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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EP 10/27/08

COVER LETTER

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

SUBJECT: Stone Creek Owners Association, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: W. Wade Wallace, P.A.
Name (Printed or typed)

10221 West Emerald Coast Parkway, Suite 26
Address

Miramar Beach, Florida 32550
City, State & Zip

(850)837--155
Daytime Telephone number

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

**Articles of Incorporation of
Stone Creek Owners Association, Inc.
A Nonprofit Corporation**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

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Article I. Name and Location

The name of the corporation is STONE CREEK OWNERS ASSOCIATION, INC. ("Association").

Article II. Defined Terms

Terms defined in Article I of the Declaration of Covenants, Conditions, and Restrictions of Stone Creek Subdivision, recorded in the Official Records of Walton County, Florida, have the same meanings in these Articles as in the Declaration.

Article III. Principal Office

The principal street and mailing address for the Association is 888 North 393, Santa Rosa Beach, Florida 32459.

Article IV. Registered Agent

The initial Registered Agent of the Association and his address are:

W. Wade Wallace
10221 West Emerald Coast Parkway
Suite 26
Miramar Beach, Florida 32550

Article V. Purposes

The Association does not contemplate pecuniary gain or profit to its members. The Association's specific purposes are to provide for the maintenance and preservation of that certain tract of property described in the Declaration of Covenants, Conditions, and Restrictions of Stone Creek Subdivision, recorded in the Public Records of Walton County, Florida ("Declaration") for the mutual advantage and benefit of the members of the Association, who will be Owners of Lots within the Subdivision. In order to promote the health, safety, and welfare of the Owners within the Subdivision and any additions thereto as may hereafter be brought within the jurisdiction of the Association, the Association shall have and exercise the following authority and powers:

(a) To exercise all powers and privileges and to perform all duties and obligations of the Association as set forth in the Declaration, which is hereby incorporated by reference.

(b) To fix, levy, collect, and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration and pay all expenses in connection therewith and other expenses incident to the conduct of the business of the Association, including any licenses, taxes, or governmental charges levied or imposed against the Association or its property.

(c) To acquire, by gift, purchase, or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for the public use, or otherwise dispose of real or personal property in connection with the affairs of the Association.

(d) To borrow money and, as may be provided in the Declaration, to mortgage, pledge, or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.

(e) To dedicate, sell, or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication or transfer will be effective unless an instrument has been signed by 75% of the voting interests, agreeing to such dedication, sale, or transfer and recorded in the Public Records of Okaloosa County, Florida.

(f) To participate in mergers and consolidations with other nonprofit corporations organized for similar purposes or annex additional property and Common Areas, provided that any such merger or consolidation has the approvals required by the Declaration.

(g) To act as purchasing agent for goods and services for the Association and for the benefit of the members of the Association only.

(h) To have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

Article VI. Membership

Every person or entity who is a record Owner of a Lot within the Subdivision is 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 is appurtenant to and may not be separated from ownership of any unit.

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Article VII. Voting Rights

The Association will initially have two classes of voting membership, as described in the Declaration.

Article VIII. Board of Directors

The affairs of the Association will be managed and governed by a Board of Directors who, initially, need not be members of the Association. The number of Directors of the Association will not be less than three or more than five. 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>
Harold Gene Shaver, Jr.	888 N. 393, Santa Rosa Beach, Florida 32459
Melanie Clair Shaver	888 N. 393, Santa Rosa Beach, Florida 32459
Justin Shaver	888 N. 393, Santa Rosa Beach, Florida 32459

Directors will serve for a term of one year, and will hold office until qualified successors are duly elected at the next annual meeting of the members and have taken office. Directors may be re-elected for successive terms.

Article IX. Term of Existence

This corporation will 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 the corporate existence begins is the date on which these Articles are filed with the Secretary of State of the State of Florida.

Article X. Officers

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

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<u>Office</u>	<u>Name and Address</u>
PRESIDENT	Harold Gene Shaver, Jr. 888 North 393, Santa Rosa Beach, Florida 32459
VICE PRESIDENT	Melanie Claire Shaver 888 North 393, Santa Rosa Beach, Florida 32459
SECRETARY/ TREASURER	Garret Shaver 888 North 393, Santa Rosa Beach, Florida 32459

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Article XI. Bylaws

The Bylaws of this Association will be adopted by the Board of Directors. The Bylaws may be altered, amended, modified, or repealed by a majority of the voting interests at any duly called meeting of the members of the Association in a manner provided for in the Bylaws.

Article XII. Amendments

The Association reserves the right to amend or repeal any of the provisions contained in these Articles or any amendments hereto with the assent of 75% of the entire voting interests. No amendment may conflict with the Declaration.

Article XIII. Supremacy

These Articles and the Bylaws are subject to the Declaration and, in the event of a conflict, the Declaration will govern. In the event of a conflict between the Articles and Bylaws, the Articles will govern.

Article XIV. Indemnification

This Association will indemnify and hold harmless any and all of its present or former directors, officers, employees, or agents, to the full extent permitted by law. Said indemnification will 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 appeal thereof, to which any such persons or his or her legal representatives may be made a party or may be threatened to be made a party by reason of his or her being or having been a director, officer, employee, or agent as herein provided. This right of indemnification will not affect any other rights to which any director, officer, employee, or agent may be entitled to as a matter of law or which he or she may be lawfully granted.

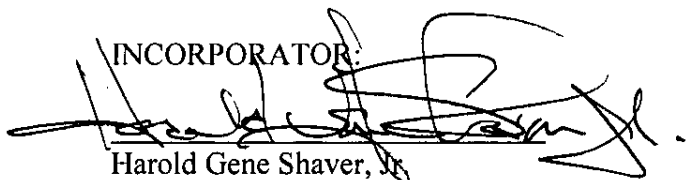
Article XV. Incorporation

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

Harold Gene Shaver, Jr.
888 N. 393
Santa Rosa Beach, Florida 32459

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Florida, the undersigned, being the incorporator of this Association, has executed these Articles of Incorporation this 15th day of October, 2008.

INCORPORATOR:


Harold Gene Shaver, Jr.
Address: 888 North 393
Santa Rosa Beach, Florida 3249

STATE OF FLORIDA
COUNTY OF WALTON

The forgoing instrument was acknowledged before me this 15th day of October, 2008, by Harold Gene Shaver, Jr., (☒) who is personally known to me/ (☐) who produced the following as identification: _____.

WITNESS my hand and seal this 15th day of October, 2008.

Affix Seal:




Type Name: Emily Cass Long
NOTARY PUBLIC
My Commission Expires:

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

W Wade Wallace
By: W. Wade Wallace
Registered Agent

10/15/08
Date

Harold Gene Shaver, Jr.
By Harold Gene Shaver, Jr.
Incorporator

10-15-08
Date

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