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To:

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FLORIDA PROFIT/NON PROFIT CORPORATION

BAY GROVE VILLAGE HOMEOWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BAY GROVE VILLAGE HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirement of Chapter 817 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 VILLAGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE II. The principal office is located at 19818 Highway 331 S. Freeport, Florida 32439.

ARTICLE III. The individual who is hereby appointed as the initial registered agent of this association is Richard P. Petermann of Anchors Smith Grimsley, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547.

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 residence Lots and Common Areas within that certain tract of property described as follows:

BAY GROVE VILLAGE, a subdivision, as recorded in the Public
Records of Walton County, Florida

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 mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

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- (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 asset 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 BAY GROVE VILLAGE, 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 association shall have two classes of voting membership.

Class A. Class A members shall be the Owners, with the exception of the Declarant, and shall be entitled to one 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. Class B members shall be the Declarant (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 on the happening of the following events, whichever occurs earlier:

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- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or,
- (b) Five years from the conveyance of the first lot.

ARTICLE VII. 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 names and addresses of the persons who are to act in the capacity of directors until the selection of successors are:

Michael L. Jenkins
19816 Hwy. 331 S.
Freeport, FL 32469

Richard P. Petermann
909 Mar Walt Dr. Ste 1014
Ft. Walton Beach, FL 32547

James W. Grimsley
909 Mar Walt Dr., Ste 1014
Ft. Walton Beach, FL 32547

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years, and at each annual meeting thereafter the members shall elect three directors for a term of three years none of which are required to be members of the association.

ARTICLE VIII. 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 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. 817.05.

ARTICLE IX. The corporation shall exist perpetually.

ARTICLE X. 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.

ARTICLE XI. As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN TESTIMONY WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this 9th day of March, 2006.


Michael L. Jenkins

Mar. 14, 2006 4:20PM

No. 8298 P. 5

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STATE OF FLORIDA
COUNTY OF WALTON

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 9th day of March, 2006, by Michael L. Jenkins who is ✓ personally known to me or who produced _____ as identification.

(Seal)



Lyndsay Nance
Notary Public

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.

Richard P. Petermann (Seal)
Richard P. Petermann

Date: 3/14/06

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