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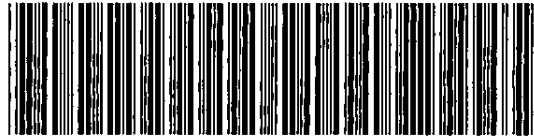
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TALLAHASSEE, FLORIDA

12/10/07

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December 6, 2007

**VIA REGULAR U.S. MAIL**

Division of Corporations  
ATTN: Registration Department  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: GRAND RIDGE HOMEOWNERS' ASSOCIATION, INC.**  
**Our File No.: 001983**

To Whom It May Concern:

Please find the enclosed Articles of Incorporation for the above-referenced entity. Also, please find our check in the amount of \$87.50 for the filing fee and Certificate of Status, as well as a self-addressed/stamped envelope for the return of the Certificate of Status.

If there are any questions or concerns please do not hesitate to contact our office.

Sincerely,



Kiley A. Bolster, Paralegal to  
Kerry Anne Schultz, Esquire

/kab  
Enclosure

ARTICLES OF INCORPORATION  
OF  
**GRAND RIDGE HOMEOWNERS' ASSOCIATION, INC.**  
(A Corporation Not for Profit)

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TALLAHASSEE, FLORIDA

ARTICLE I  
Name

The name of the Corporation shall be GRAND RIDGE HOMEOWNERS' ASSOCIATION, INC. (hereinafter called "Association").

ARTICLE II  
Purposes

The Association does not contemplate pecuniary gain or profit to its members and is deemed a corporation not for profit. The Association will make no distributions of income to its members or Directors, unless it is dissolved pursuant to Florida law.

A certain declaration of covenants, conditions and restrictions, entitled Declaration of Covenants, Conditions, Restrictions and Easements For the Residential Lots and Common Areas Within Grand Ridge (hereinafter called "Declaration"), has been imposed by Grand Ridge Homeowners' Association, Inc., hereinafter referred to as "Declarant" upon certain platted residential Lots located in Santa Rosa County, Florida, and recorded in the Public Records of Santa Rosa County in Plat Book 9 at Page 6 and the terms defined therein are incorporated herein by reference and made a part hereof. Said Declarations, among other things, establishes and designates that said platted residential Lots shall be known as "Grand Ridge" (hereinafter called "Grand Ridge"). This Association is organized for the general purpose of functioning as the platted residential Lot owners association within Grand Ridge and serving as the instrumentality of the platted residential Lot owners within Grand Ridge for the purpose of controlling and regulating the activities within the subdivision and for the maintenance of Grand Ridge. The specific purposes for which this Association is formed include, but are not limited to, the following:

A. To provide for the promotion, construction, regulation, maintenance and preservation of the Lots and Common Areas within Grand Ridge.

B. To provide for the regulation, maintenance and control of the parking areas, signage, landscaping and other Association owned and/or maintained facilities and properties within Grand Ridge.

C. To acquire, hold, convey, and otherwise deal with real and/or personal property in its capacity as a property owners association.

D. To exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws, these Articles of Incorporation, and the Covenants for Grand Ridge.

E. To otherwise engage in any lawful activities for the benefit, use, convenience, and enjoyment of its members as it may deem proper.

### ARTICLE III Principal Place of Business

The principal place of business of the Association shall be at 1273 Grand Ridge Circle, Gulf Breeze, Florida 32563 or at such other place within the state as the Board of Directors shall by appropriate action hereafter from time to time determine.

### ARTICLE IV Powers

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all the powers of a corporation, not for profit, provided by law and not in conflict with the terms of these Articles of Incorporation, the By-Laws of the Association and, in addition, all powers set forth in the Covenants for Grand Ridge. It shall further have all of the powers and duties reasonably necessary to operate pursuant to its purposes, as they may be amended from time to time, including, but not limited to, the following:

1. To fix, levy, collect, and enforce assessments (whether they be annual or special), to defray the costs, expenses and losses of its operation and to ensure compliance with its rules and regulations.

2. To acquire liens against all Lots for assessments.

3. To subordinate, in its sole discretion, any liens acquired by the Association.

4. To use the proceeds of assessments in the exercise of its powers and duties.

5. To acquire personal and real property (by purchase or otherwise), and to hold, maintain, repair, operate, lease, sell or otherwise dispose of any properties it may acquire.

6. To construct and maintain improvements on its property and to reconstruct improvements after casualty.

7. To borrow money and to mortgage, pledge, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

8. To purchase insurance for its properties and insurance for the protection of the Association, its Officers, Directors, and its members.

9. To make and amend reasonable rules and regulations, and to grant exceptions thereto, respecting the construction of improvements, and maintenance and use of the properties of its members.

