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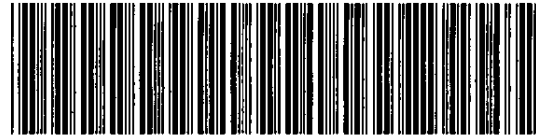
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FILED  
06 MAY 19 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C85-23

## COVER LETTER

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

MAY 17 2006

SUBJECT: Windsor Court Homeowners' Association, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: David B. Pleat, Esq.

Name (Printed or typed)

4477 Legendary Drive, Suite 202

Address

Destin, FL 32541

City, State & Zip

850-650-0599

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION  
OF  
WINDSOR COURT HOMEOWNERS' ASSOCIATION, INC.

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06 MAY 19 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirement of Chapters 617 and 720 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:

ARTICLE I. The name of the corporation is WINDSOR COURT HOMEOWNERS' ASSOCIATION, INC. (herein referred to as "Association").

ARTICLE II. The principal office of the Association is located at 242 Calusa Boulevard, Destin, FL 32541?

ARTICLE III. The street address of the initial Registered Office is 4477 Legendary Drive, Suite 202, Destin, Florida 32541, and the name of the initial Registered Agent at said address is David B. Pleat, Esq.

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.

  
\_\_\_\_\_  
David B. Pleat

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 and preservation of the Lots and Common Areas within that real property (hereinafter called the "Property") described as follows:

LOT 17:

COMMENCING AT THE NW CORNER OF LOT 32, SECTION 25, TOWNSHIP 2 SOUTH, RANGE 21 WEST, WALTON COUNTY, FLORIDA, PROCEED S87°52'36"E, 33 FEET, THENCE ALONG EAST R/W OF MACK BAYOU ROAD, S02°26'05"W, 447.63 FEET, THENCE S87°33'55"E, 15 FEET, THENCE S02°26'05"W, 363.59 FEET TO THE SOUTH R/W LINE OF GRADED ROAD, THENCE S82°56'27"E, 305.67 FEET, ALONG SAID R/W LINE TO THE POB; THENCE CONTINUE S82°56'27"E, 100 FEET, THENCE S02°26'05"W, 218 FEET, THENCE N82°56'27"W, 100 FEET, THENCE N02°26'05"E, 218 FEET TO POB.

LOT 18:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COMMENCING AT THE NW CORNER OF LOT 32, SECTION 25, TOWNSHIP 2 SOUTH, RANGE 21 WEST, WALTON COUNTY, FLORIDA, PROCEED S87°52'36"E, 33 FEET, THENCE ALONG EAST R/W OF MACK BAYOU ROAD, S02°26'05"W, 447.63 FEET, THENCE S87°33'55"E, 15 FEET, THENCE S02°26'05"W, 363.59 FEET TO THE SOUTH R/W LINE OF GRADED ROAD, THENCE S82°56'27"E, 205.67 FEET ALONG SAID R/W LINE TO POB; THENCE CONTINUE S82°56'27"E, 100 FEET THENCE S02°26'05"W, 218 FEET, THENCE N82°56'27"W, 100 FEET, THENCE N02°26'05"E, 218 FEET TO POB.

and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for the 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 that certain Declaration of Covenants, Conditions, Restrictions, hereinafter called the "Declaration," applicable to the Property and recorded or to be recorded in the Official Records of the Clerk of Circuit Court of Walton County, Florida, and as the same may be amended from time to time a 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 government 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, provided, however, such power to borrow shall not include the power to pledge, mortgage, deed in trust or hypothecate any of the Common Area as security for money borrowed or for debts incurred;

(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 and commercial or mixed use Property and Common Areas;

(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 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 Bylaws of the Association which may be hereafter adopted, the Design Code (if 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;

(k) have and to exercise any and all powers, rights and privileges which a corporation organized under Chapters 617 and 720 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; and

(l) maintain and/or collect fees and assessments from its members to pay common expenses of the Association including, but not limited to, the costs of maintaining all stormwater facilities.

ARTICLE V. Every person or entity who is a record fee simple owner of a lot within Windsor Court 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 expanded, held or used for the benefit of the membership and for the purposes authorized herein, in the proposed Declaration, and in the Bylaws which may be hereafter adopted.

