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**FLORIDA PROFIT/NON PROFIT CORPORATION**

Coastal Creek Marina Association, Inc.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
COASTAL CREEK MARINA ASSOCIATION, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned incorporator has executed these Articles for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes.

**ARTICLE I**

**Name and Office**

The name of the corporation shall be Coastal Creek Marina Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Marina Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Marina Association as the "By-Laws". The initial principal office and mailing address of the Marina Association is 3434 Blanding Boulevard, Jacksonville, Florida 32210.

**ARTICLE II**

**Purpose**

(a) The purpose for which the Marina Association is organized is to provide an entity for the operation of Coastal Creek Marina (the "Marina"); which is established by that Declaration of Covenants and Restrictions for Coastal Creek Marina (the "Declaration") when recorded or thereafter amended, in the Public Records of Duval County, Florida (the "County"). All words defined in the Declaration shall have the same meaning when used herein.

(b) Except as provided in the Declaration regarding dissolution of the Marina Association, the Marina Association shall make no distributions of income to its Members, directors or officers.

**ARTICLE III**

**Powers**

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

(a) The Marina Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, or the Declaration.

(b) The Marina Association shall have all of the rights, privileges, powers and duties set forth in Chapter 617, Florida Statutes, the Florida Not-For-Profit Corporation Act (the "Act"),

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except as limited by these Articles, the Declaration and the By-Laws to the extent allowed by the law, and all of the powers (expressed or implied) and duties reasonably necessary to operate the Marina pursuant to the Declaration as it may be amended from time to time, including, but not limited to, the following:

1. To make and collect Assessments against Members.
2. To use the proceeds of Assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the Marina Property and other property acquired or leased by the Marina Association, which shall include the irrevocable right of access to each Boat Slip from time to time during reasonable hours as may be necessary for such maintenance, repair or replacement of any Common Areas accessible therefrom, or for making emergency repairs therein necessary to prevent damage to the Common Areas or to Permitted Vessels or other property within the Marina.
4. To purchase insurance upon the Marina Property and insurance for the protection of the Marina Association and its officers, directors and Members.
5. To reconstruct improvements after casualty and to make further improvements to the Marina Property.
6. To make and amend reasonable Regulations respecting the use of the Marina Property.
7. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Regulations adopted by the Marina Association.
8. To impose fines on Members, or Unit Owners or their tenants for violations of the Declaration, these Articles, the By-Laws or the Regulations adopted by the Marina Association.
9. To contract for the maintenance, management or operation of the Marina Property, and to authorize and delegate to a management agent (which may be an affiliate of the Declarant) the performance of some of the powers and duties of the Marina Association.
10. To employ personnel for reasonable compensation to perform the services required for the administration of the Marina Association and the operation of the Marina Property.
11. To pay taxes and assessments against any part of the Marina Property other than individual Units, unless the individual Unit or Units are owned by the Marina Association, and to assess the same against the Members.

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12. To pay the cost of all power, water, sewer, trash, garbage and other utility services rendered to the Marina Property and not billed to Members.
13. To borrow funds necessary for the operation of the Marina Association or desirable to meet its long term objectives, as set forth in the By-Laws.
14. To enter into agreements, to acquire leaseholds, memberships and other possessory or use interests in lands or facilities which are intended to provide enjoyment, recreation or other use or benefits to the Members of the Marina Association.
15. To purchase a Unit or Units in the Marina and to hold, lease, mortgage and convey the same.

(c) All funds and the title to all property acquired by the Marina Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

(d) The powers of the Marina Association shall be subject to and shall be exercised in accordance with the provisions hereof and the Declaration and By-Laws.

#### ARTICLE IV

##### Members and Voting Rights

(a) There are three (3) classes of memberships in the Marina Association. The Class A Members of the Marina Association shall consist of all of the record owners of Units in the Marina, other than Declarant. The Declarant is the Class B member. Those persons acquiring a Social membership in the Marina Association are the Class C Members. An Owner of more than one Unit is entitled to one membership for each Unit owned. Class A and Class B Memberships are an appurtenance to, and may not be separated from, ownership of a Unit.

(b) A Class A membership shall be transferred with the transfer of ownership of a Unit. Change of Class A membership in the Marina Association shall be established by recording in the Official Public Records of the County, a Certificate of Membership establishing ownership of a Unit as described in the Declaration and the delivery to the Marina Association of a copy of such instrument. The owner designated by such instrument thus becomes a Member of the Marina Association and the membership of the prior owner is terminated. Class C memberships are not transferrable.

(c) The share of a Member in the funds and assets of the Marina Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Unit.

(d) This Association has two classes of voting membership:

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(i) CLASS A. So long as there is Class B membership, Class A Members all Unit Owners, except Declarant. Class A Members are entitled to one vote for each Unit owned. Upon termination of Class B membership, Class A Members will be all Owners, including Declarant so long as Declarant owns any Units.

(ii) CLASS B. The Class B Member is Declarant, who is entitled to nine (9) votes for each Unit owned. The Class B membership will cease and convert automatically to Class A membership on the first to occur of the following events: (i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or (ii) seven (7) years from the recording date of the Declaration; (iii) the date set forth in a written notice to the Association from Declarant electing to terminate the Class B membership. Upon the conversion of Class B membership, all provisions of the Declaration, these Articles, and the By-Laws referring to the Class B membership will be of no further force and effect.

(iii) CLASS C. Class C members are not entitled to vote.

(iv) The manner of exercising voting rights shall be determined by the By-Laws of the Marina Association.

(e) Co-Ownership. If more than one person owns a record fee simple interest in any Unit, all such persons are Members, although there is only one vote for such Unit and no fractional votes are permitted. The vote may be exercised as the Unit Owners determine among themselves, but no split vote is permitted. Before any meeting at which a vote is to be taken, each co-owner must file the name of the authorized voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority, with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, if title to any Unit is held by husband and wife, either co-owner is entitled to cast the vote for such Unit unless the Association is notified otherwise in writing.

## ARTICLE V

### Directors

(a) The affairs of the Marina Association shall be managed by a Board of Directors consisting of not less than three (3) but not more than nine (9) Directors; provided however, the Board shall consist of an odd number of Directors. Each Director shall be a person entitled to cast a vote in the Marina Association, except as otherwise provided herein or in the By-Laws.

(b) