

N05000010249

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300060103233

10/03/05--01026--013 **78.75

FILED
05 OCT -3 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Oct 05 2005

DAVID B. PLEAT*
AMY A. PERRY** †

CHRISTOPHER H. McELROY
WM. J. "WEST" RITCHIE
SARAH R. HAMILTON

*Also Admitted In D.C. & MD.
**Also Admitted In GA.
† Supreme Court Certified Mediator



PLEAT & PERRY, P.A.
• ATTORNEYS AT LAW •

4477 LEGENDARY DRIVE
SUITE 202
DESTIN, FLORIDA 32541
850.650.0599
FAX 850.650.4402
law@pleat.coxatwork.com

September 30, 2005

Florida Department of State
Division of Corporations
New Filing Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Articles of Incorporation of Cypress Creek of Walton Owners' Association, Inc.

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation of Cypress Creek of Walton Owners' Association, Inc. and our firm Check No. 7099 in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) to cover the costs of filing the Articles of Incorporation. Please feel free to call me if you have any questions.

Very truly yours,


David B. Pleat

DBP/wah
Enclosures

FILED
05 OCT -3 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CYPRESS CREEK OF WALTON OWNERS' ASSOCIATION, INC.

In compliance with the requirement of Chapters 617 and 720 of the Florida Statutes, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby:

ARTICLE I. The name of the corporation is CYPRESS CREEK OF WALTON OWNERS' ASSOCIATION, INC. (herein referred to as "Association").

ARTICLE II. The principal office of the Association is located at 151 Regions Way, Suite 1-C, Destin, Florida, 32541.

ARTICLE III. The street address of the initial Registered Office is 4477 Legendary Drive, Suite 202, Destin, Florida 32541, and the name of the initial Registered Agent at said address is David B. Pleat, Esq.

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.



David B. Pleat

ARTICLE IV. This Association does not contemplate pecuniary gain or profit for the Members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the Lots and Common Areas within that real property (hereinafter called the "Property") described as follows:

LEGAL DESCRIPTION PARCEL A (AS RECORDED IN OR BOOK 94 PAGE 37)
START AT NORTHWEST CORNER OF NORTHEAST QUARTER, SECTION 10, TOWNSHIP 1 SOUTH, R-19-W THENCE SOUTHERLY A DISTANCE OF 807.5 FEET ALONG THE HALF SECTION LINE 10 TO THE POINT OF BEGINNING, THENCE NORTH ALONG SAID HALF SECTION LINE 512.5 FEET, THENCE EASTERLY A DISTANCE OF 540 FEET TO THE WESTERN RIGHT OF WAY LINE OF U.S. HIGHWAY 331 (STATE ROAD 83, FORMERLY KNOWN AS STATE ROAD 40) THENCE SOUTHERLY ALONG THE RIGHT OF WAY LINE A DISTANCE OF 515.36 FEET THENCE WESTERLY TO THE POINT OF BEGINNING ALL LYING AND BEING IN SECTION 10, TOWNSHIP 1 SOUTH, R-19-W, WALTON COUNTY, FLORIDA.

LESS & EXCEPT

CLERK OF THE
SOLICITOR GENERAL
STATE OF FLORIDA

05 OCT -3 PM 1:43

FILED

LEGAL DESCRIPTION F.D.O.T. OUTPARCEL 'A' (AS RECORDED IN OR BOOK 987 PAGE 286)

A PARCEL OF LAND SITUATE, LYING AND BEING IN THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF SECTION 10, TOWNSHIP 1 SOUTH, RANGE 19 WEST, WALTON COUNTY, FLORIDA, BEING DESCRIBED AS FOLLOWS; COMMENCE AT A 4 INCH BY 4 INCH CONCRETE MONUMENT MARKING THE NORTHEAST CORNER OF SAID SECTION 10; THENCE NORTH 87°35'49" WEST 2027.11 FEET ALONG THE NORTH LINE OF SAID SECTION 10 TO A POINT ON THE CENTERLINE SURVEY OF STATE ROAD 83 (U.S. 331), SECTION 60050; THENCE SOUTH 08°35'35" WEST 713.35 FEET ALONG SAID CENTERLINE; THENCE LEAVING SAID CENTERLINE, RUN NORTH 81°24'25" WEST 33.0' TO A POINT ON THE EXISTING WESTERLY RIGHT OF WAY LINE (133 FOOT RIGHT OF WAY) OF STATE ROAD 83 AND THE POINT OF BEGINNING; THENCE CONTINUE NORTH 81°24'25" WEST 10.0 FEET; THENCE SOUTH 08°35'35" WEST 30.0 FEET; THENCE SOUTH 81°24'25" EAST 10.0 FEET TO A POINT ON SAID EXISTING RIGHT OF WAY LINE OF STATE ROAD 83; THENCE NORTH 08°35'35" EAST 30.0 FEET ALONG SAID EXISTING RIGHT OF WAY LINE OT THE POINT OF BEGINNING; CONTAINING 300 SQUARE FEET, MORE OR LESS.

