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TALLAHASSEE, FLORIDA

J. Shivers APR 21 2006

William R. H. Broome, P.A.

Attorney at Law
Suite 202
Commerce Pointe
1818 Australian Avenue South
West Palm Beach, Florida 33409

William R. H. Broome

Telephone (561) 689-5011
Facsimile (561) 689-6820
broomepa@bellsouth.net

April 19, 2006

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: ESTATES OF STEINHATCHEE PROPERTY
OWNERS' ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

Ladies and Gentlemen:

Enclosed you will find original Articles of Incorporation of
ESTATES OF STEINHATCHEE PROPERTY OWNERS' ASSOCIATION, INC.,
together with a check for the following items:

- | | |
|--|--------------|
| 1. Filing Articles | \$ 35.00 |
| 2. Furnishing certified copy
of Articles | 8.75 |
| 3. Filing Designation of
Registered Agent | <u>35.00</u> |

TOTAL \$ 78.75

Kindly file the Articles and furnish certified copies of the
Articles and Certificate of Incorporation.

Thank you for your assistance.

Sincerely,



William R. H. Broome

WRHB/jic
Enclosures

**ARTICLES OF INCORPORATION OF
ESTATES OF STEINHATCHEE PROPERTY OWNERS' ASSOCIATION, INC.**

I, the undersigned, acting as incorporator of a nonprofit corporation for operation of a homeowners' association under §720.306 et. seq. Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I - Name

The name of the corporation (herein after called the Association) is ESTATES OF STEINHATCHEE PROPERTY OWNERS' ASSOCIATION, INC. Its initial principal office and mailing address shall be 6963 Wilson Road, West Palm Beach, FL 33413.

ARTICLE II - Purpose and Powers

The specific primary purposes for which the Association is formed are: to provide for maintenance, preservation, and architectural control of the residence lots and common areas within a certain tract of real property to be platted as ESTATES OF STEINHATCHEE, in Taylor County, Florida, and, further, to promote the health, safety, and welfare of the residents within the above-described Properties and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose. In furtherance of such purposes, the Association shall have power to:

(a) Perform all of the duties and obligations of the Association as set forth in any Declaration of Covenants, Conditions, and Restrictions (the Declaration) applicable to Properties and to be recorded in the Public Records of Taylor County, Florida;

(b) Affix, levy, and collect, and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association;

(d) Borrow money and, subject to the consent by vote or written instrument of two-thirds (2/3) of the

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

(e) After recording of the Declaration and the plat of the subdivision, to dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property or common areas, provided that any merger, consolidation, or annexation shall have the assent by vote or written instrument of two-thirds (2/3) of the members;

(g) Have and exercise any and all powers, rights and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated under Florida Statute 720.306 et. seq., exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members and their lots, as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any member.

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 sellers, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association. No membership certificates or shares shall be issued.

ARTICLE IV - Perpetual Duration

The period of duration of the Association shall be perpetual and shall commence immediately upon execution hereof.

ARTICLE V - Incorporator

The name and residence address of each subscribing incorporator is:

John Rawn
6963 Wilson Road
West Palm Beach, FL 33413

ARTICLE VI- Officers and Elections

The officers of the Association shall consist of a president and a vice-president, who shall at all times be members of the Board of Directors, and a secretary and treasurer, who may be members of the Board of Directors. Such officers shall be elected by the members, at the annual meeting of members. The names of the officers who are to serve until the first election are:

JOHN RAWN	PRESIDENT
BONNIE RAWN	VICE-PRESIDENT
JACK RAWN	SECRETARY/TREASURER

ARTICLE-VII Board of Directors

The affairs of the Association shall be managed by a Board of Directors. The number of persons constituting the first Board of Directors of the Association shall be three (3), and the names and addresses of the persons who shall serve as directors until the first election are:

John Rawn
6963 Wilson Road
West Palm Beach, FL 33413

Jack Rawn
6690 Wilson Road
West Palm Beach, FL 33413

Bonnie Rawn
6963 Wilson Road
West Palm Beach, FL 33413

Directors shall be elected as provided in the bylaws.

ARTICLE VIII - Bylaws

The bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3) of the total votes of the members existing at the time of such meeting, except that the initial bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE IX - Amendment

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of the total votes of all members

existing at the time of such meeting.

ARTICLE X- Voting Classes

The Association shall initially have two classes of voting members as follows, both of which may cast their votes either in person, or by proxy:

Class A. Class A members shall be all lot owners with the exception of the Declarant, as such term is defined in the Declaration, 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 such members may determine among themselves, but in no event shall more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B members shall be the Declarant, as such term is defined in the Declaration, who shall be entitled to two votes for each lot owned. (The individual members of the three persons comprising Declarant, may become owners of lots in their individual right. Lots owned in the individual right of any individual person comprising Declarant shall not be deemed to be owned by Declarant, and shall not be Class B members.) The Class B membership shall cease and be converted to Class A membership as provided in the Declaration.

ARTICLE XI - Dissolution

On dissolution, the cash assets of the Association shall be returned to the members in proportion to the lots owned by them. The real property interests which remain assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such as set shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization organized and operated for such similar purposes.

ARTICLE XII - Governing Law

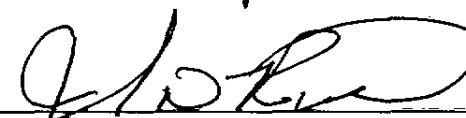
The Association and these articles shall be governed by Florida law applicable to corporations not for profit, including Chapter 617, and specifically those sections applicable to homeowners' associations, §720.306 et. seq.

ARTICLE XIII - Initial Office and Registered Agent

The initial office and initial registered agent of the corporation are as follows:

John Rawn
6963 Wilson Road, West Palm Beach, FL 33413

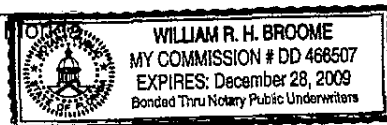
EXECUTED at West Palm Beach, Florida, on the 19th day of April, 2006.


John Rawn

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 19th day of April, 2006,
by JOHN RAWN, who is personally known to me, and did not take an oath.

Print name: _____
Notary Public, State of _____

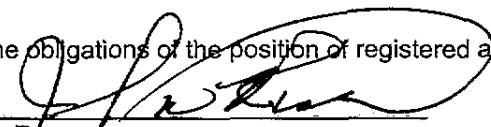


ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

April 19, 2006
Date


John Rawn

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA