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LAW OFFICES OF
BAKER MERCER AND YOUNG

4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

FRANK A. BAKER, P.A.
*BOARD CERTIFIED CIVIL TRIAL
*BOARD CERTIFIED BUSINESS LITIGATION
*CERTIFIED CIRCUIT CIVIL MEDIATOR/ARBITRATOR

TELEPHONE
850-526-3633

TELECOPIER
850-526-2714

DOUGLAS WADE MERCER, ESQ.
BRANDON J. YOUNG, ESQ.

September 9, 2005

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

RE: Spring Chase Homeowners' Association

Dear Sir/Madam:

Enclosed is my check in the amount of \$78.75, and the original Articles of Organization of Spring Chase Homeowners' Association, and one copy. Please return a file stamped copy.

Thank you. If you have any questions, please call.

Sincerely,


WADE MERCER, ESQ.

Enclosures (as stated above)

**ARTICLES OF INCORPORATION
OF
SPRING CHASE HOMEOWNERS' ASSOCIATION**

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TALLAHASSEE, FLORIDA

The undersigned incorporator by these articles associate themselves for the purpose of forming a corporation not for profit under the laws of the State of Florida, and adopt the following articles of incorporation:

**ARTICLE I
NAME**

The name of this corporation is Spring Chase HomeOwners' Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "association," these articles of incorporation as the "articles," and the bylaws of the association as the "bylaws."

**ARTICLE II
TERM OF EXISTENCE**

The association shall have perpetual existence.

**ARTICLE III
CORPORATE PURPOSE**

This association is organized for the purpose of providing an entity under the Florida Statute 617.301-617.312 ("the Statute") for the operation of an Owners' Association located in Jackson County, Florida.

The purpose of the Association is to own, operate, maintain and preserve the Common Areas and enforce the restrictions on the residential subdivision known as Spring Chase located in Jackson County, Florida on the real property described in Declaration of Covenants, Conditions and Restrictions for the afore referenced subdivision, recorded or to be recorded in the public records of Jackson County, Florida ("the Declaration"), for the mutual advantage and benefit of the members of this Association, who shall be owners of lots within the property.

The Association shall make no distribution of income to its members, directors or officers.

**ARTICLE IV
POWERS**

The powers of the Association shall include and be governed by the following provisions:

1. The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the Deed Restrictions which are hereby incorporated by reference, and the Bylaws, and any amendments thereto.

2. The Association shall have the following specific powers so long as they are not in conflict with the Deed Restrictions and the Bylaws:

a) To fix, levy, collect and enforce payment of dues and other debts by any lawful means all charges and assessments as determined by the Board of Directors. To pay all expenses in connection therewith and other expenses incident to the conduct of the business Association, including any licenses, taxes or other governmental charges levied or imposed against the Association or the property of the Association.

b) To acquire, by gift, purchase or otherwise, own, hold, improve, build upon. Operate, maintain, convey, sell, lease, transfer, dedicated for the public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

c) To maintain, repair, replace and operate the Association's property.

d) To borrow money and, as may be provided by the Board of Directors, to mortgage, pledge or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.

e) To purchase insurance upon the properties owned or controlled by the Association and insurance for the protection of the Association and its members.

f) To dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by members. No such dedication or transfer shall be effective unless an instrument has been signed by seventy-five percent (75%) of the members, agreeing to such dedication, sale or transfer and recorded in the Public Records of Bay County, Florida.

g) To participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional residential property and common areas.

h) To contract for goods and services for the Association and for the benefit of the members of the Association.

i) To make and amend reasonable regulations respecting the use of the property.

j) To enforce by legal means the provisions of these Articles, the Bylaws, the Declaration, and the regulations for the use of the property promulgated by the Association, if any.

k) To contract for the management of the Association's properties and to delegate such contractor and manager all powers and duties of the Association, or any part thereof, except such as are specifically required by the Articles or by the Bylaws to have approval of the Board of Directors of the membership of the Association.

l) To employ personnel to perform the services required for the proper operation of the properties.

m) To acquire title to, to lease, acquire memberships or acquire other possessory or use interest in and to and operate lands and facilities including, but not limited to, streets, parking areas, residential facilities and other facilities (whether or not contiguous) to the properties operated by the Association intended to provide for the enjoyment, recreation or other use or benefit of the Members, or a substantial number of the Members of the Association.

n) To grant, receive, or modify easements on any of the Common Areas.

3. The Association shall have the power to purchase a lot or lots and to hold, manage, and convey the same so long as the Association pays all assessments and other liabilities attendant to such ownership.

4. All funds and the titles to all properties acquired by the Association and their proceeds shall be held in trust for the Members in accordance with the provisions of these Articles of Incorporation, and the Bylaws.

ARTICLE V PRINCIPAL OFFICE/MAILING ADDRESS

The street address and mailing address of the initial principal office of the corporation is: 2936 Spring Chase Lane, Marianna, Florida 32446.

ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent and office of this corporation is: Charles Hudson, 2936 Spring Chase Lane, Marianna, FL, 32446. **By his signature to these articles, the said agent consents to the appointment as such, and by his signature hereto acknowledges that he is familiar with and accepts the obligations of that position.**


Charles Hudson

ARTICLE VII BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association; provided, however, that until Class B membership has ceased and been converted to Class A membership in accordance with the provisions of the Declaration, the Directors need not be members of the Association. The number of Directors of the Association shall not be less than three nor more than eight. The names and addresses of the persons who are to serve as the initial Directors until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
1) LORI LASSMAN	4946 Redwood Drive Marianna, Florida 32446
2) SHANNON POWELL	2966 Chase Way Marianna, Florida 32446
3) AMBER GULLETT	2957 Chase Way Marianna, Florida 32446
4) CHUCK CALLOWAY	2954 Chase Way Marianna, Florida 32446
5) CHARLES HUDSON	2936 Spring Chase Lane Marianna, Florida 32446
6) LORI LAWRENCE	2044 Spring Chase Lane Marianna, Florida 32446
7) CYNTHIA MILTON	4601 Oakwood Drive Marianna, Florida 32446

Directors shall serve for a term of one year, and shall hold office until qualified successors are duly elected at the next annual meeting of members. Directors may be re-elected for successive terms. Any vacancy on the Board shall be filled for the unexpired term of the vacated office by vote of the remaining directors.

While Class B member is in existence, the Board shall be appointed and/or elected in accordance with the applicable provisions of the Declaration and the Bylaws of the Association.

ARTICLE VIII OFFICERS

Subject to the direction of the Board, the affairs of the Association shall be administered by its officers as designated in the Bylaws of this Association. Said officers

shall be elected annually by the Board. The names and addresses of the officers who shall serve until the first annual meeting of the Board are as follows:

<u>Name and Address</u>	<u>Office</u>
CHARLES HUDSON 2936 Spring Chase Lane Marianna, Florida 32446	President
CHUCK CALLOWAY 2954 Chase Way Marianna, Florida 32446	Vice President
SHANNON POWELL 2966 Chase Way Marianna, Florida 32446	Secretary/Treasurer

ARTICLE IX MEMBERS AND VOTING RIGHTS

Every person or entity who is a record owner of a Lot within the Property shall be a member of the Association. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

The Association shall have two classes of voting membership as described in the Declaration.

Changes of membership in the Association shall be established by recording in the Public Records of Jackson County, Florida, a deed or other instrument establishing a record title to a lot and delivery of a certified copy of such instrument to the Association. The owner or owners designated by such instrument shall thus become a member of the Association and the membership of the prior owners shall be terminated.

Each Member/Lot shall be entitled to certain Voting Rights as specified in the Declaration. The manner of exercising voting rights shall be determined by the Bylaws.

A Member does not have authority to act for the Association solely by reason of being a Member.

ARTICLE X INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is: Charles Hudson, 2936 Spring Chase Lane, Marianna, Florida 32446.

**ARTICLE XI
BYLAWS**

The Bylaws of the Association shall be adopted by the first Board of Directors. The Bylaws may be altered, amended, modified or repealed by a majority of the Directors or at any duly called meeting of the members of this Association.

**ARTICLE XII
INDEMNIFICATION**

This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agent, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil or criminal, administrative or investigative, and any appeal thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

**ARTICLE XIII
AMENDMENTS**

This Association reserves the right to amend or repeal any of the provisions contained in these Articles or any amendment hereto with the assent of seventy-five percent (75%) of the entire voting membership. No amendment shall conflict with the Declaration.

**ARTICLE XIV
DISSOLUTION**

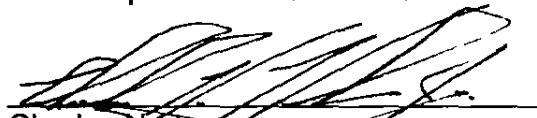
The Association may be dissolved with the assent, in writing, of not less than seventy-five percent (75%) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of this Association may be transferred to the Owner of the Lots, or may be dedicated to any nonprofit corporation, association, trust or other organization to be devoted to purposes similar to these for which this Association was created, or to an appropriate public agency to be used for purposes similar to those which this Association was created or for the general welfare of the residents of the county in which the property is located.

**ARTICLE XV
SUPREMACY**

All terms herein shall have the same meaning as set forth, defined and used in the

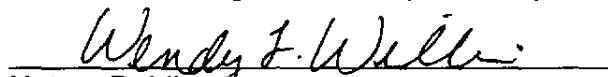
Declaration and in Chapter 617, Florida Statutes. These Articles and the Bylaws are subject to the Declaration and in the event of a conflict, the Declaration shall govern. In the event of a conflict between the Articles and Bylaws, the Articles shall govern.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge we are filing the foregoing Articles of Incorporation under the laws of the State of Florida this 29th day of August, 2005.


Charles Hudson,
Incorporator and Resident Agent

**STATE OF FLORIDA
COUNTY OF JACKSON**

THE FOREGOING INSTRUMENT was acknowledged before me this 29th day of August, by Charles Hudson, as Incorporator and as Resident Agent, who is personally known to me.


Notary Public

WENDY L. WILLIAMS
Notary Public, State of Florida
My comm. exp. July 13, 2007
Comm. No. DD 231602

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TALLAHASSEE, FLORIDA