

N05000010124

(Requestor's Name)

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☐ PICK-UP

☐ WAIT

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(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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05 SEP 29 AM 11:27  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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05 SEP 29 PM 3 50  
TALLAHASSEE, FLORIDA

10/3/05

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Sugar Sands Estates*  
*Owners Association, Inc.*

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date 9/29

Time 11:00

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_\_ Courier \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF**

***SUGAR SANDS ESTATES OWNERS ASSOCIATION, INC.***

FILED  
05 SEP 29 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the laws of the State of Florida, the undersigned do hereby voluntarily associate for the purpose of forming a not-for-profit corporation for the purposes and with powers set forth herein. All capitalized terms set forth herein, to the extent not defined herein, shall have the meanings set forth in the Declaration of Covenants, Conditions and Restrictions for Sugar Sands Estates Owners Association, Inc. to be recorded in the public records of Walton County, Florida, as it may be modified and supplemented from time to time ("Declaration").

**ARTICLE I - NAME**

The name of the corporation is **SUGAR SANDS ESTATES OWNERS ASSOCIATION, INC.**, hereinafter referred to as the "Association."

**ARTICLE II - REGISTERED AGENT**

The name and address of the Registered Agent of the Association is:

WILLIAM S. HOWELL, JR., J.D., P.A.  
1727 S. Co. Hwy 393  
Santa Rosa Beach, FL 32459

**ARTICLE III - PRINCIPAL OFFICE**

The initial principal office of the Association shall be located at 10065 W. Emerald Coast Parkway West, Suite A-101, Destin, FL 32550. The Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time-to-time be designated by the Board of Directors.

**ARTICLE IV - PURPOSE AND POWERS**

The Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which it is formed are to operate as a not-for-profit corporation pursuant to Chapter 617, and Chapter 720, Florida Statutes and to provide for the maintenance, preservation and use of a residential community within that certain tract of land described in the Declaration ("Property"), as such is supplemented from time to time, all for the mutual advantage and benefit of the Members of this Association, and to perform all of the duties and obligations of the Association as set forth in the Declaration

(which is incorporated herein by this reference as if set forth in detail), as the same may be amended from time to time as therein provided, as well as in the provisions of these Articles and the Bylaws, including:

- a. To fix, levy, collect and by any lawful means enforce payment of all Assessments pursuant to the terms of the Declaration, and to 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 against the property of the Association.
- b. To acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property or any improvements thereon in connection with the affairs of the Association.
- c. To borrow money and, with the assent of seventy-five percent (75%) of the holders of votes at a duly noticed meeting of members at which a quorum is present in person or by proxy, to mortgage, pledge or hypothecate any and all of the Association's real or personal property as security for money borrowed or debts incurred.
- d. To dedicate, sell or transfer all or any part of the Common Property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Board of Directors. Dedication of the Common Property to any other party shall be subject to the consent of seventy-five percent (75%) of the holders of votes at a duly noticed meeting of members at which a quorum is present.
- e. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, subject to the approval of seventy-five (75%) of the holders of votes at a duly noticed meeting of members at which a quorum is present in person or by proxy.
- f. To make, establish and amend reasonable rules and regulations governing the use of the Parcels and Common Property.
- g. To maintain, repair, replace, operate and manage the Common Property.
- h. To employ personnel, agents or independent contractors to perform the services required for the proper operation of the Common Property.

All of the Association's assets and earnings shall be used exclusively for the purposes set forth herein and in accordance with Section 528 of the Internal Revenue Code of 1986, as amended ("Code"), and no part of the assets of this Association shall inure to the benefit of any individual Member or any other person. The Association may, however, reimburse its Members for actual expenses incurred for or on behalf of the Association, and may pay

compensation in a reasonable amount to its Members for actual services rendered to the Association, as permitted by Section 528 of the Code, other applicable provisions of the Code, federal and state law. In addition, the Board of Directors shall also have the right to exercise the powers and duties set forth in the Bylaws.

#### **ARTICLE V - MEMBERSHIP**

(1) Every person or entity who is record owner of a fee or undivided fee interest in any Parcel and pending contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities that 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 Parcel that is subject to assessment by the Association.

(2) The transfer of the membership of any Owner shall be established by the recording in the public records of Walton County of a deed or other instrument establishing a transfer of record title to any Parcels for which membership has already been established. Upon such recordation the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a copy of the deed or other instrument establishing the transfer of ownership of the Parcel. It shall be the responsibility and obligation of the former and new Owner of the Parcel to provide such copy to the Association.

(3) The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Parcel owned by such Member.

#### **ARTICLE VI - VOTING RIGHTS**

The Association shall have one (1) class of voting Members, as follows:

(1) The Members shall be all Owners, who shall be entitled to one vote for each Parcel owned, which may be cast by such member. When more than one person holds an interest in any Parcel, all such persons shall be Members; however, the vote for such Parcel shall be exercised as they shall determine among themselves, but in no event shall more than one vote be cast with respect to any Parcel. Notwithstanding the foregoing, if title to any Parcel is held by a husband and wife, either spouse may cast the vote for such Parcel unless and until a written voting authorization is filed with the Association. When title to a Parcel is in a corporation, partnership, association, trust, or other entity, such entity shall be subject to the applicable rules and regulations contained in the Articles and Bylaws.

