

N05000012208

(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



600061888456

2005-12-05 PM 4:15

FILED

05 DEC -5 PM 4:15

2005-12-05

12/6/05

The Welch Group

STEWARDSHIP LAW LLC

North Georgia Office
11465 John's Creek Pkwy
Ste. 300
Duluth, GA 30097
Phone: 678.474.1995
Facsimile: 678.474.1996

North Florida Office
4399 Commons Dr. E.
Ste. 300
Destin, FL 32541
Phone: 850.337.4618
Facsimile: 850.337.4718

Steven T. Welch
Licensed in Florida, Georgia, and Tennessee

November 30, 2005

VIA USPS EXPRESS MAIL #EO 006 684 382 US

The Honorable Glenda Hood
Secretary of State
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for THE PRESERVE AT MALLET BAYOU OWNER'S ASSOCIATION, INC.

Dear Secretary Hood:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for THE PRESERVE AT MALLET BAYOU OWNER'S ASSOCIATION, INC. as required under the Department's regulations to effect the organization of the entity under Florida law.

Please file the originals in the records of the Office, and provide a copy to me, stamped "filed" at the address above in the USPS Express Mail envelope provided herein. In addition, please remit an electronic Certificate of Status to steve@stewardshiplaw.net, if possible, and if not, a paper version together with the copy of the Articles requested above. You will find enclosed a check in the amount of \$78.75 for the appropriate filing fees and charges for requested copies.

Please contact me at (678) 474-1995 should you have any questions or require anything further.

Yours Very Truly,



Steven T. Welch

STW/dm

Enclosure

Cc: Charles W. Rigdon
Wayne A. Ritenour, Jr.
File

**ARTICLES OF INCORPORATION
OF
THE PRESERVE AT MALLET BAYOU
OWNER'S ASSOCIATION, INC.
(a Florida not-for-profit corporation)**

The undersigned adopts the following Articles for the purpose of forming a not-for-profit corporation under the Florida Not For Profit Corporation Act, Sections 617.01011 et seq., Florida Statutes, and certifies as follows:

**Article One
Name**

The name of the Corporation shall be THE PRESERVE AT MALLET BAYOU OWNER'S ASSOCIATION, INC. For convenience, the Corporation shall be referred to in this instrument as the "Association".

**Article Two
Address**

The address of the initial principal office of the Association and the initial mailing address of the Association is 4399 Commons Dr E Ste 300, Destin, FL 32541.

**Article Three
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 the Preserve at Mallet Bayou recorded or to be recorded in the Official Records of Walton County, as amended from time to time (the "Declaration").

Article Four Purposes

The purposes for which the Association is organized are 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 in the Declaration, in the Bylaws and as provided by law, and to provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration.

Article Five Powers

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

Section 5.01 Statutory and Common Law Powers

The Association shall have all of the powers conferred upon a not-for-profit corporation under Florida statutory and common law.

Section 5.02 Necessary and Proper Powers

The Association shall have all of the powers necessary or proper to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration.

Section 5.03 Specific Powers

The powers of the Association shall include, without limitation, the following powers.

(a) Levy Powers

To fix and to collect assessments and other charges to be levied against property subject to the Declaration;

(b) Management Powers

To manage, control, operate, maintain, repair and improve property subject to the Declaration or any other property for which the Association by rule, regulation, covenant or contract has a right or duty to provide such services;

(c) Enforcement Powers

To enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

(d) General Welfare Powers

To engage in activities that will actively foster, promote and advance the common interests of all owners of real property subject to the Declaration;

(e) Property Powers

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 Bylaws;

(f) Borrowing Powers

To borrow money for any purpose, subject to such limitations as may be contained in the Bylaws;

(g) Contract Powers

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;

(h) Agency Powers

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 corporations, firms or individuals;

(i) Legislative Powers

To adopt, alter and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provision of the Declaration; and

(j) Governmental Powers

To provide any and all supplemental municipal services to the real property subject to the Declaration as may be necessary or proper.

