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DIVISION OF CORPORATIONS

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**FLORIDA NON-PROFIT CORPORATION**  
**NAVARRE LANDING OWNERS ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
NAVARRE LANDING OWNERS ASSOCIATION, INC.  
(A Corporation Not for Profit)**

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

**ARTICLE I: NAME AND LOCATION**

The name of this corporation shall be NAVARRE LANDING OWNERS ASSOCIATION, INC. (hereinafter referred to as the "Master Association" or "Association"), and its initial office for the transaction of its affairs shall be 4 Laguna St., Ste. 201, Ft. Walton Beach, FL 32548.

**ARTICLE II: PURPOSES**

The Master Association does not contemplate pecuniary gain or profit to the members thereof, and no distribution of income to its members, directors or officers shall be made, except that nothing herein shall prevent the Master Association from compensating persons who may be members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Master Association in furtherance of one or more of its purposes. The general purpose of this Master Association is to promote the common interests of the property owners in Navarre Landing, which property is more particularly described in the Declaration (herein referred to as the "Project"), and in any property that may later be submitted to the jurisdiction of this Master Association, and the specific purpose is to perform the functions of the Master Association contemplated in the Declaration of Covenants, Conditions, Restrictions and Easements for the Project as recorded in the public records of Santa Rosa County, Florida (herein referred to as the "Declaration"), as the same may in the future be amended from time to time, which purposes shall include, but not be limited to, the power to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Master Association as set forth in the Declaration;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to adopt such annual budgets as are necessary to carry out the provisions of the Declaration;
- (c) Pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Master Association;
- (d) Acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, leasehold estates, or interests therein, in connection with the affairs of this Master Association;
- (e) Borrow money, and upon 2/3 affirmative vote of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property, as security for money borrowed or debts incurred;
- (f) Dedicate, sell, or transfer all or any part of the Master Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members;
- (g) Grant easements as to the Common Property to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Property, and the providing of utility and other services thereto;

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(h) Participate in mergers and consolidation with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by a 2/3 vote of each class of member;

(i) Adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(j) Contract for the maintenance and management of the Common Properties and to authorize a management agent to assist the Master Association in carrying out its powers and duties under the Declaration;

(k) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the laws of the State of Florida.

(l) Manage, control, operate, maintain, improve, repair and replace the Common Properties or other portions of the Property as contemplated by the Declaration;

(m) Enforce covenants, conditions, or restrictions to the extent the Master Association may be authorized to do so under the Declaration or By-Laws;

(n) Engage in activities that will actively foster, promote, and advance the common interests of all owners of the Property subject to the Declaration;

(o) Exercise all of the powers, express or implied, granted to the Master Association by the Declaration or which are reasonably necessary in order for the Master Association to administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the Declaration;

(p) Purchase insurance for the protection of the Master Association, its officers, directors and Members, and such other parties as the Master Association may determine to be in the best interests of the Association;

(q) Exercise architectural control over all buildings, structures and improvements to be placed or constructed upon any portion of the Property pursuant to the Declaration;

(r) Contract for cable television and security services within the Property as the Board in its discretion determines necessary or appropriate;

(s) Provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the Members of the Master Association and the owners and residents of the Property as the Board in its discretion determines necessary or appropriate; and

(t) Employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Master Association and/or to contract with others for the performance of such obligations, services and/or duties.

#### ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

##### A. Membership.

1. Owners Association Member. Each Owners Association (as defined in the Declaration) shall be a Member of the Master Association ("Owners Association Member"). Such membership shall be established upon the filing of the articles of incorporation of the Owners Association with the Secretary of State of the State of Florida, and the recording in the public records of Santa Rosa County, Florida, restrictive covenants or declarations subjecting all or a portion of the Property to the jurisdiction of the Owners Association or providing that the Owners Association will have jurisdiction over any portion of the Property.

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Florida, of the deed restrictions or declaration submitting such Property to the jurisdiction of the Owners Association, and the Owners Association shall simultaneously become a Owners Association Member with respect to such Parcel. Notwithstanding the foregoing, the Master Association shall not be obligated to recognize such a transfer of membership until such time as the Master Association receives a true copy of the recorded declaration.

3. In the event a set of restrictions or a declaration submitting any portion of the Property to the jurisdiction of a Owners Association is terminated, the Owners Association's membership in the Master Association with respect to such portion of the Property shall automatically terminate upon the recording of such termination in the public records of Santa Rosa County, Florida. The Owners of the portion of the Property formerly subject to the jurisdiction of the Owners Association shall collectively become a Member of the Master Association.

