

11-03-08

COVER LETTER

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

SUBJECT: Arbor Lake Master Association, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Richard S. Johnson, P.A.
Name (Printed or typed)

126 Eglin Parkway, N.E.
Address

Ft. Walton Beach, FL 32548
City, State & Zip

850-664-2705 ext. 3
Daytime Telephone number

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

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

Arbor Lake Master Association, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

1550 North Pearl Street
Crestview, FL 32536

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Please refer to Article 3 of attached Articles of Incorporation.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Please refer to Article 9 of the attached Articles of Incorporation

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

David Harris, President and Treasurer
P.O. Box 1022
Ridgeland, MS 39158
Richard Johnson, Vice-president and Secretary
126 Eglin Parkway, N.E.
Fort Walton Beach, FL 32548

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Richard S. Johnson, Esq.
126 Eglin Parkway, N.E.
Fort Walton Beach, FL 32548

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Arbor Lake, LLC
1550 North Pearl Street, Crestview, FL 32536

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.

Signature/Registered Agent

Date

Signature/Incorporator

Date

* original signatures are on attached articles.

**ARTICLES OF INCORPORATION
FOR
ARBOR LAKE MASTER ASSOCIATION, INC.**

The undersigned, desiring to form a not-for-profit corporation pursuant to Chapter 617, Florida Statutes executes and adopts the following Articles of Incorporation ("Articles"):

**ARTICLE 1
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the corporation shall be ARBOR LAKE MASTER ASSOCIATION, INC. (hereinafter referred to as the "Master Association"). The principal office and mailing address of the Association shall be initially: 1550 North Pearl Street, Crestview, Florida 32536 or at such other places as may be designated, from time to time, by the Board of Directors.

**ARTICLE 2
NOT-FOR-PROFIT CORPORATION**

The Master Association is a not-for-profit corporation.

**ARTICLE 3
PURPOSE**

The purpose for which the Master Association is organized is to further the interests of the Members, including without limitation, maintenance of property owned by, dedicated to or agreed to be maintained by the Master Association pursuant to or in accordance with the Declaration of Covenants, Conditions, Restrictions and Easements for Arbor Lake Community (the "Declaration"), and the protection of the Units; to exercise all the powers and privileges and to perform all of the duties and obligations of the Master Association as defined and set forth in the Declaration to be recorded in the public records of Okaloosa County, Florida, including the establishment and enforcement of payment of Assessments and fines contained therein to maintain common property and to engage in such other lawful activities as may be to the mutual

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

benefit of the Owners and their Units. All terms used herein, which are defined in the Declaration, shall have the same meaning.

ARTICLE 4 INCORPORATOR

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

ARBOR LAKE, LLC
1550 North Pearl Street
Crestview, FL 32536

ARTICLE 5 DURATION

The period of duration of the Association is perpetual. Existence of the Master Association shall commence with the filing of these Articles with the Secretary of State.

ARTICLE 6 POWERS OF THE MASTER ASSOCIATION

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

6.1 Common Law and Statutory Powers. The Master Association shall have all of the common law and statutory powers granted to it under Florida law, as it may be amended or supplemented from time to time, which are not in conflict with the terms of these Articles, the By-Laws and/or the Declaration.

6.2 Necessary Powers. The Master Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purposes.

6.3 Funds and Title to Properties. All funds and title to all properties acquired by the Master Association and the proceeds thereof shall be held in the name of the Master Association for the benefit of the Members in accordance with the provisions of

the Declaration. No part of the income, if any, of the Master Association shall be distributed to the owners, members, directors, or officers of the Master Association. Nothing herein shall prohibit the Master Association from reimbursing its directors, officers and committee members for all reasonable expenses incurred by performing service for the Master Association.

ARTICLE 7 QUALIFICATIONS OF MEMBERSHIP

The qualifications for membership and manner of admission shall be as provided by the Bylaws of the Master Association.