Section 5.04 Scope of Article

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 V are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

Section 5.05 Restrictions

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

Article Six Members

Section 6.01 Classes and Voting Rights

The Owner of each Lot, as those terms are defined in the Declaration, shall be a Class "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 Lot owned by the Association. The Declarant, as that term is defined in the Declaration, shall be the Class "B" Member of the Association. The Class "B" Member shall have such rights, powers and duties as are set forth in the Declaration and the Bylaws. The manner of exercising voting rights shall be as set forth in the Declaration and in the Bylaws of the Association.

Section 6.02 Transfers of Membership

Transfer of membership in the Association shall be established by recording in the Official Records 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.

Section 6.03 Restrictions on Transfer

The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such Member's property subject to the Declaration.

Article Seven Term

The Association shall be of perpetual duration.

Article Eight Directors

Section 8.01 Creation

The affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The initial Board of Directors shall consist of no less than three (3) directors. The number of directors may be increased in accordance with the Bylaws.

Section 8.02 Members

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:

<u>NAME</u>	<u>ADDRESS</u>
Charles W. Rigdon	P.O. Box 1238 Destin, FL 32540
John N. McCabe, Jr.	P.O. Box 217 Destin, FL 32540
Wayne A. Ritenour, Jr.	4399 Commons Dr E Ste 300 Destin, FL 32541

Section 8.03 Elections

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 Bylaws.

Section 8.04 Delegation of Authority

The Board may designate its operating authority to such corporations, individuals and committees as it, in its discretion, may determine.

Article Nine Bylaws

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

Article Ten 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 Eleven Amendments

Amendments to these Articles of Incorporation may be proposed and adopted as provided in Chapter 617.1001, et seq., Florida Statutes; provided, however, no amendment to these Articles of Incorporation may be in conflict with the Declaration and further that no amendment to these Articles of Incorporation shall be effective to impair or dilute any rights of members that are governed by the Declaration. Any proposed amendment to these Articles of Incorporation must be approved by Owners representing two-thirds (2/3) of the total Class "A" votes in the Association with the consent of the Class "B" Member, if such exists; provided, however, no vote shall be required to amend these Articles of Incorporation for the sole purpose of complying with the requirements of any governmental or quasi-governmental entity or institutional lender authorized to fund, insure or guarantee mortgages on individual Lots, as such requirements may exist from time to time, which amendments may be adopted by the Board of Directors with the consent of the Class "B" Member.

Article Twelve Dissolution

The Association may be dissolved only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Owners representing three-quarters (3/4) of the total Class "A" votes in the Association and the consent of the Declarant for so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant. Upon dissolution of the Association, any remaining real property assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

Article Thirteen Merger and Consolidation

The Association may merge or consolidate only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Owners representing two-thirds (2/3) of the total Class "A" votes in the Association, and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant.

Article Fourteen Incorporator

The name of the incorporator of the Association is Steven T. Welch, whose address is: 4399 Commons Drive East, Suite 300, Destin, Florida 32541.

Article Fifteen Registered Agent and Office

The initial registered office of the Association is 4399 Commons Drive East, Suite 300, Destin, Florida 32541, and the initial registered agent at such address is Steven T. Welch.

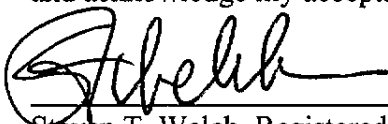
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of November, 2005.



Steven T. Welch, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT

I, Steven T. Welch, hereby accept appointment as registered agent for the Association, and acknowledge my acceptance with my signature below.

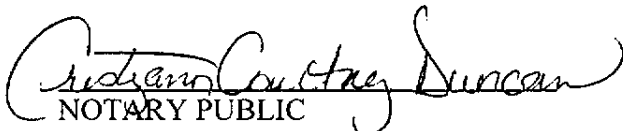


Steven T. Welch, Registered Agent

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Steven T. Welch, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and Acceptance By Registered Agent, and said person acknowledged before me that he executed said Articles of Incorporation and Acceptance By Registered Agent for the uses and purposes therein contained on this 29th day of November, 2005.


NOTARY PUBLIC

My Commission Expires: 09/13/08



Cristyann Courtney Duncan
My Commission DD341920
Expires September 13, 2008

FILED
05 DEC -5 PM 4:16
OKALOOSA COUNTY
FLORIDA