LEGAL DESCRIPTION B (AS RECORDED IN OR BOOK 94 PAGE 370)
START AT NORTHWEST CORDER OF NORTHEAST QUARTER, SECTION 10, TOWNSHIP 1 SOUTH, R-19-W THENCE SOUTHERLY A DISTANCE OF 807.5 FEET ALONG THE HALF SECTION LINE TO THE POINT OF BEGINNING, THENCE CONTINUE SOUTH ALONG THE HALF SECTION LINE A DISTANCE OF 512.5 FEET, THENCE EASTERLY A DISTANCE OF 412.5 FEET TO THE WESTERN RIGHT OF WAY LINE OF U.S. HIGHWAY 331 (STATE ROAD 83, FORMERLY KNOW AS STATE ROAD 40) THENCE NORTHERLY ALONG THE RIGHT OF WAY LINE A DISTANCE OF 515.36 FEET THENCE WESTERLY TO THE POINT OF BEGINNING ALL LYING AND BEING IN SECTION 10, TOWNSHIP 1 SOUTH, R-19-W, WALTON COUNTY, FLORIDA.

LESS & EXCEPT

LEGAL DESCRIPTION F.D.O.T. OUTPARCEL 'B' (AS RECORDED IN OR BOOK 983 PAGE 110)

A PARCEL OF LAND SITUATE, LYING AND BEING IN THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF SECTION 10, TOWNSHIP 1 SOUTH, RANGE 19 WEST, WALTON COUNTY, FLORIDA, BEING DESCRIBED AS FOLLOWS, COMMENCE AT A 4 INCH BY 4 INCH CONCRETE MONUMENT MARKING THE NORTHEAST CORNER OF SAID SECTION 10; THENCE NORTH 87°35'49" WEST 2027.11 FEET ALONG THE NORTH LINE OF SAID SECTION 10 TO A POINT ON THE CENTERLINE SURVEY OF STATE ROAD 83 (U.S.

331), SECTION 60050; THENCE SOUTH 08°35'35" WEST 831.35 FEET ALONG SAID CENTERLINE; THENCE LEAVING SAID CENTERLINE, RUN NORTH 81°24'25" WEST 33.0' TO A POINT ON THE EXISTING WESTERLY RIGHT OF WAY LINE (133 FOOT RIGHT OF WAY) OF STATE ROAD 83 AND THE POINT OF BEGINNING; THENCE CONTINUE NORTH 81°24'25" EAST 10.0 FEET TO A POINT ON SAID EXISTING RIGHT OF WAY LINE OF STATE ROAD 83; THENCE NORTH 08°35'35" EAST 30.0 FEET ALONG SAID EXISTING RIGHT OF WAY LINE TO OT THE POINT OF BEGINNING; CONTAINING 300 SQUARE FEET, MORE OR LESS.

and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for the purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions, hereinafter called the "Declaration," applicable to the Property and recorded or to be recorded in the Official Records of the Clerk of Circuit Court of Walton County, Florida, and as the same may be amended from time to time a therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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 government charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for pubic use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, provided, however, such power to borrow shall not include the power to pledge, mortgage, deed in trust or hypothecate any of the Common Area as security for money borrowed or for debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) 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 and commercial or mixed use Property and Common Areas;

(g) maintain, repair, replace, operate and manage the above-described Property and any improvements therein including the right to reconstruct improvements owned by the Association after casualty and make further improvements of the Property or to purchase additional Property and improvements;

(h) enter into contracts for management, insurance coverage, maintenance, and to delegate all of the powers and duties of the Association except those the delegation of which may be required by the Declaration to have approval of the Board of Directors or membership of the Association;

(i) enforce the provisions of the proposed Declaration, these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, the Design Code (if adopted), and the rules and regulations governing the use of the Property and the improvements thereon as same may be hereafter established;

(j) exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration;

(k) have and to exercise any and all powers, rights and privileges which a corporation organized under Chapters 617 and 720 of the Florida Statutes regarding corporations not for profit may now or hereafter have or exercise together with all other powers reasonably necessary to effectuate the purpose of the Association as set out herein; and

(l) maintain and/or collect fees and assessments from its members to pay common expenses of the Association including, but not limited to, the costs of maintaining all stormwater facilities.

ARTICLE V. Every person or entity who is a record fee simple owner of a Lot within Cypress Creek Townhomes shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot. No member can assign, hypothecate or transfer in any manner, except as an appurtenance to his Lot, his interest in the funds and assets of the Association subject to the limitation that the same be expanded, held or used for the benefit of the membership and for the purposes authorized herein, in the proposed Declaration, and in the Bylaws which may be hereafter adopted.

ARTICLE VI. The Association shall have two classes of voting membership.

Class A. Class A members shall be Owners with the exception of the Declarant (who shall become a Class A Member when Declarant's Class B membership ceases as provided hereafter). Class A members shall be entitled to one (1) 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 they among themselves determine. In no event shall more than one vote be cast with respect to each of the Lots.

Class B. The Declarant shall be the sole Class B member and shall be entitled to two (2) votes for each Lot within the Properties whether owned by the Declarant or others. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first: (a) five (5) years following conveyance of the first Lot; or (b) decision of the Declarant to convert to Class A membership.

ARTICLE VII. The officers of the Association shall be a president, a vice president, a secretary, a treasurer and such other officers as may be deemed desirable or necessary by the Board of Directors. The officers shall be elected at the first meeting and at such annual meeting of the Board of Directors as provided by the Bylaws.

ARTICLE VIII. The affairs of this Association shall be managed by a board of not less than two nor more than seven directors, who need not be Members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association, but shall never be less than two. The names and addresses of the persons who are to act in the capacity of officers and directors until the selection of their successors are:

1. **President:** Michael B. Hewitt, 151 Regions Way, Suite 1-C, Destin, Florida, 32541;
2. **Vice President:** K. Scott Lewis, 4807 Bonaire Cay, Destin, Florida 32541; and
3. **Secretary/Treasurer:** Lovencie J. Gambarella, 205 Choctaw Drive, Houma, Louisiana 70360.

At the first annual meeting the Members shall elect directors. The terms of office for the directors so elected shall be established such that approximately one-third of the elected directors shall serve for one year, approximately one-third of the elected directors shall serve for two years, and approximately one-third of the elected directors shall serve for three years. At each subsequent annual meeting, the Members shall elect directors for a term of three years to replace those directors whose terms shall then be expiring. Should a vacancy occur prior to that time, the remaining directors may elect a person or persons to fill the vacancy or vacancies for an unexpired term.

ARTICLE IX. The Board of Directors of this Association may provide such Bylaws for the conduct of its business in the carrying out of its purposes as they may deem necessary from time to time.

The Bylaws may be amended, altered or rescinded upon the proposal of a majority of the Board of Directors and approval in person or in writing of a majority of the Members of the Association present at a regular or special meeting of the Members, notice of which shall state that such proposal is to be voted upon at the meeting.

ARTICLE X. This Association shall exist perpetually.

ARTICLE XI. The Association may be dissolved with the assent given in writing and signed by not less than 75% of each class of members. Upon dissolution of the Association, other than incident to a merger of consolidation, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE XII. An amendment or amendments to these Articles of Incorporation may be proposed either by 60% of the entire membership or by the Board of Directors of the Association acting upon a vote of the majority of the directors. To become effective, such amendment or amendments must be approved by an affirmative vote of 75% of the entire membership cast in person or by proxy at a specially called meeting for such purpose, the notice of which shall describe the amendment or amendments being proposed.

ARTICLE XIII. No part of the income of the Association shall inure to the benefit of any individual or member, and the Association shall not carry on propaganda, or otherwise act to influence legislation.

ARTICLE XIV. Every director and every other officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings 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 at the time such expenses are incurred except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any such director or officer may be entitled.

ARTICLE XV. For those actions which, by the provisions of the preceding articles, require a vote of the Members, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all Members not less than 14 days nor more than 60 days in advance of the meeting.

The presence of Members or of proxies entitled to cast fifty percent (50%) of the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

The use of proxies shall be only in accordance with the provisions of Florida Statutes § 720.

ARTICLE XVI. The name and address of the subscriber of these Articles of Incorporation is:

Michael B. Hewitt, 151 Regions Way, Suite 1-C, Destin, Florida, 32541

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the subscribing incorporator of this Association, have executed these Articles of Incorporation this 30th day of September, 2005.

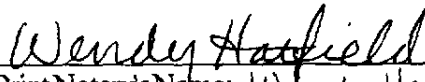

MICHAEL B. HEWITT

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME the undersigned authority, personally appeared MICHAEL B. HEWITT, who produced _____ as identification or who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at Destin in said County and State this 30th day of September, 2005.




Print Notary's Name: Wendy Hatfield
Notary Public, State of Florida

G:\wp_docs\SVM Development, LLC\svm.aoi.wpd

FILED
05 OCT -3 PM 1:43
CLERK OF STATE
TALLAHASSEE, FLORIDA