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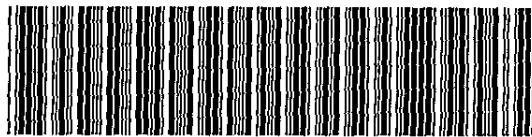
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FILED
MAY 12 AM 9:01
CLERK OF DISTRICT COURT
STATE OF NEW YORK

W05-23430

B. McKnight MAY 13 2005



Mary Ellen Davis

Attorney and Counselor at Law
P.O. Box 1720
17 High Drive, Suite C
Crawfordville, Florida 32326

Phone: (850) 926-6003

Fax: (850) 926-4944

May 3, 2005

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of The Refuge at Panacea Homeowners
Association, Inc. (Not for Profit)

To Whom It May Concern:

Enclosed for filing are the Articles of Incorporation of The Refuge at Panacea Homeowners Association, Inc. (Not for Profit).

Also enclosed is a check in the amount of \$78.75, representing payment of the filing fee and one certified copy. Please return the certified copy to me, **Mary Ellen Davis, Post Office Box 1720, Crawfordville, FL 32326.**

Please call me if you have any questions or require additional information. Thank you for your courtesies in this regard.

Sincerely,

MEDavis

Mary Ellen Davis

MED/bcd

Enclosures

cc: Mr. J. Donald Nichols (w/o enclosures)
Mr. Ken Crum



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 9, 2005

MARY ELLEN DAVIS ESQ
PO BOX 1720
CRAWFORDVILLE, FL 32326

SUBJECT: THE REFUGE AT PANACEA HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W05000023430

We have received your document for THE REFUGE AT PANACEA HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator's address must be consistent through out the articles.,

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 105A00033112

ARTICLES OF INCORPORATION

OF

**THE REFUGE AT PANACEA HOMEOWNERS ASSOCIATION, INC.
(NOT FOR PROFIT)**

FILED
CLERK OF SUPERIOR COURT
05 MAY 12 AM 9:01

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby executes this document for the purpose of becoming a corporation not for profit under the laws of the State of Florida.

ARTICLE I: NAME

The name of this corporation shall be:

THE REFUGE AT PANACEA HOMEOWNERS ASSOCIATION, INC.

The principal place of business of this corporation shall be 91 Rock Landing Road, Panacea, Florida 32346, but it shall have the power to transact business in any other place or places both within and without the State of Florida and throughout the world. The mailing address of the corporation shall be Post Office Box 653, Panacea, Florida 32346. The annual meeting of the members shall be held at the place designated by the Board of Directors.

ARTICLE II: NATURE AND PURPOSE

The general nature of the business to be transacted and carried on by this corporation not for profit and its objects and purposes are to conduct any and all lawful business not for profit, and especially such business consistent with the provisions hereinafter set out or provided and it shall have all the powers conferred by the laws of the State of Florida upon not for profit corporations as fully and to the same extent as natural persons might or could do in all part of the world, namely:

To establish, carry on, conduct, maintain, and otherwise operate an organization not for profit, for the purpose of forming a Homeowners Association as defined by Florida Statutes Chapter 720, for a residential development, where membership is a mandatory condition of parcel ownership, and is authorized to impose assessments that, if unpaid, may become a lien on the parcel, to implement and enforce the Declaration of Covenants, Design Guidelines, and other governing documents, to own and maintain all common areas, assess and collect monies for expenses and/or fines, and other related activities; and to do such and everything necessary, convenient, suitable or proper for the accomplishment of any of the purposes or for the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to, or expedient for, the protection or for the benefit of this corporation not for profit.

The foregoing and following provisions shall be construed as objects in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these Articles of specific powers and objects shall not be held to limit or restrict in any manner the powers of this corporation not for profit; but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object not for profit, either along or in association with other corporations, firms or individuals, to the same extent and as full as individuals might or could do as principals, agents, contractors or otherwise.

ARTICLE III: MEMBERSHIP

Membership shall be mandatory of all land-owners, as a condition of ownership. The rights of the members, including voting rights, including rights upon termination of membership and manner of termination of membership; the rights of members upon termination of the corporation; the transferability or non-transferability of membership, shall be stated in the by-laws and the Declaration of Covenants, and shall be consistent with those rights and obligations set forth in Chapter 720, Florida Statutes. Classification of membership, if any, shall be stated in the by-laws, and the Declaration of Covenants.

ARTICLE IV: DURATION

The corporation shall have perpetual existence, unless sooner voluntarily dissolved according to law.

ARTICLE V: BOARD OF DIRECTORS

The number of directors of this corporation shall be three, and shall be identified initially at the Organizational meeting to elect a board of directors who shall complete the organization. Subsequently, the number of directors may be fixed from time to time by resolution of the members of this corporation not for profit at their annual meeting prior to the election of directors, none of whom need be members of the corporation. The method of election of directors shall be stated in the by-laws of this corporation. At no time shall the Board of Directors consist of less than three (3) persons.

The original by-laws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof. Thereafter the said by-laws may be amended by the Board of Directors at any regular meeting of said Board of Directors or at any special meeting for which said meeting is called by a majority of the directors present, or at the Annual meeting of members.

No contract or other transaction between the corporation and one or more of its directors, or any other corporation, firm, association, or entity in which one or more of its directors are directors, officers, or financially interested shall be void or voidable because of such relationship or interest, if:

- (a) The fact of such relationship or interest is disclosed or known to the board of

directors or committee which authorizes or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

Each officer and director of the corporation shall disclose to the Board of Directors his relationship with any person, firm or entity with which this corporation seeks to transact business and each such officer and director shall act in good faith with respect to such transaction.

ARTICLE VI: LIMITATIONS OF CORPORATION

The powers of this corporation are limited to be consistent with Chapter 720, Florida Statutes governing Homeowners Associations.

ARTICLE VI: INDEMNIFICATION

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of an act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's by-laws and

shall not deviate therefrom without amending said by-laws.

ARTICLE VII: INCORPORATOR

The name and post office address of the incorporator to these Articles of Incorporation are as follows:

J. Donald Nichols
P. O. Box 653
Panacea, FL 32346


ARTICLE VIII: INITIAL DIRECTORS

The Initial Directors shall be elected at the organizational meeting to be held at the call of the Incorporator.

ARTICLE IX: REGISTERED AGENT

Mary Ellen Davis, Lawyer, is designated as the corporation's agent to accept service of process within Florida 17 High Drive, Suite C, Crawfordville, Florida 32327. The street address of the initial registered agent for this corporation shall be 17 High Drive, Suite C, Crawfordville, Florida 32327, and the registered agent at such address is Mary Ellen Davis, Lawyer.

IN WITNESS WHEREOF, the undersigned subscriber, above-named as the incorporator of THE REFUGE AT PANACEA HOMEOWNERS ASSOCIATION, INC., has hereunto set his hand and seal this 27 day of April, 2005.


J. DONALD NICHOLS
91 Rock Landing Road
Panacea, FL 32346

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

**STATE OF FLORIDA
OFFICE OF THE SECRETARY OF STATE**

The undersigned, MARY ELLEN DAVIS, LAWYER, having been designated as Agent for the service of process with the State of Florida, upon THE REFUGE AT PANACEA HOMEOWNERS ASSOCIATION, INC., a corporation not for profit, organized under the laws of the State of Florida, does hereby accept the appointment as such agent for the above-named corporation.

IN WITNESS WHEREOF, the name of said registered agent is hereunto affixed at Crawfordville, Wakulla County, Florida, this 3rd day of May, 2005.

MEDAVIS
MARY ELLEN DAVIS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY 12 AM 9:01