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FLORIDA NON-PROFIT CORPORATION

Starview Terrace Owners' Association, Inc.

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ARTICLES OF INCORPORATION
OF
STARVIEW TERRACE OWNERS' ASSOCIATION, INC.
(A Nonprofit Corporation)

We, the undersigned natural persons of legal age, at least two of whom are citizens of the State of Florida, acting as incorporators of a corporation under Chapter 617 of the Florida Statutes, hereby adopt the following articles of incorporation:

ARTICLE I

Name and Location. The name of the corporation is **STARVIEW TERRACE OWNERS' ASSOCIATION, INC.** (hereinafter referred to as the "Association,"), and its principal address and mailing address is P.O. Box 2503, Sant Rosa Beach, Florida 32459.

ARTICLE II

Nonprofit Status. The Association is a nonprofit corporation.

ARTICLE III

Term. The term of the Association shall be perpetual.

ARTICLE IV

Purpose. The Association is formed for the primary purpose of providing for the maintenance, preservation, and architectural control of the residence lots, units and common area(s) within a certain subdivided tract of real property known as Starview Terrace, and located in Walton County, Florida, 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.

ARTICLE V

Powers. In furtherance of such purposes, the Association will have the power to:

- (a) perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions, Restrictions and Easements (the "Declaration") applicable to the subdivision and to be recorded in the public records of Walton County, Florida;

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(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 will 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 must have the consent by vote or written instrument of two-thirds of each class of members; and

(g) have and exercise 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 will be operated exclusively for the above purposes. The activities of the Association will be financed by assessments on members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member.

ARTICLE VI

Registered Office and Agent. The street address of the initial registered office of the Association is 35008 Emerald Coast Parkway, Suite 202, Destin, FL 32541, and the name of its initial registered agent at that address is WILLIAM G. KILPATRICK, JR., ESQ.

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ARTICLE VII

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

A change of membership in the Association shall be established by recording in the public records of Walton County, Florida, a deed or other instrument establishing a record title to a lot operated by the Association and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

The share of a member in the funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his lot.

The owner of each lot operated by the Association shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE VIII

Voting. The Association will have two classes of voting Members as follows:

Class A. Class A members will all be Owners, with the exception of Declarant (as such term is defined in the Declaration) while Declarant is a Class B member, and will be entitled to one vote for each Unit owned. When more than one person holds an interest in a given Unit, all such persons will be members and the vote for that Unit is to be exercised as they may determine among themselves. When a corporation, limited liability company, trust or other entity holds an interest in a given Unit, such entity will be entitled to cast its vote pursuant to applicable law and/or its governing document(s) regarding actions of such entity. In no event will more than one vote be cast with respect to any Unit owned by Class A members.

Class B. Class B member will be Declarant, who is entitled to exercise Five (5) votes for each Unit owned. Class B membership will cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or 3 months from the date in which five (5) Units have been conveyed to Members other than Declarant, whichever first occurs.

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ARTICLE IX

Directors. The affairs of the Association will be managed by a Board consisting of not less than three (3) directors nor more than five (5) directors who shall be designated or elected as hereinafter set forth, with the exact number of directors being determined at the time of their designation or election. Directors shall be members of the Association.

The names and addresses of the members of such first Board of Directors who have been designated as such by the developer and who shall hold office until their successors are designated or elected as herein provided and have qualified or until removed as herein provided are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James A. Dismukes	1854 Stella Lane Fort Walton Beach, FL 32548
George Frankfurter	60 Sagris Cove Miramar Beach, FL 32550
Zafira Frankfurter	60 Sagris Cove Miramar Beach, FL 32550

ARTICLE X

Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors' and officers' liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE XI

By-Laws. The first 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.

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ARTICLE XII

Subscribers. The names and addresses of the subscribers to these Articles of Incorporation are as follows:

NAME

ADDRESS

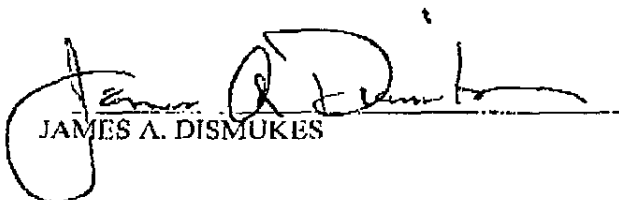
James A. Dismukes

1854 Stella Lane
Fort Walton Beach, FL 32548

George Frankfurter

60 Sagris Cove
Miramar Beach, FL 32550

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 20th day of June, 2005.


JAMES A. DISMUKES


GEORGE FRANKFURTER

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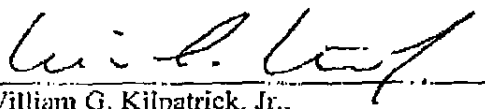
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ACCEPTANCE BY THE REGISTERED AGENT

I, WILLIAM G. KILPATRICK, JR., hereby accept appointment as registered agent for the corporation, **THE STARVIEW TERRACE OWNERS' ASSOCIATION, INC.**, and acknowledge my acceptance with my signature below on this 20th day of June, 2005.



William G. Kilpatrick, Jr.,
Registered Agent

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