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Florida Department of State  
Division of Corporations  
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From:  
Account Name : ROBERT L. PETERS P.A.  
Account Number : I20010000049  
Phone : (904)491-0838  
Fax Number : (904)491-5989

**FLORIDA PROFT/NON PROFIT CORPORATION**

**Pirates Place Homeowners Association, Inc.**

Certificate of Status	0
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March 2, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

ROBERT L. PETERS P.A.

SUBJECT: PIRATES PLACE HOMEOWNERS ASSOCIATION, INC.  
REF: W06000010332

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

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**ARTICLES OF INCORPORATION**

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**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PIRATES PLACE HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Florida Statute 720, the undersigned, all of whom are residents of the State of Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I**

**NAME**

The name of the corporation is Pirates Place Homeowners Association, Inc., hereafter called the "Association".

**ARTICLE II**

**ADDRESS**

The principal office of the Association is located at 28 South 10th St., Fernandina Beach, Florida 32034, but may be changed from time to time by the Board of Directors.

**ARTICLE III**

**REGISTERED AGENT**

Robert L. Peters, whose address is 28 South 10th St., Fernandina Beach, Florida 32034, is hereby appointed the initial registered agent of this Association.

Agency Accepted:

By:  
Robert L. Peters

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#### **ARTICLE IV**

##### **PURPOSE AND POWERS OF THE ASSOCIATION**

The 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 residence Lots and Common Area (as those terms are defined in the Declaration) within that certain tract of property ("Property") more particularly described on Exhibit A to that certain Declaration of Covenants, Conditions and Restrictions for Pirates Place, recorded or to be recorded in the Public Records of Nassau County, Florida ("Declaration"), 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 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 the Declaration, 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;

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(d) contract with a third party for the management of the Property and to delegate to the Contractor all powers and duties of this corporation except such as are specifically required by the Declaration and/or the Bylaws to have the approval of the Board of Directors or the membership of the corporation;

(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 a majority of the Board of Directors agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

(h) operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

#### **ARTICLE V**

#### **MEMBERSHIP**

Every person or entity who is a record Owner (as defined in the Declaration) of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment

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by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who 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 Lot which is subject to assessment by the Association.

#### **ARTICLE VI**

##### **VOTING RIGHTS**

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners.

#### **ARTICLE VII**

##### **BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors initially composed of one (1) Director, who must be members of the Association. Directors will be elected in the manner prescribed in the By-Laws. The number of Directors may be changed by amendment to the Bylaws of this Association, but shall never be less than one (1) nor more than four (4). The names and addresses of the persons who are to act in the capacity of Directors until their successors are elected and qualify, unless they sooner shall die, resign, or are removed, are:

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<u>Name</u>	<u>Address</u>
R.L. Peters	28 South 10 <sup>th</sup> Street Fernandina Beach, Florida 32034
XXXXX	Fernandina Beach, Florida 32034
XXXXXX	Fernandina Beach, Florida 32034

#### **ARTICLE VIII OFFICERS**

The affairs of the Association shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the members of the Board of Directors.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
R. L. Peters, President	28 South 10 <sup>th</sup> Street Fernandina Beach, Florida 32034
XXXX, Secretary	Fernandina Beach, Florida 32034
XXXX, Treasurer	Fernandina Beach, Florida 32034

#### **ARTICLE IX**

##### **BYLAWS**

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

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## **ARTICLE X**

### **INDEMNIFICATION**

Every Director and every 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 proceeding or any settlement of any proceeding to which he may be a part or to which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

## **ARTICLE XI**

### **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than all voting interests of the 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 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 purposes.

If the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.



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**ARTICLE XII**

**DURATION**

The corporation shall exist perpetually.

**ARTICLE XIII**

**AMENDMENTS**

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership. No amendment to the Articles which affects the rights of Declarant is effective without the written consent of Declarant.

**ARTICLE XIV**

**SUBSCRIBER**

The name and address of the subscriber of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Robert L. Peters	28 South 10th St., Fernandina Beach, Florida 32034

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has caused these Articles of Incorporation to be executed this 25<sup>th</sup> day of Feb, 2006.

By: Robert L. Peters  
Robert L. Peters  
28 South 10th St.  
Fernandina Beach, Florida 32034

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### ACCEPTANCE OF DESIGNATION

STATE OF FLORIDA  
COUNTY OF NASSAU

Having been named as registered agent to accept service of process for the above state corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Robert Peters  
Registered Agent Name

Date

3/3/06

STATE OF FLORIDA  
COUNTY OF NASSAU

The foregoing instrument was acknowledged before me by Robert Peters who is personally known to me and who did not take an oath and who executed the foregoing instrument, and acknowledged to and before me that he executed the same for the purposes therein expressed.

2nd WITNESS my hand and official seal in the County and State named above, this day of March, 2006.

Sara L Wilder

Notary Public

My Commission Expires:



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SECRETARY OF STATE  
TALLAHASSEE FLORIDA