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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**North Hills Homeowners Association, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
NORTH HILLS HOMEOWNERS ASSOCIATION, INC.  
(A Corporation Not For Profit)**

**ARTICLE I - NAME**

This corporation shall be known as NORTH HILLS HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION." The principal office of the ASSOCIATION shall be located at 128 John King Road, Suite 18, Crestview, Florida 32539, but meetings of the members and directors may be held at such places within the State of Florida, County of Santa Rosa or Okaloosa, as may be designated by the Board of Directors.

**ARTICLE II - REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office is 128 John King Road, Suite 18, Crestview, Florida 32539. The Board of Directors may from time to time change the principal office of the ASSOCIATION to any other address in the State of Florida. The name of the initial registered agent is David Holcomb.

**ARTICLE III - PURPOSES AND POWERS**

The purpose for which this ASSOCIATION is organized is to create an entity which can provide for maintenance and architectural control of the Subdivision and common properties and architectural control of the residential lots within that certain tract of property described as follows, to-wit:

See Exhibit "A".

Together with any and all other property added to the control of the ASSOCIATION by amendment to the Declaration of Covenants, Conditions and Restrictions affecting the above-described property, and to promote the health, safety and welfare of the residents within the Subdivision and to:

a. Exercise all of the powers and privileges and 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 in the Public Records of Santa Rosa County, Florida, as 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

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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;

e. 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;

f. Borrow money and, with the assent of two-thirds (2/3) 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;

g. 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 the members agreeing to such dedication, sale, or transfer;

h. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional property and Common Area, provided that any such merger, consolidation, or annexation shall have the consent of two-thirds (2/3) of each class of members except that for a period of two years after recording the plat, the Declarant may annex additional property as provided in the DECLARATION;

i. Have and exercise any and all powers, rights and privileges which a corporation not for profit organized under the Florida law may now or hereafter have or exercise by law.

#### **ARTICLE IV - QUALIFICATION AND MANNER OF ADMISSION OF MEMBERS**

Every person or entity who is a record owner of a lot, either individually or jointly with others which is subject by covenants of record to assessment by the ASSOCIATION, including a contract seller, 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.

A member, unless acting in the capacity of a duly elected officer of the ASSOCIATION, does not have the authority to act for the ASSOCIATION solely by virtue of being a member.

#### **ARTICLE V - VOTING RIGHTS/TRANSITION OF CONTROL**

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The ASSOCIATION shall have two classes of voting membership:

Class A. Class A members shall be all owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each lot owned. When more than one (1) person or entity holds an interest in a lot, then the vote attributable to such lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. Class B members shall be the Declarant, as defined in the DECLARATION, who shall be entitled to three (3) votes for each lot owned, as set forth in the DECLARATION. Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

Notwithstanding the foregoing, members other than the Declarant (which excludes builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for resale) are entitled to elect at least a majority of the members of Board of Directors three months after ninety percent (90%) of the Lots in the Subdivision have been conveyed to members.

Declarant shall be entitled to elect at least one member to the Board of Directors as long as Declarant holds at least five percent (5%) of the Lots for sale in the ordinary course of business.

After Declarant relinquishes control of the ASSOCIATION, Declarant may continue to vote on any Declarant owned lots in the same manner as any other member.

In all events, Class B membership shall cease to exist and be converted to Class A and shall not thereafter be reinstituted on December 31, 2011.

#### **ARTICLE VI - TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VII - INCORPORATOR**

The name and address of the Incorporator is David Holcomb, 128 John King Road, Suite 18 Crestview, Florida 32539.

#### **ARTICLE VIII - BOARD OF DIRECTORS**

The business affairs of this ASSOCIATION shall be managed by the Board of Directors, which shall initially consist of three (3) members. The number of Directors may

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be increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3).

The members of the Board of Directors need not be members of the ASSOCIATION and shall serve for a term as set forth in the Bylaws.

The President of the ASSOCIATION shall at all times be a member of the Board of Directors, and members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

The names and street addresses of the persons who are to serve as the first Board of Directors of the corporation are:

1. David Holcomb  
128 John King Road, Suite 18  
Crestview, Florida 32539
2. Sandy McEachern  
128 John King Road, Suite 18  
Crestview, Florida 32539
3. Mike Patterson  
128 John King Road, Suite 18  
Crestview, Florida 32539

#### **ARTICLE IX - OFFICERS**

The officers of this ASSOCIATION shall be a President, who shall at all times be a member of the Board of Directors, a Vice President and Secretary/Treasurer, and such other officers as the Board of Directors may from time to time create.

The names of the persons who are to serve as officers of this ASSOCIATION until the first election are:

President:	David Holcomb
Vice President:	Sandy McEachern
Secretary/Treasurer:	Mike Patterson

The officers shall be selected at the annual meeting of the Board of Directors as provided in the Bylaws and each shall hold office until he shall sooner resign or shall be removed or otherwise disqualified to serve. Officers shall serve at the pleasure of the Directors.

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**ARTICLE X - DISSOLUTION**

The ASSOCIATION may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the members. Upon dissolution of the ASSOCIATION, other than an 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 acceptance of such dedication is refused, the assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE XI - AMENDMENTS**

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the total members at a special meeting of the membership called for that purpose.

Amendments may also be made at a regular meeting of the membership by a two-thirds (2/3) vote of the total members upon notice given, as provided by the Bylaws, of intention to submit such amendments. However, no amendment shall be effective without the written consent of the Declarant until after five (5) years from date of filing these Articles of Incorporation with the Secretary of State, State of Florida.