4. The share of a Member in the funds and assets of the Master Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the portion of the Property associated with the membership of the Member, nor may a membership be separately assigned, hypothecated or transferred in any manner except as an appurtenance to such portion of the Property.

#### ARTICLE IV: TERM OF EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE V: INCORPORATOR

The name and residence of the Incorporator to these Articles of Incorporation is the following:

<u>NAME</u>	<u>ADDRESS</u>
Steven P. DelGallo	4 Laguna Str., Ste. 201 Ft Walton Beach, FL 32548

#### ARTICLE VI: MANAGEMENT

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than 3 nor more than 9 individuals, the precise number to be fixed in the By-Laws or by the Board of Directors from time to time. Directors shall be elected for one year terms by the members at the annual members' meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws, and shall hold office until their respective successors are duly elected and qualified. Officers may be Directors. Officers and Directors do not need to be owners of Parcels or Units, and any individual who is an Officer, Director or Owner of any legal entity which is an Owner may serve as an Officer or Director. The Board shall elect a President, a Vice President, a Secretary, and a Treasurer of the Master Association, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Master Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Master Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Master Association.

Notwithstanding the foregoing, the Class B members shall have the right to elect all Directors as long as there shall be Class B membership, except that such Class B members, in their sole discretion, may voluntarily consent to the election of one director by the Class A members after Parcels to which at least 50% of the total parking spaces within the Property that have been allocated have been conveyed to third parties.

#### ARTICLE VII: INITIAL OFFICERS

The names and residences of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

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<u>Title</u>		<u>Identity</u>
President	Steven P. DelGallo	4 Laguna St., Ste. 201 Ft. Walton Beach, FL 32548
Vice President/ Secretary	W. Todd Schweizer	4 Laguna St., Ste. 201 Ft. Walton Beach, FL 32548

**ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The number of persons constituting the initial Board of Directors of the Master Association shall be 3 and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

<u>Name</u>	<u>Address</u>
Steven P. DelGallo	4 Laguna St., Ste. 201 Ft. Walton Beach, FL 32548
W. Todd Schweizer	4 Laguna St., Ste. 201 Ft. Walton Beach, FL 32548
Michael Iovieno	4 Laguna St., Ste. 201 Ft. Walton Beach, FL 32548

**ARTICLE IX: BY-LAWS**

The By-Laws of the Master Association shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter the By-Laws may be altered, amended, or rescinded by the affirmative vote of 2/3 of the Board of Directors, and after notice to the members, by the majority vote of Class A members, and the unanimous vote of the Class B members, present at any regular or special meeting of the membership. However, no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any portion of the Property.

**ARTICLE X: AMENDMENTS**

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the votes of members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all members entitled to vote thereon.

Any number of amendments may be submitted to the members and voted upon by them at one meeting.

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Notwithstanding anything herein to the contrary, no amendment to these Articles of Incorporation shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any portion of the Property or Additional Property.

**ARTICLE XI: REGISTERED OFFICE AND AGENT**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Master Association is:

Steven P. DelGallo  
4 Laguna St., Ste. 201  
Ft. Walton Beach, FL 32548

The above address is also the address of the registered office of the Master Association.

**ARTICLE XII: DISSOLUTION**

The Master Association may be dissolved as provided by law. In the event of dissolution or final liquidation of the Master Association, the assets, both real and personal of the Master Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Master Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. No such disposition of Master Association properties shall be effective to divest or diminish any right or title of any Member vested under the Declaration unless made in accordance with the provisions of such Declaration. In addition to the foregoing, if at any time the sole member of the Master Association is an Owners Association, the Association may be dissolved at the election of the Owners Association, and in that event all of the assets, both real and personal, of the Association, shall be transferred and conveyed to such Owners Association.

In the event the Master Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and that if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

**ARTICLE XIII: DEFINITIONS**

Unless the context expressly requires otherwise, the terms used herein shall have the meanings set forth in the Declaration.

The undersigned Incorporator hereby executes these Articles of Incorporation as of this 29<sup>th</sup> day of April, 2005.

  
Steven P. Del Gallo, Incorporator

STATE OF FLORIDA

COUNTY OF Orange

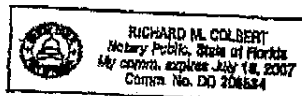
The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of April, 2005, by Steven P. Del Gallo, who is personally known to me or who has produced a Florida Driver's License as identification.

  
Notary Public

My Commission Expires: \_\_\_\_\_

Commission Number: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for NAVARRE LANDING OWNERS ASSOCIATION, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

  
Steven P. Del Gallo

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