#### **ARTICLE VII - BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors, who shall be Members of the Association, provided, however, that until the infrastructure development is completed and subdivision plat is recorded, the Directors need not be

names and addresses of the persons who are to act in the initial capacity of Directors until the selection and qualification of their successors are:

<u>Name</u>	<u>Address</u>
A. CRAIG LECRONE	912 Blair Street Hollidaysburg, PA 16648
JEANNE M. CARTER	10065 Emerald Coast Parkway Suite A-101 Destin, FL 32550
DAN FITZPARTICK	10065 Emerald Coast Parkway Suite A-101 Destin, FL 32550

At the first annual meeting after completion of the construction of the subdivision infrastructure the members shall elect one of the Director for a term of one year, one of the Director for a term of two years, and one of the Director for a term for three years. Thereafter, at each annual meeting the members shall elect one Director for a term of three years.

#### **ARTICLE VIII - TERM OF EXISTENCE**

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

#### **ARTICLE IX - DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of each class of Members in accordance with the provisions of the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association as created, or for the general welfare of the residents of the county in which the Property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

#### **ARTICLE X - OFFICERS**

Subject to the direction of the Board of Directors, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. The officers shall be elected annually by the Board of Directors. The names and addresses of the officers who shall

serve until the first annual meeting of the Board of Directors are:

<u>Name and Title</u>	<u>Address</u>
JEANNE M. CARTER President	10065 Emerald Coast Parkway West Suite A-101 Destin, FL 32550
A. CRAIG LECRONE Vice-President	912 Blair Street Hollidaysburg, PA 16648
DAN FITZPARTICK Secretary/Treasurer	10065 Emerald Coast Parkway West Suite A-101 Destin, FL 32550

#### **ARTICLE XI- BYLAWS**

The Bylaws of this Association shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or appealed in the manner set forth in the Bylaws.

#### **ARTICLE XII – AMENDMENTS**

The Association shall have the right to amend or repeal any of the provisions contained in these Articles or any amendments hereto, provided, however, that any such amendment shall require the written consent of Owners of seventy-five percent (75%) of the Parcels, or the approval of persons holding seventy five percent of the votes at a duly noticed meeting at which a quorum is present in person or by proxy. Provided, further, that no amendment shall conflict with any provisions of the Declaration. The consent of any Institutional Mortgagees shall be required for any amendment to these Articles that impairs the rights, priorities, remedies or interest of such Institutional Mortgagees, and such consent shall be obtained in accordance with the terms and conditions, and subject to the time limitations, set forth in the Declaration. Amendments to these Articles need only be filed with the Secretary of State and may be recorded in the public records of the County.

#### **ARTICLE XIII - INDEMNIFICATION**

This Association shall indemnify any and all of its directors, officers, employees or agents, or former directors 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, criminal, administrative or investigative, and any appeals 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 a director, officer, employee or agent, as herein

provided. The foregoing right of indemnification shall not be inclusive of any other rights to which any such person may be entitled as a matter of law or which he may be lawfully granted. It shall be the obligation of the Association to obtain and keep in force a policy of officers and directors liability insurance.


#### ARTICLE XIV - INCORPORATOR

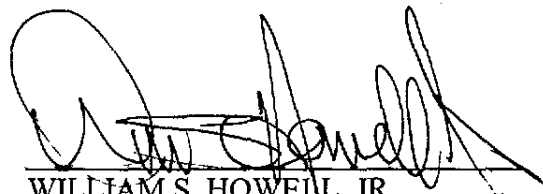
The name and address of the Incorporator of the corporation is:

William S. Howell, Jr, J. D., P. A.  
Attorney at Law  
1727 S. Co. Hwy 393  
Santa Rosa Beach, FL 32459

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 27<sup>th</sup> day of September, 2005

Signed, sealed and delivered  
in the presence of:

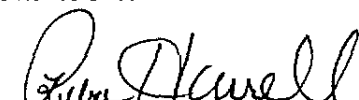
  
Print Name: Linda G. Gustman

  
WILLIAM S. HOWELL, JR.  
Incorporator

STATE OF FLORIDA  
COUNTY OF WALTON

The foregoing instrument was signed and acknowledged before me this 27<sup>th</sup> day of September, 2005 by William S. Howell, Jr. who is personally known to me.



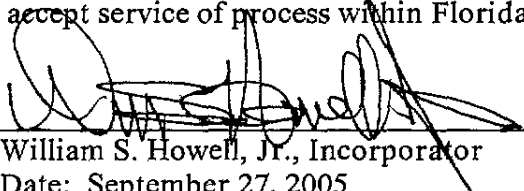
  
Notary Public, State of Florida  
Print Name: Reba Harrell  
My Commission Expires: 9/24/06



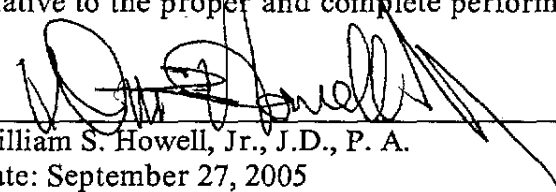
**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Sugar Sands Estates Owners Association, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of 10065 Emerald Coast Parkway West, Suite A-101, Destin, FL 32550, County of Walton, State of Florida, has named William S. Howell, Jr., J.D., P. A. whose address is 1727 S. Co. Hwy 393, Santa Rosa Beach, FL 32459 as its registered agent to accept service of process within Florida.

  
\_\_\_\_\_  
William S. Howell, Jr., Incorporator  
Date: September 27, 2005

Having been named to accept service of process for the above stated corporation at the place designated in the certificate, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
William S. Howell, Jr., J.D., P. A.  
Date: September 27, 2005

FILED  
05 SEP 29 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA