

**N0500012064**

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**FLORIDA NON-PROFIT CORPORATION**

**Bay Grove Office Park Association, Inc.**

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## ARTICLES OF INCORPORATION

OF

### BAY GROVE OFFICE PARK ASSOCIATION, INC.

In compliance with the requirement of Chapter 617 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 certify:

**ARTICLE I.** The name of this corporation is BAY GROVE PARK OFFICE ASSOCIATION, INC.

**ARTICLE II.** The principal office is located at 19816 Hwy 3315, Freeport, Florida 32439.

**ARTICLE III.** The individual who is hereby appointed as the initial registered agent of this association is Michael L. Jenkins, 19816 Hwy 3315, Freeport, FL 32439.

**ARTICLE IV.** This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots and Common Areas within that certain tract of property described as follows:

Bay Grove Office Park, a Professional Community as recorded in the Public Records of Walton County, Florida, hereinafter called Bay Grove

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purposes 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 and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of Circuit Court of Walton County, Florida and as the same may be amended from time to time as 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 governmental 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 public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) borrow money, and with the assent of two-thirds (2/3) of each class of members

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- mortgage, pledge, deed in 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 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 property and Common Area, provided such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;
  - (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 to 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 By-Laws of the association which may be hereafter 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, and
  - (k) have and to exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617 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.

**ARTICLE V.** Every person or entity who is a record fee simple owner of a lot within Old Bay, a subdivision, 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 expended, held or used for the benefit of the membership and for the purposes authorized herein, in the proposed Declaration, and in the By-Laws which may be hereafter adopted.

**ARTICLE VI.** The affairs of this Association shall be managed by the Board of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The Board of Directors are elected annually by the members of the Association.

**ARTICLE VII.** The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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

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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 similar purposes. This procedure shall be subject to court approval on dissolution pursuant to F.S. 617.05.

Upon any such termination, any stormwater management system or discharge facility for which the Association is responsible shall be accepted by and maintained by local government units, including Okaloosa County or municipal service taxing unit, an active water control district, a drainage district created by special act, a community development district created under Chapter 190, Florida Statutes, a special assessment district created under Chapter 170, Florida Statutes, a state or federal agency, any duly constituted communication, water, sewer, electrical or other public utility, any entity acceptable to the Department of Environmental Regulation or its successor under its rules and regulations.

**ARTICLE VIII.** The corporation shall exist perpetually.

**ARTICLE IX.** 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 described the amendment or amendments being proposed.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned constituting the incorporators of this association, have executed these Articles of Incorporation this 31<sup>st</sup> day of October, 2005.

Incorporator:

Michael L. Jenkins (Seal)

STATE OF FLORIDA  
COUNTY OF OKALOOSA

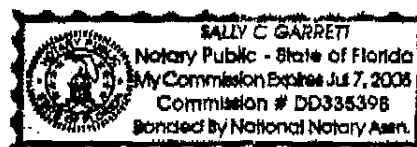
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Michael L. Jenkins who is

☒ Personally known to me; or who  
☐ Produced \_\_\_\_\_ as identification

to me known to be the persons described in and who executed the foregoing and acknowledged before me that they executed the same for the uses and purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid this 31<sup>st</sup> day of October, 2005.

Sally C. Garrett (Seal)  
Printed Name:  
Notary Public  
Commission #:

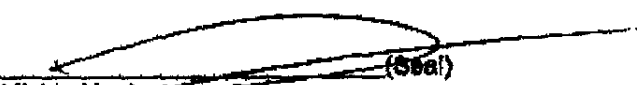


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My Commission Expires:

**OATH OF RESIDENT AGENT**

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 RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE  
OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
Michael L. Jenkins

Date: \_\_\_\_\_

(Seal)

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