10. To enforce any regulations, restrictions or limitations imposed by deed, plat, site plan, the Covenants for Grand Ridge, or otherwise on the Lots and Common Areas within Grand Ridge and impose provided for sanctions for any violations thereof.

11. To enforce by legal means the provisions of these Articles, the By-Laws of the Association, the Covenants for Grand Ridge, and all rules and regulations for the construction, maintenance, and use of the properties of the members.

12. To manage, operate and maintain any of its Association properties, and to maintain privately owned properties as provided in the Declaration, to contract for the management, operation and maintenance of any such properties and to thereby delegate powers and duties of the Association.

13. To employ personnel to perform the services required to carry out the purposes of this Association.

14. To participate in mergers or consolidations with other non-profit corporations organized for similar purposes, to annex additional properties to the properties subject to the jurisdiction of this Association, including specifically the additional land described in Article VIII of Section 4 of the Grand Ridge Covenants.

B. All funds, except such portions thereof as are expended for the expense of the Association, shall be held in trust for the members' respective interests in accordance with the provisions of these Articles of Incorporation, the By-Laws of the Association and the Covenants.

## ARTICLE V

### Members

A. Members of the Association shall be record Owner(s) of title of any Lot in Grand Ridge.

B. The buyer(s) under a contract to purchase a Lot from the Declarant shall also be members of the Association.

C. Change of membership shall be established by recording in the Public Records of Santa Rosa County, Florida, a deed of other instrument establishing record fee title to a Lot or by assignment of the contract to purchase the Lot and by the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument or certificate thus becomes a member of the Association and the membership of the prior owner shall be terminated. In the event that a certified copy of said instrument or such certificate is not delivered to the Association, said Owner shall become a member, but shall not be entitled to voting privileges. The foregoing shall not however, limit this Association's powers or privileges.

D. The interest of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to the real property.

E. Membership shall be compulsory and shall continue until such time as the member transfers or conveys of record his interest upon which his membership is based or until said interest is transferred or conveyed by operation of law, at which time the membership shall automatically be conferred upon the transferee. Membership shall be appurtenant to, run with, and shall not be separated from the interests upon which membership is based.

F. If ownership of a Lot is vested in more than one person, then all of the persons so owning the interest shall be members. However, the number of votes cast by such members shall be determined by the provisions of Article VI below.

F. Notwithstanding the provisions hereof, no person or entity who holds an interest upon which membership is based only as security for performance of an obligation shall become a member of the Association.

#### ARTICLE VI

##### Voting

The Association shall have one (1) class of voting membership:

Class A shall be the Owners (with the exception of the Declarant) of all Lots (including any subsequently annexed Lots), who shall be entitled to one vote for each Lot owned. When more than one person holds an interest in a Lot, all such persons shall be members. The vote for such Lot shall be exercised as determined by the Owners thereof, but in no event shall more than one vote be cast with respect to any Lot.

#### ARTICLE VII

##### Directors

A. The affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws of the Association, but said board shall consist of not less than three (3) Directors.

B. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws of the Association.

C. The powers and duties of the Directors shall be designated in the By-Laws of the Association.

D. Directors named in the Articles shall serve until the first election of Directors by the members, and any vacancies in their number occurring before the first election shall be held.

Prior to the first election of the Board of Directors by the members, Directors need not be members of the Association. Subsequent thereto, however, Directors must be members of the Association.

#### ARTICLE VIII Officers

The affairs of the Association shall be administered by a President, Vice President, Secretary and a Treasurer. The duties and authority of said officers shall be designated in the By-Laws of the Association. Said officers shall be elected by the Board of Directors at its first meeting following the first annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

#### ARTICLE IX Removal of Directors or Officers

Any Director or Officer may be removed with or without cause and for any reason prior to the expiration of his term in the following manner:

A. Any Director or Officer may be removed with or without cause and for any reasons, upon a petition in writing of ten percent (10%) of the members of the Association and approved, at a meeting of the members called at least in part for that purpose by a two-thirds (2/3) vote of the members voting at such a meeting. The petition shall set forth a time and place for the meeting, and notice shall be given to all members at least ten (10) days prior to such meeting in the manner provided in the By-Laws for giving notice of special meetings. At any such meeting the Director or Officer shall be given the opportunity to be heard; or

B. Any Officer may be removed with or without cause, and for any reason by a majority vote of the Board of Directors at any meeting called at least in part for that purpose; or

C. During the period of time which the Declarant has or retains the right of appointment of members of the Board of Directors, any members of the Board of Directors may be removed with or without cause by the Declarant at its discretion.

#### ARTICLE X Indemnification

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees and costs reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party in which he may become involved by reason of his being or having been a Director or Officer, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association.

ARTICLE XI  
By-Laws

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors prior to the first meeting of the members. Subsequent to the first meeting of the members, the By-Laws may be altered, amended or added to at any duly called meeting of the members, provided:

- (1) Notice of the meeting shall contain a statement of the proposed amendment.
- (2) The amendment shall be altered by the majority vote of the members voting at such meeting.

Notwithstanding the foregoing, during the period of time which the Declarant has or retains the right of appointment of members of the Board of Directors, the Declarant may unilaterally at any time alter, amend or restate the By-Laws.

ARTICLE XI  
Amendments

Amendments to these Articles of Incorporation may be proposed and adopted in the following manner:

A. A resolution for the adoption of a proposed amendment may be either by fifty percent \_ (50%) of the Board of Directors or by ten percent (10%) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering a resolution *for* adoption of a proposed amendment may cast their votes for such proposal in writing, provided such votes are delivered to the Secretary of the Association at or prior to the meeting.

B. Notice of the subject matter of proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

C. Proposed amendments may be passed at the meeting at which they are to be considered as follows:

1. By approval of not less than fifty-one percent (51%) of the Board of Directors and by not less than fifty-one (51%) of the votes of the members voting at the meeting; or
2. By approval of not less than two-thirds (2/3) of the votes of the members voting at the meeting; or
3. Prior to the first election of Directors by the members, by approval of not less



than fifty-one (51%) of the Directors without approval of the members.

D. However, no amendment shall make any changes in the qualifications for membership nor the voting rights of members without unanimous written consent or the vote of all members, except in the case of an amendment passed during the period of time which the Declarant has or retains the right of appointment of members of the Board of Directors.

E. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded in the Public Records of Santa Rosa County, Florida.

ARTICLE XIII  
Prohibition Against Issuance of Stock  
and Distribution of Income

This Association shall never have nor issue any share of stock, nor shall this Association distribute any part of the income of this Association, if any, to its members, Directors or Officers. Nothing herein, however, shall be construed to prohibit the payment by the Association of compensation in a reasonable amount to the members, Directors or Officers for services rendered, nor shall anything herein be construed to prohibit the Association from making any payments or distributions to members of benefits, monies or properties permitted by statute.

ARTICLE XIV  
Contractual Powers

In the absence of fraud, no contract or other transaction between this Association and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of this Association is pecuniarily or otherwise interested in, or is a director, officer or member of any such other firm, association, corporation or partnership, or is partly or is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Association for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XV  
Term

The term of this Association shall be perpetual.

ARTICLE XVI  
Subscribers

The name and address of the subscriber of these Articles of Incorporation are as follows:

Kerry Anne Schultz, Esquire  
2721 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561

IN WITNESS WHEREOF, the undersigned hereby acknowledges and executes these Articles of Incorporation on behalf of and as an authorized representative of the members and of the Corporation.



KERRY ANNE SCHULTZ, Organizer

STATE OF FLORIDA  
COUNTY OF SANTA ROSA


Sworn to and subscribed before me this 6<sup>th</sup> day of December, 2007, by KERRY ANNE SCHULTZ, who ☒ is personally known to me or who ( ) has produced \_\_\_\_\_, as identification and who did not take an oath.



NOTARY PUBLIC

Commission No. \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

NOTARY PUBLIC STATE OF FLORIDA  
 **Kiley A. Bolster**  
Commission # DD456031  
Expires: JULY 31, 2009  
Bonded Thru Atlantic Bonding Co., Inc.

**ACCEPTANCE OF DESIGNATION AS  
RESIDENT AGENT**


Kerry Anne Schultz, Esquire, the designated resident agent of GRAND RIDGE HOMEOWNERS' ASSOCIATION, INC., do hereby certify that her address is 2721 Gulf Breeze Parkway, Gulf Breeze, Florida 32563, do hereby accept the designation and appointment as resident agent of GRAND RIDGE HOMEOWNERS' ASSOCIATION, INC., a Florida Not for Profit Corporation, and am familiar with and accept the duties and obligations of registered agent.


DATED this 16<sup>th</sup> day of December, 2007.

  
\_\_\_\_\_  
KERRY ANNE SCHULTZ, ESQUIRE

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

Sworn to and subscribed before me this 16<sup>th</sup> day of December, 2007, by KERRY ANNE SCHULTZ, who (☒) is personally known to me or who ( ) has produced \_\_\_\_\_, as identification and who did not take an oath.

NOTARY PUBLIC-STATE OF FLORIDA  
 Kiley A. Bolster  
Commission # DD456031  
Expires: JULY 31, 2009  
Bonded Thru Atlantic Bonding Co., Inc.

  
\_\_\_\_\_  
NOTARY PUBLIC

Commission No.

My Commission Expires: \_\_\_\_\_

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