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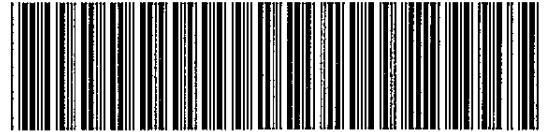
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THE MOORE LAW FIRM, P.A.

Attorneys at Law

James E. Moore *
Bret A. Moore
* Of Counsel
(850) 678-1121

135 E. John Sims Parkway
P. O. Box 746
Niceville, FL 32588
FAX (850) 678-8327

June 3, 2005

Florida Department of State
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: FOX CROFT ESTATES HOMEOWNERS ASSOCIATION, INC.

Dear Sir:

Enclosed herewith are an original and one copy of the Articles of Incorporation for the above corporation together with our check in the amount of \$87.50 to cover the filing fees. Please file the original of the enclosed Articles of Incorporation and return a certified copy and a Certificate of Status to the undersigned.

If there are any questions, please do not hesitate to contact this office. Thank you for your assistance in this matter.

Sincerely,


Bret A. Moore

Enclosures as noted

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ARTICLES OF INCORPORATION
OF
FOX CROFT ESTATES HOMEOWNERS ASSOCIATION, INC.
A Florida Not for Profit Corporation

I, the undersigned, by these Articles associate himself for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, and certify as follows:

ARTICLE I – NAME AND ADDRESS

The name of the corporation shall be “Fox Croft Estates Homeowners Association, Inc.” (the “Association”) and the street address of its initial principal office is 135 E. John Sims Parkway, Niceville, Florida 32578.

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 Declaration of Covenants, Conditions, Restrictions and Easements (“Declaration”) to be recorded in the Public Records of Okaloosa County, Florida.

(B) To perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Declaration, in the Bylaws 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 Declaration.

ARTICLE III - TERM

The Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State and shall have a perpetual existence unless dissolved in accordance with the terms of these Articles of Incorporation.

ARTICLE IV - POWERS

The specific primary purpose for which the association is formed is to provide for maintenance, preservation, and architectural control of the residence lots and common area within a certain subdivided tract of real property described as follows:

See Attached Exhibit “A”

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DIVISION OF CORPORATIONS
05 JUN -6 AM 9:20

and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose.

In furtherance of such purpose, the association shall have Power to:

(A) Perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the declaration) applicable to the subdivision and to be recorded in the public records of Okaloosa County, Florida;

(B) Affix, levy, and collect all charges and assessments pursuant to the terms of the declaration, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the association, including all licenses, taxes, or governmental charges levied or imposed on the property of the association;

(C) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(D) Borrow money and subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(E) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale, or transfer;

(F) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument of two-thirds of each class of members;

(G) To operate and maintain any storm water management system and any storm water discharge facility exempted or permitted by the Florida Department of Environmental Protection 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.

(H) Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the association shall be financed by assessments on members as provided in the declaration, and no part of any net earnings shall inure to the benefit of any member.

ARTICLE V – REGISTERED AGENT

The street address of the initial registered office of the association is 135 E. John Sims Parkway, Niceville, Florida 32578, and the name of its initial registered agent at such address is Bret A. Moore.

ARTICLE VI - BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by in the Bylaws.

ARTICLE VII - MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject covenants of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

The association shall have two classes of voting members as follows:

Class A. Class A members shall be all owners with the exception of the declarant as such term is defined in the declaration, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as such members may determine among themselves, but in no event shall more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B member shall be the declarant, as such term is defined in the declaration, who shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership as provided in the Declaration or Bylaws of the Association

ARTICLE VIII - 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 Bylaws.

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

ARTICLE IX - DISSOLUTION

On dissolution, the assets of the association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes. The Association may only be dissolved upon a resolution duly adopted by the Board of Directors and the affirmative vote of Owners representing 75% of the total Class "A" votes in the Association, and the consent of the Developer so long as the Developer owns any property subject to the Declaration or which may unilaterally subjected to the Declaration by the Developer.

ARTICLE X - INCORPORATION

The name and street address of the incorporator of the Association is Bruce Houle, 3180 Mathieson Drive, #502, Atlanta, Georgia 30305.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the ____ day of June, 2005.



BRUCE A. HOULE

STATE OF FLORIDA
COUNTY OF OKALOOSA

Sworn to and subscribed before me by **BRUCE A. HOULE**, who is personally known or who produced Gat Priv Ltr as Identification and who did take an oath, this ____ day of June, 2005.





Notary Public - State of Florida

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:

That **FOX CROFT ESTATES HOMEOWNERS ASSOCIATION, INC.**, desiring to
organize under the laws of the State of Florida with its principal office in the city of Niceville,
Florida, has named **BRET A. MOORE**, located at 135 E. John Sims Parkway, Niceville, Florida
32578 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.

Dated this 3rd day of June, 2005.

By: 

BRET A. MOORE
Resident Agent

05 JUN -6 AM 9:21
11th FL
SECRETARY OF STATE
DIVISION OF CORPORATIONS