ARTICLE VI. The Association shall have two classes of voting membership.

Class A. Class A members shall be Owners with the exception of the Declarant (who shall become a Class A Member when Declarant's Class B membership ceases as provided hereafter). Class A members 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 among themselves determine. In no event shall more than one vote be cast with respect to each of the Lots.

Class B. The Declarant shall be the sole Class B member and shall be entitled to two (2) votes for each Lot within the Properties whether owned by the Declarant or others. The Class B

membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first: (a) five (5) years following conveyance of the first Lot; or (b) decision of the Declarant to convert to Class A membership.

ARTICLE VII. The officers of the Association shall be a president, a vice president, a secretary, a treasurer and such other officers as may be deemed desirable or necessary by the Board of Directors. The officers shall be elected at the first meeting and at such annual meeting of the Board of Directors as provided by the Bylaws.

ARTICLE VIII. The affairs of this Association shall be managed by a board of not less than two nor more than seven directors, who need not be Members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association, but shall never be less than two. The names and addresses of the persons who are to act in the capacity of officers and directors until the selection of their successors are:

1. **President:** E. Gerald Hebert, 242 Calusa Boulevard, Destin, FL 32541; and
2. **Vice President:** David B. Pleat, Esq., 4477 Legendary Drive, Suite 202, Destin, FL 32541.

At the first annual meeting the Members shall elect directors. The terms of office for the directors so elected shall be established such that approximately one-third of the elected directors shall serve for one year, approximately one-third of the elected directors shall serve for two years, and approximately one-third of the elected directors shall serve for three years. At each subsequent annual meeting, the Members shall elect directors for a term of three years to replace those directors whose terms shall then be expiring. Should a vacancy occur prior to that time, the remaining directors may elect a person or persons to fill the vacancy or vacancies for an unexpired term.

ARTICLE IX. The Board of Directors of this Association may provide such Bylaws for the conduct of its business in the carrying out of its purposes as they may deem necessary from time to time.

The Bylaws may be amended, altered or rescinded upon the proposal of a majority of the Board of Directors and approval in person or in writing of a majority of the Members of the Association present at a regular or special meeting of the Members, notice of which shall state that such proposal is to be voted upon at the meeting.

ARTICLE X. This Association shall exist perpetually.

ARTICLE XI. The Association may be dissolved with the assent given in writing and signed by not less than 75% of each class of members. Upon dissolution of the Association, other than incident to a merger of consolidation, the assets, both real and personal, 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 purpose.

ARTICLE XII. 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 describe the amendment or amendments being proposed.

ARTICLE XIII. No part of the income of the Association shall inure to the benefit of any individual or member, and the Association shall not carry on propaganda, or otherwise act to influence legislation.

ARTICLE XIV. Every director and every other 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 proceedings to which he may be a party or in which he may become involved, by reason of his being or having been a director or officer at the time such expenses are incurred except in such cases wherein the director or officer is adjudged guilty of willful 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 director or officer may be entitled.

ARTICLE XV. For those actions which, by the provisions of the preceding articles, require a vote of the Members, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all Members not less than 14 days nor more than 60 days in advance of the meeting.

The presence of Members or of proxies entitled to cast fifty percent (50%) of the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

The use of proxies shall be only in accordance with the provisions of Florida Statutes § 720.

ARTICLE XVI. The name and address of the subscriber of these Articles of Incorporation is:

E. Gerald Hebert, 242 Calusa Boulevard, Destin, FL 32541

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the subscribing incorporator of this Association, have executed these Articles of Incorporation this 12<sup>th</sup> day of May, 2006.

E. Gerald Hebert  
E. GERALD HEBERT

STATE OF Louisiana  
COUNTY OF Lafayette  
Parish

BEFORE ME the undersigned authority, personally appeared E. GERALD HEBERT, who produced Driver's License as identification or who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 12<sup>th</sup> day of May, 2006.

Darylin S. Barousse  
Print Notary's Name: Darylin S. Barousse #38087  
Notary Public, State of Louisiana

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