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FLORIDA NON-PROFIT CORPORATION

Capri Court Homeowners Association, Inc.

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**ARTICLES OF INCORPORATION
OF
CAPRI COURT HOMEOWNERS ASSOCIATION, INC.**

The undersigned, acting as the incorporators of a not-for-profit corporation organized pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE - NAME

The name of this corporation shall be Capri Court Homeowners Association, Inc.

ARTICLE II - DURATION

The duration of this corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation shall be a not-for-profit corporation in accordance with Chapter 617, Florida Statutes, the primary purpose for which will be to own the common areas designated on the following described real property, to-wit:

Capri Court Subdivision, a residential subdivision development, a plat thereof being recorded in the Public Records of Walton County, Florida,

and to provide for the improvement, maintenance, landscaping and deal with other matters relating to the subdivision shown on said plat; to affix, levy and collect all charges and assessments made against any lot in Capri Court subdivision or any other property coming under the jurisdiction or authority of this corporation, as provided by the Declarations of Covenants, Conditions, Easements, and Restrictions relating thereto as recorded in the Public Records of Walton County, Florida and pursuant to such bylaws as may be established for this corporation; and to otherwise deal to the full extent permitted by law, with any matters relating to the management or control of any property coming under the authority of this corporation.

ARTICLE IV - BOARD OF DIRECTORS

This corporation shall be managed by a Board of Directors consisting of not less than three and not more than five directors, the exact number of which and the manner of election for whom shall be as determined by the By-Laws of this Corporation. Until the first election of Directors, the Incorporator shall exercise all power and authority of the Board of Directors.

ARTICLE V - OFFICERS

The officers of the corporation, their duties and authority, and the manner of electing and removing them shall be prescribed in the By-Laws.

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ARTICLE VI - BYLAWS

The incorporator is authorized to adopt, amend and repeal By-Laws for the corporation prior to the first election of Directors. Thereafter, the manner of amending or repealing the By-Laws shall be as prescribed in the By-Laws.

ARTICLE VII - PRINCIPAL OFFICE

The address of the principal office of this corporation is 45 Sugar Sand Lane, Seagrove Florida 32459.

ARTICLE VII - REGISTERED AGENT

The street address of the initial registered agent of this corporation shall be located at, 45 Sugar Sand Lane, Seagrove Florida 32459 and the name of the initial registered agent is Ryan Garrity.

ARTICLE IX - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subjected by the Declaration of Covenants, Conditions, Easements, and Restrictions of record to assessment by the association shall be a member of the corporation. Membership shall be appurtenant to and shall not be separated by ownership of a lot which is subject to assessment by the corporation.

ARTICLE X - VOTING RIGHTS

Members shall be all the owners, and each member shall be entitled to one vote for each lot owned, except that the Declarant as defined in the Declaration of Covenants, Conditions, Easements, and Restrictions of Capri Court Subdivision shall be entitled to three votes for each lot owned; so long as, Class B membership shall exist under the terms of the Declaration of Covenants, Conditions, Easements, and Restrictions. When more than one person holds an interest in a given lot, all such persons shall be members; however, those persons shall only be entitled to one vote representing the lot owned or in the case of the Class B member, three votes for each lot owned.

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ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

Prior to the first election of Directors, these Articles of Incorporation may be amended by the Incorporator. Thereafter, the manner of amending these Articles shall be as prescribed in either the By-Laws or in an applicable amendment to the Articles of Incorporation; provided, however, if no manner of amendment is co-prescribed, these Articles may be amended as provided by Florida Statutes.

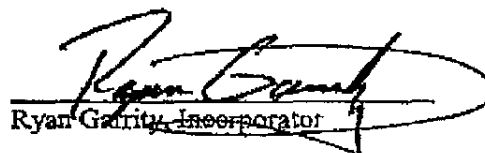
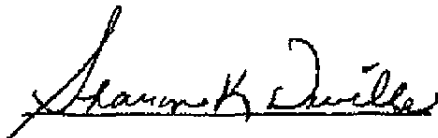
ARTICLE XII - INCORPORATORS

The name and street address of the incorporator signing these articles is as follows:

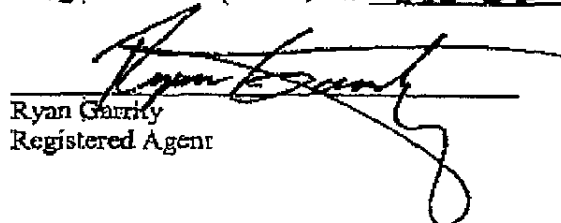
<u>NAME</u>	<u>ADDRESS</u>
Ryan Garrity	45 Sugar Sand Lane Suite C Seagrove, Florida 32459

IN WITNESS WHEREOF, the incorporator named above has set here unto his hand and seal this Dec 6th, 2005.

WITNESSES:


Ryan Garrity, IncorporatorACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

The undersigned hereby accepts appointment pursuant to Florida Statutes 617-0501 as registered agent on whom process may be served for the above corporation, and states that the undersigned is familiar with, and accepts the obligation of that portion, this Dec 6th 2005.


Ryan Garrity
Registered Agent

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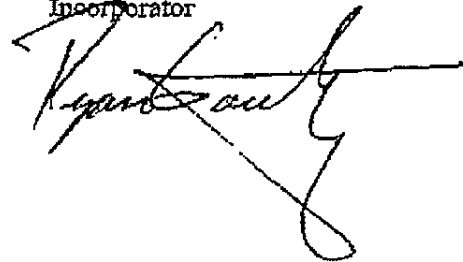
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Waiver of Notice of Meeting of Incorporator
Capri Court Homeowners Association, Inc.

I, Ryan O. Garrity, being the Incorporator of Capri Court Homeowners Association, Inc., a corporation organized under the laws of the State of Florida, do hereby waive all the statutory requirements as to notice of the time, place and purpose of the first meeting of Incorporators of said corporation and the publication thereof, and consent that the meeting shall be held at 45 Sugar Sand Lane, Suite C, Seagrove, FL, at 7:00 p.m. on the 6 day of Dec. 2005 and consents to the transaction of any and all business that may properly come before the meeting, including the election of directors and adoption of bylaws.

Dated this 6 day of Dec., 2005.

Ryan O. Garrity
Incorporator



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