**ARTICLE XII - DEFINITIONS**

The terms used herein shall have the same definition as set forth in the DECLARATION and the Bylaws.

**ARTICLE XIII - FHA/VA APPROVAL**

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration and/or the Veterans Administration: Annexation of additional properties (except as provided in the DECLARATION), mergers and consolidations, mortgaging of common area, dedication of common area, and dissolution and amendment of these Articles.

II **WITNESS WHEREOF**, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 18 day of July, 2007, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



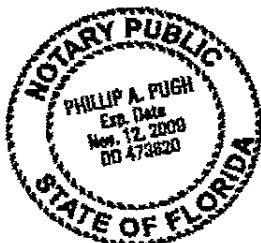
David Holcomb  
Incorporator

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STATE OF FLORIDA  
COUNTY OF Escambia

The foregoing was acknowledged before me this 18 day of July  
2007, by David Holcomb, who personally appeared before me and is personally known to  
me.



  
NOTARY PUBLIC Phillip A. Pugh


**RESIDENT AGENT'S CERTIFICATE**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in  
compliance with said Act:

North Hills Homeowners Association, Inc., a Florida corporation not for profit,  
desiring to organize under the laws of the State of Florida, with its principal office as  
indicated in the Articles of Incorporation, in Crestview, Okaloosa County, Florida, has  
named David Holcomb, 128 John King Road, Suite 18, Crestview, Florida 32539, as its  
agent to accept service of process within this State.

**Acknowledgment and Acceptance**

Having been named to accept service of process for the above stated corporation  
(or Association) at the place designated in this Certificate, I hereby accept such  
designation and agree to comply with the provisions of said Act relative to keeping open  
said office.

  
David Holcomb

This Instrument Prepared By:  
Phillip A. Pugh  
Emmanuel Sheppard & Condon  
30 South Spring Street  
Pensacola, FL 32502  
(850) 433-581  
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## EXHIBIT "A"

## LEGAL DESCRIPTION:

Commence at the southwest corner of Section 33, Township 2 North, Range 28 West, Santa Rosa County, Florida; thence North 00 degrees 14'12" East along the west line of said Section 33 for a distance of 1347.14 feet to a 4" x 4" concrete monument #4655 for the point of beginning.

Thence continue North 00 degrees 14'12" East along said west line for a distance of 125.40 feet to a point on a circular curve concave to the southeast, having a radius of 35.00 feet and delta angle of 57 degrees 58'50"; thence Southwesterly along the arc of said curve for an arc distance of 53.56 feet (chord distance of 33.88 feet and chord bearing of South 25 degrees 40'06" West) to the point of reverse curvature of a circular curve concave to the northwest, having a radius of 30.00 feet and delta angle of 49 degrees 40'47"; thence Southwesterly along the arc of said curve for an arc distance of 41.35 feet (chord distance of 42.01 feet and chord bearing of South 21 degrees 33'44" West) to the point of tangency; thence South 46 degrees 24'08" West for a distance of 156.66 feet to the point of curvature of a circular curve concave to the southeast, having a radius of 35.00 feet and delta angle of 73 degrees 52'57"; thence Southwesterly along the arc of said curve for an arc distance of 45.13 feet (chord distance of 42.07 feet and chord bearing of South 09 degrees 27'39" West) to a point on a circular curve concave to the southwest, having a radius of 1303.56 feet and delta angle of 04 degrees 45'55" (said point being tangent to curve), also being the east right of way line of Northrop Road (R/W varies); thence Northwesternly along said east right of way line and curve for an arc distance of 108.42 feet (chord distance of 108.39 feet and chord bearing of North 17 degrees 51'47" West); thence North 46 degrees 24'08" East for a distance of 282.71 feet to the west line of said Section 33; thence North 00 degrees 14'12" East along said west line for a distance of 677.62 feet to the centerline of a 150' Gulf Power Company Easement; thence North 66 degrees 43'32" East along said centerline for a distance of 1130.87 feet to the monumented north line of the Northwest Quarter of the Southwest Quarter of said Section 33; thence South 88 degrees 36'30" East along said north line for a distance of 276.85 feet to the west line of the Replat of Second Addition to Star Hill Estates according to Plat Book C at page 20 of the public records of said County; thence South 00 degrees 17'30" West along said west line and its southerly extension (also being the west line of Second Addition to Star Hill Estates according to Plat Book B at page 125 and First Addition to Star Hill Estates according to Plat Book B at page 115 of the public records of said County) for a distance of 1149.71 feet to the westerly extension of the north right of way line of Vega Drive (60' R/W); thence South 89 degrees 42'30" East along said westerly extension for a distance of 10.00 feet to the west right of way line of said Vega Drive; thence South 00 degrees 17'30" West along said west right of way line for a distance of 60.00 feet to the south right of way line of said Vega Drive; thence North 89 degrees 42'30" West along the westerly extension of said south right of way line for a distance of 10.00 feet to the west line of said First Addition to Star Hill Estates; thence South 00 degrees 17'30" West along said west line for a distance of 114.47 feet to a 4" x 4" concrete monument #4655; thence North 89 degrees 38'30" West for a distance of 1312.51 feet to the point of beginning.

All lying and being in Sections 32 and 33, Township 2 North, Range 28 West, Santa Rosa County, Florida. Containing 35.12 acres, more or less.

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