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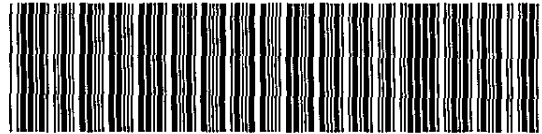
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RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

05 JUN 27 PM 4:00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JUN 28 PM 1:00

FILED

6/28/05

TRANSMITTAL LETTER

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

SUBJECT: EMERALD COVE VILLAS OWNERS ASSOCIATION, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Cooper, Byrne & Blue, PLLC

Name (Printed or typed)

3520 Thomasville Road, Suite 200

Address

Tallahassee, FL 32309

City, State & Zip

850-553-4300 (Contact: Pamela K. Bailey)

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

EMERALD COVE VILLAS OWNERS ASSOCIATION, INC.

(A Florida Not-For-Profit Corporation)

FILED
05 JUN 28 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article 1. Name. The name of the Corporation shall be Emerald Cove Villas Owners Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association".

Article 2. Address. The address of the initial principal office of the Association and the initial mailing address of the Association is **2933 W. SR 434, Suite 101, Longwood, FL 32779**

Article 3. Definitions. All capitalized terms used herein which are not defined shall have the same meaning as set forth in the Declaration of Covenants, Conditions, and Restrictions for Emerald Cove Villas, recorded or to be recorded in the Official Records of Bay County, Florida, as amended from time to time (the "Declaration").

Article 4. Purposes. The purposes for which the Association is organized are:

- (a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws of the Association, and as provided by law; and
- (b) to provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration.

Article 4. 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, the By-Laws, or the Declaration, including, without limitation, the power:
 - (i) to fix and to collect assessments and other charges to be levied against the Units;
 - (ii) to manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property for which the

Association by rule, regulations, covenant, or contract has a right or duty to provide such services;

- (iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;
- (iv) to engage in activities which will actively foster, promote, and advance the common interests of all owners of real property subject to the Declaration;
- (v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or By-Laws;
- (vi) to borrow money for any purpose, subject to such limitations as may be contained in the By-Laws;
- (vii) 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 association, corporation, or other entity or agency, public or private;
- (viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporation, firms, or individuals;
- (ix) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and
- (x) to provide any and all supplemental municipal services to the real property subject to the Declaration as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law. The powers specified in each of the paragraphs of this Article 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 5. Members.

- (a) The owner of each Unit, as those terms are defined in the Declaration, shall be a member of the Association and shall be entitled to vote in accordance with the terms of the Declaration, except there shall be no vote for any Unit owned by the Association. The manner of exercising voting rights shall be as set forth in the Declaration and in the By-Laws of the Association.
- (b) Change of membership in the Association shall be established by recording in the Official Records of Bay County, Florida, a deed or other instrument establishing record title to real property subject to the Declaration. 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, liabilities and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of its Unit.

Article 6. Term. The Association shall be of perpetual duration.

Article 7. Directors.

- (a) The affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) directors. The number of directors may be increased in accordance with the By-Laws.
- (b) The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Mr. David Barber
2933 West State Road 434, Suite 101
Longwood, FL 32779

Mr. Steve Hancock
2933 West State Road 434, Suite 101
Longwood, FL 32779

Mr. Todd Waddle
2933 West State Road 434, Suite 101
Longwood, FL 32779

- (c) 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 By-Laws.

- (d) The Board may delegate its operating authority to such corporation, individuals, and committees as it, in its discretion, may determine.

Article 8. By-Laws. The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws.

Article 9. 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. 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 10. Dissolution. The Association may be dissolved only as provided in the By-Laws and by the laws of the State of Florida.

Article 11. Amendments. Amendments to these Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes; provided, no amendment may be in conflict with the Declaration; and provided, further, no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration. Any proposed amendment must be approved the Voting Members representing two-thirds (2/3) of the total Class "A" votes in the Association, and the consent of the Class "B" Member, if such exists.

Article 12. Incorporator. The name of the incorporator of the Association is Jay Royall and such incorporator's address is 2933 West State Road 434, Suite 101, Longwood, FL 32779.

Article 13. Registered Agent and Office. The initial registered office of the Association is 2933 West State Road 434, Suite 101, Longwood, FL 32779, and the initial registered agent at such address is Jay Royall.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24 day of June, 2005.

Witnesses:

Danielle Kidney

Print witness name: Danielle Kidney

Patty Purvis

Print witness name: PATTY PURVIS

Jay Royall


CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Emerald Cove Villas Owners Association, Inc.
2. The name and address of the registered agent and office are:

Jay Royall
2933 West State Road 434, Suite 101
Longwood, FL 32779

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Jay Royall

Dated: June 24, 2005

FILED
JUN 28 4 11 PM '05
TALLAHASSEE
SECRETARY OF STATE