 75% of the total votes in the Association. Upon dissolution of the Association, any remaining real property assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

#### **ARTICLE X. MERGER AND CONSOLIDATION**

The Association may merge or consolidate only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Owners representing 75% of the total votes in the Association.


#### **ARTICLES XI. INCORPORATOR**

The name of the incorporator of the Association is Gerald Hickman, whose address is 51 Adair Lane, Santa Rosa Beach, Florida 32459.

#### **ARTICLE XII. 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.

IN WITNESS WHEREOF, the subscriber has affixed his signature this 20<sup>th</sup> day of April, 2005.

  
Gerald Hickman

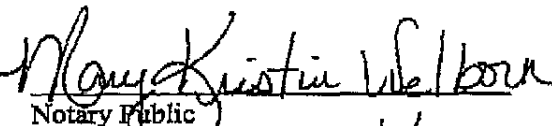
STATE OF FLORIDA  
COUNTY OF Walton

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of April, 2005 by Gerald Hickman who is personally known to me or who has produced a Florida Driver's License as identification. FLDL #255-281-46-445-0

(SEAL)



Mary Kristin Welborn  
Commission #DD398122  
Expires: Mar 08, 2009  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
Notary Public  
My Commission Expires: 3/8/09

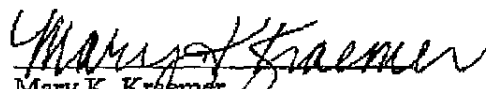
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That Eden Bay Estates Homeowners Association, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the By-Laws in the City of Destin, County of Okaloosa, State of Florida, has named Mary K. Kraemer, located at 4475 Legendary Drive, City of Destin, County of Okaloosa, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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