

NO6000002825

(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



000066470440

03/03/06--01030--004 **28.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAR -3 AM 11:06

W06-10717

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 06 2006

06 MAR -3 AM 11:23

RECEIVED

B. McKnight MAR 14 2006

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Summerplace Townhome Owners
Association, Inc.*

Signature _____

Requested by: *WLC*

Name

Date *3/3*

Time *11:00*

Walk-In

Will Pick Up

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

Courier



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 6, 2006

CAPITAL CONNECTION, INC.

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

SUBJECT: SUMMERPLACE TOWNHOME OWNERS ASSOCIATION, INC.
Ref. Number: W06000010717

We have received your document for SUMMERPLACE TOWNHOME OWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 406A00015361

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

RECEIVED
06 MAR 13 AM 11:09
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUMMER PLACE
OWNERS ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAR -3 AM 11:07

The undersigned, Barbara Stokes, the subscriber to these Articles of Incorporation, hereby executes these Articles of Incorporation to form a non-stock corporation, not for profit, under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation is SUMMER PLACE OWNERS ASSOCIATION, INC., hereafter called the "Association." The principal office of the Association and the street address of the initial registered office shall be 1727 S. County HWY 393 Santa Rosa Beach, Florida 32459; but may be changed to another place in Florida as designated from time to time by the Board of Directors. The name and address of the Incorporator is: Barbara Stokes, 4800 Whitesburg Drive Suite 30-351 Huntsville, Al. 35802.

ARTICLE II. PURPOSE AND POWERS

The Association is not organized for pecuniary gain or profit to the members thereof, and it shall be prohibited from any distribution of income to its members, directors, and officers. The specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the subdivision known as SUMMER PLACE, A TOWNHOME DEVELOPMENT in Walton County, Florida, according to the plat recorded in the public records of said county, and the Declaration of Covenants, Conditions, and Restrictions, likewise recorded in the public records of said county, and 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 (but only as the following may from time to time be permissible for corporations not for profit under the laws of Florida):

- (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 to be recorded in the Office of Clerk of the 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, 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 agreeing to hold and maintain the same for such purposes. The Association may grant easements over the Common Area to private parties, but no such easement shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members; unless the Declaration provides for such merger, consolidation or annexation;

(f) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Corporation Not For Profit Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE III. MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract vendees under a contract for deed, 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 IV. VOTING RIGHTS

The Association shall have two classes of voting membership;

Class A. Class A member(s) shall be all Owners, with the exception of the Developer, SUMMERPLACE, LLC, and 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 determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Developer, SUMMERPLACE, LLC (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership upon the termination of the Development Period (as defined in the Declaration).

ARTICLE V. BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of at least 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 but may not exceed nine (9) nor be less than three (3). The names and residence addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Barbara Stokes
4800 Whitesburg Drive, Suite 30-351
Huntsville, Alabama 35802

Scott Stokes
4800 Whitesburg Drive, Suite 30-351
Huntsville, Alabama 35802

J. Donald Boggus
281 Happy Talk Trail
Jasper, GA 30143

Only three (3) directors shall be required initially. At the first annual meeting, the members shall elect at least three (3) directors and at each succeeding annual meeting, or at a special meeting called for the purpose of electing directors, the members shall elect the number of directors which may from time to time be designated by the By-Laws.

ARTICLE VI. DISSOLUTION

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 this Association was created. In the event that such dedication is refused acceptance, 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 VII. DURATION

The corporation shall exist perpetually.

ARTICLE VIII. AMENDMENTS

Amendments to these Articles shall require the assent of two-thirds (2/3) of the entire membership. Amendments may be proposed by any member at any annual meeting or special meeting called for that purpose, and adopted by the members, in person or by proxy, at that or any subsequent meeting by the percentage of members set forth above. The By-Laws of the corporation shall be made, altered, or rescinded, at a regular or special meeting of the members, by a vote of a majority of the members present in person or by proxy. The By-Laws may restrict the number of proxies to be voted by any person.

ARTICLE IX. OFFICERS

The affairs of the corporation are to be managed by a President, Vice-President, Secretary, and Treasurer, who need not be members of the Association. They shall be elected at the first meeting of the Board of Directors following each annual meeting of the members. The President and Vice-President shall be Directors. Until the first election of officers, Barbara Stokes shall serve as President, Vice-President, Secretary and Treasurer of the corporation.

ARTICLE X. SUBSCRIBER

The subscriber to these Articles of Incorporation and her address is Barbara Stokes, 4800 Whitesburg Drive Suite 30-351 Huntsville, Al. 35802

ARTICLE XI. INITIAL RESIDENT AGENT AND OFFICE

William S. Howell, Jr., J.D., P.A., whose office address is 1727 S. County HWY 393 Santa Rosa Beach, Florida 32459, is hereby appointed as the initial Resident Agent of the corporation, and the office of the corporation shall be at that address until another is properly designated pursuant to the then applicable law.

ARTICLE XII. INDEMNITY

Every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or opposed upon him or her in connection with any proceedings to which he or she may be a party or

in which he or she may become involved, by reason of his or her being or having been an officer of the Association whether or not he or she was an officer at the time such expenses are incurred, except in such cases wherein the officer is adjudged guilty of wilful 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 officer may be entitled.

9 IN WITNESS WHEREOF the subscriber has executed this instrument this _____ day of March, 2006.

Barbara Stokes
BARBARA STOKES, Incorporator

STATE OF ~~ALABAMA~~ Florida
COUNTY OF ~~MADISON~~ Walton

The foregoing instrument was acknowledged before me this 9th day of March, 2006, by Barbara Stokes, Incorporator, who is personally known to me or who has produced _____ as identification.



Linda G. Gustman
Commission #DD242817
Expires: Aug 19, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

Linda G. Gustman
NOTARY PUBLIC

ACCEPTANCE BY RESIDENT AGENT

The undersigned accepts the appointment as resident agent of the corporation, and agrees to comply with all provisions of the law relating thereto.

DATED this 9th day of MARCH, 2006.

William S. Howell, Jr.
By: William S. Howell, Jr., President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAR -3 AM 11:07
5