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FLORIDA PROFIT/NON PROFIT CORPORATION

Marina Landing Homeowners Association, Inc.

Certificate of Status	0
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Page Count	07
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
MARINA LANDING HOMEOWNERS ASSOCIATION, INC.**

In compliance with the laws of the State of Florida, the undersigned do hereby voluntarily associate for the purpose of forming a corporation not-for-profit for the purposes and with the powers set forth herein. All capitalized terms set forth herein, to the extent not defined herein, shall have the meanings set forth in the Declaration of Covenants, Conditions and Restrictions For Marina Landing recorded, or to be recorded, in the public records of Okaloosa County, Florida, as it may be modified and supplemented from time to time ("Declaration").

ARTICLE I - NAME

The name of the corporation is MARINA LANDING HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II - REGISTERED AGENT

The name and address of the Registered Agent of the Association is:

Chandler Huff
4590 Highway 20
Niceville, Florida 32578

ARTICLE III - PRINCIPAL OFFICE

The principal office of the Association shall be located at 4590 Highway 20, Niceville, Florida 32578; but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE IV - PURPOSE AND POWERS

The Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which it is formed are to operate as a corporation not-for-profit pursuant to Chapters 617 and 720, Florida Statutes, and to provide for the maintenance, preservation and architectural control of all improvements on the Property and the Common Area, all within that certain tract of land described in the Declaration ("Property"), as such is supplemented from time to time, all for the mutual advantage and benefit of the Members of this Association, who shall be the Owners of the Lots and Improved Lots. For such purposes, the Association shall have and exercise the following authority and powers, all of which may be exercised by the Board of Directors:

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(1) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, as well as in the provisions of these Articles and the Bylaws. The Declaration is incorporated herein by this reference as if set forth in detail.

(2) To fix, levy, collect and by any lawful means enforce payment of all Assessments pursuant to the terms of the Declaration, and 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.

(3) To 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 or any improvements thereon in connection with the affairs of the Association.

(4) To borrow money and pledge or hypothecate any and all of the Association's real or personal property as security for money borrowed or debts incurred.

(5) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, as more fully provided in the Declaration.

(6) To maintain, repair, replace, operate and manage the Common Area and to make, establish and amend reasonable rules and regulations governing the use of the Lots and Common Area.

(7) To employ personnel, agents or independent contractors to perform the services required for the proper operation of the Common Area.

(8) To 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 Board of Directors.

(9) To have and to exercise any and all powers, rights and privileges which a corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

All of the Association's assets and earnings shall be used exclusively for the purposes set forth herein and in accordance with Section 528 of the Internal Revenue Code of 1986, as amended ("Code"), and no part of the assets of this Association shall inure to the benefit of any individual Member or any other person. The Association may, however, reimburse its Members for actual expenses incurred for or on behalf of the Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Association, as permitted by Section 528 of the Code, other applicable provisions of the Code, federal and state law. In addition, the Board

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of Directors shall also have the right to exercise the powers and duties set forth in the Bylaws.

ARTICLE V - MEMBERSHIP

(1) Every person or entity who is record owner of a fee or undivided fee interest in any Lot, including C AND C, L.L.C. and ZHB, L.L.C., both Florida limited liability companies, (together, "Declarant"), and contract sellers, 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.

(2) The transfer of the membership of any Owner shall be established by the recording in the public records of Okaloosa County of a deed or other instrument establishing a transfer of record title to any Lots for which membership has already been established. Upon such recordation, the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a copy of the deed or other instrument establishing the transfer of ownership of the Lot. It shall be the responsibility and obligation of the former and new Owner of the Lot to provide such copy to the Association.

(3) The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as in appurtenance to the Lot owned by such Member.

ARTICLE VI - VOTING RIGHTS

The Association shall have two (2) classes of voting Members, as follows:

(1) Class A. Class A Members shall be all Owners, with the exception of Declarant while the Class B Membership exists. Class A Members shall be entitled to one vote for each Lot owned, which may be cast by such member after Turnover (as hereinafter defined). When more than one person holds an interest in any Lot, all such persons shall be Members; however, the vote for such Lot shall be exercised as they shall determine among themselves, but in no event shall more than one vote be cast with respect to any Lot. Notwithstanding the foregoing, if title to any Lot is held by a husband and wife, either spouse may cast the vote for such Lot unless and until a written voting authorization is filed with the Association. When title to a Lot is in a corporation, partnership, association, trust, or other entity (with the exception of Declarant), such entity shall be subject to the applicable rules and regulations contained in the Articles and Bylaws.