ARTICLE 8 VOTING RIGHTS

The right to vote on matters of the Master Association shall be exercised by the Members as provided in the Declaration and Bylaws.

ARTICLE 9 BOARD OF DIRECTORS

9.1 The affairs of the Master Association will be managed by a board consisting of the number of directors as shall be determined by the Bylaws, but not less than three directors and in the absence of such determination shall consist of three directors.

9.2 The Board of Directors shall be the persons who will manage the corporate affairs of the Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Association and will have the authority to control the affairs of the Association, as are more fully set forth in the Declaration and the Bylaws of the Association.

9.3 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and

vacancies of the Board of Directors shall be filled in the manner provided in the Bylaws.

9.4 The number of directors constituting the initial Board of Directors of the Association is three (3) and the names and addresses of the persons who will serve as the initial Board of Directors of the Association are:

Initial Board of Directors

Richard S. Johnson
126 Eglin Parkway
Fort Walton Beach, FL 32548

Chris Bond
1776 Lelia Drive
Jackson, MS 39216

David Harris
P.O. Box 1022
Ridgeland, MS 39158

**ARTICLE 10
OFFICERS**

The affairs of the Master Association shall be administered by the officers elected by the Board of directors at its first meeting following the annual meeting of the members of the Association, which officers shall serve at the pleasure of the board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

David Harris
President and Treasurer
P.O. Box 1022
Ridgeland, MS 39158

Richard Johnson
Vice-president and Secretary
126 Eglin Parkway, N.E.
Fort Walton Beach, FL 32548

**ARTICLE 11
BYLAWS**

The Bylaws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration.

**ARTICLE 12
CONSTRUCTION**

These Articles of Incorporation and the Bylaws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the

Declaration, these Articles of Incorporation or the Bylaws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the Bylaws.

ARTICLE 13 AMENDMENTS

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

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

(B) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the secretary or assistant secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than two-thirds (2/3) of the vote of the entire membership of the Association;

(C) Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages of Arbor Lake Community.

(D) Provided, further, that no amendment shall abridge, limit or alter the rights reserved by or granted to its developer, Arbor Lake, LLC, a Florida limited liability company, its successors or assigns, or any successor developer, by these Articles or Bylaws without the prior written consent of the developer, Arbor Lake, LLC, its successors or assigns, or a successor developer.

(E) A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Okaloosa County, Florida.

**ARTICLE 14
INDEMNIFICATION**

The Master Association shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by applicable Florida Statutes, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of Members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, director or committee member of the Master Association may be entitled.

**ARTICLE 16
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the initial registered agent shall be Richard S. Johnson and the street address of the registered office of the Master Association shall be: 126 Eglin Parkway, N.E. Fort Walton Beach, FL 32548.

(Signature pages follow)

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of October, 2008.

ARBOR LAKE LLC, a Florida Limited Liability Company

By: David Harris Properties, LLC, managing member

By:

(David Harris)

Its: Managing Member

**STATE OF MISSISSIPPI
COUNTY OF MADISON**

I CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments, personally appeared David E. Harris, managing member of David Harris Properties, LLC, a Mississippi Limited Liability Company, a managing member of Arbor Lake, LLC, a Florida Limited Liability Company,

[☒] who is personally known to me (or)

[☐] who provided _____ as identification.

He/ she acknowledged to me to be the person described herein and who acknowledged that he/she executed the foregoing instrument for the purposes expressed therein.

WITNESS my hand and official seal in the county and State listed above this 15th day of October, 2008.

[Notarial Seal]

Janet M. Moss
Signature, Notary Public

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 3, 2010
BONDED THRU STEGALL NOTARY SERVICE

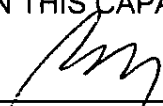
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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

First, that ARBOR LAKE MASTER ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in Article 1, at 126 Eglin Parkway, N.E., Fort Walton Beach, FL 32548; named Richard S. Johnson, Esquire, as its agent to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED 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.



Richard S. Johnson, Esquire, Registered Agent

DATE: Oct 29, 2008

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