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FLORIDA PROFIT/NON PROFIT CORPORATION

The Stables at Sandy Pines Owners' Association, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE STABLES AT SANDY PINES OWNERS' ASSOCIATION, INC.**

The undersigned, acting as the incorporators of a not-for-profit corporation organized pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE - NAME

The name of this corporation shall be The Stables at Sandy Pines Owners' Association, Inc.

ARTICLE II - DURATION

The duration of this corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation shall be a not-for-profit corporation in accordance with Chapter 617, Florida Statutes, the primary purpose for which will be to own the common areas and to provide for the improvement, maintenance, landscaping and deal with other matters relating to the property owned by the corporation; to affix, levy and collect all charges and assessments made against any parcel in The Stables at Sandy Pines or any other property coming under the jurisdiction or authority of this corporation, as provided by the Declarations of Easements, Covenants, Conditions, and Restrictions relating thereto as recorded in the Public Records of Walton County, Florida and pursuant to such bylaws as may be established for this corporation; and to otherwise deal to the full extent permitted by law, with any matters relating to the management or control of any property coming under the authority of this corporation.

ARTICLE IV - BOARD OF DIRECTORS

This corporation shall be managed by a Board of Directors consisting of not less than three and not more than five directors, the exact number of which and the manner of election for whom shall be as determined by the By-Laws of this Corporation. Until the first election of Directors, the Incorporator shall exercise all power and authority of the Board of Directors.

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ARTICLE V - OFFICERS

The officers of the corporation, their duties and authority, and the manner of electing and removing them shall be prescribed in the By-Laws.

ARTICLE VI - BYLAWS

The incorporator is authorized to adopt, amend and repeal By-Laws for the corporation prior to the first election of Directors. Thereafter, the manner of amending or repealing the By-Laws shall be as prescribed in the By-Laws.

ARTICLE VII - PRINCIPAL OFFICE

The address of the principal office of this corporation is 36008 Emerald Coast Parkway, Suite 301, Destin, Florida 32541 and the mailing address of this corporation is 36008 Emerald Coast Parkway, Suite 301, Destin, Florida 32541.

ARTICLE VII - REGISTERED AGENT

The street address of the initial registered agent of this corporation shall be located at 36008 Emerald Coast Parkway, Suite 301, Destin, Florida, 32541, and the name of the initial registered agent is Robert E. McGill, III.

ARTICLE IX - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any parcel which is subjected by the Declaration of Easements, Covenants, Conditions and Restrictions of record to assessment by the association shall be a member of the corporation. Membership shall be appurtenant to and shall not be separated by ownership of a parcel which is subject to assessment by the corporation.

ARTICLE X - VOTING RIGHTS

Members shall be all the owners, and shall be entitled to one vote for each parcel owned. When more than one person holds an interest in a given parcel, all such persons shall be members, however, those persons shall only be entitled to one vote representing the parcel owned.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

Prior to the first election of Directors, these Articles of Incorporation may be amended by the Incorporator. Thereafter, the manner of amending these Articles shall be as prescribed in either the By-Laws or in an applicable amendment to the Articles of

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Incorporation; provided, however, if no manner of amendment is co-prescribed, these Articles may be amended as provided by Florida Statutes.

ARTICLE XII - INCORPORATORS

The name and street address of the incorporator signing these articles is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert E. McGill, III	36008 Emerald Coast Parkway Suite 301 Destin, Florida 32541

IN WITNESS WHEREOF, the incorporator named above has set here unto his hand and seal this 25th day of July, 2006.

WITNESSES:

[Signature]
[Signature]

[Signature]
Robert E. McGill, III, Incorporator

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

The undersigned hereby accepts appointment pursuant to Florida Statutes 617-0501 as registered agent on whom process may be served for the above corporation, and states that the undersigned is familiar with, and accepts the obligation of that portion, this 25th day of July, 2006.

Registered Agent

[Signature]

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