(2) Class B. The only Class B Member shall be the Declarant, which shall be entitled to three (3) votes for each Lot owned, including Lots annexed from time to time. The Class B Membership shall cease and be converted to Class A Membership upon the first to occur of the following ("Turnover"):

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- (a) When the total votes outstanding in the Class A Membership equals or exceeds the total votes outstanding in the Class B Membership; or
- (b) Two (2) years following conveyance of the first Lot; or
- (c) Decision of the Declarant to convert to Class A Membership.

(3) After Turnover, the Class A Members may vote to elect the majority of the members of the Board. Owners may also vote for the following:

- (a) To amend the Declaration;
- (b) To terminate the Association, or the Declaration; and
- (c) To determine the qualifications, powers and duties or terms of office of the Directors after Turnover.

All other matters shall be subject to the approval of the Board as set forth in the Bylaws.

After Turnover, the Declarant shall have one vote for each Lot owned. For the purposes of this Article, builders, contractors or others who purchase a Lot for the purpose of constructing improvements thereon for resale shall not be deemed to be Class A Members.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who shall be Members of the Association, provided, however, that until Turnover, the Directors need not be Members of the Association. The number of Directors of the Association shall be not less than three (3) nor more than nine (9). The names and addresses of the persons who are to act in the initial capacity of Directors until the selection and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Chandler Huff	4590 Highway 20 Niceville, FL 32578
Brandon Huff	4590 Highway 20 Niceville, FL 32578
Jean Starkey	4590 Highway 20 Niceville, FL 32578

Until Turnover, the Board shall consist of Directors appointed by the Class B Member who shall serve until the Class B Member no longer has the right to appoint any Directors.

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After Turnover, Directors shall be elected by the Members as provided herein.

ARTICLE VIII - TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IX - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than ninety percent (90%) of the votes of the Association either in person or by proxy. 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, or for the residents of the county in which the Property is located. 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 similar purposes.

ARTICLE X - OFFICERS

Subject to the direction of the Board of Directors, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board of Directors. The names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

<u>Name and Title</u>	<u>Address</u>
Chandler Huff Title: President	4590 Highway 20 Niceville, FL 32578
Brandon Huff Title: Vice President/Secretary	4590 Highway 20 Niceville, FL 32578
Chandler Huff Title: Treasurer	4590 Highway 20 Niceville, FL 32578

ARTICLE XI - BYLAWS

The Bylaws of this Association shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or repealed in the manner set forth in the Bylaws.

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ARTICLE XII - AMENDMENTS

Until Turnover, Declarant reserves the exclusive right to amend or repeal any of the provisions of these Articles of Incorporation or any amendments hereto without the consent of any Class A Member or Institutional Mortgagee. The Board of Directors may amend these Articles with a two-thirds vote of the Board. Provided, further, that no amendment shall conflict with any provisions of the Declaration. After Turnover, the consent of any Institutional Mortgagees shall be required for any amendment to these Articles which impairs the rights, priorities, remedies or interest of such Institutional Mortgagees, and such consent shall be obtained in accordance with the terms and conditions, and subject to the time limitations, set forth in the Declaration or as determined by the Board of Directors.

ARTICLE XIII - INDEMNIFICATION


This Association shall indemnify any and all of its Directors, officers, employees or agents, or former Directors permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, officer, employee or agent, as herein provided. The foregoing right of indemnification shall not be inclusive of any other rights to which any such person may be entitled as a matter of law or which he may be lawfully granted. It shall be the obligation of the Association to obtain and keep in force a policy of officers' and Directors' liability insurance.

ARTICLE XV - SUBSCRIBER

The name and address of the Subscriber of the corporation is:

Chandler Huff
4590 Highway 20
Niceville, Florida 32578

The Subscriber has affixed his signature the day and year set forth below.


Chandler Huff, Subscriber
Dated this 5th day of June, 2007

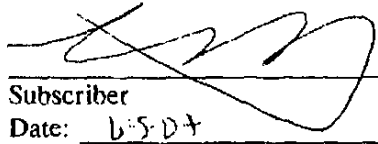
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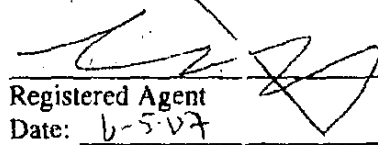
**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Marina Landing Homeowners Association, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the County of Okaloosa, State of Florida, has named Chandler Huff, whose address is 4590 Highway 20, Niceville, Florida 32578, as its agent to accept service of process within Florida.


Subscriber
Date: 6-5-07

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Registered Agent
Date: 6-5-07

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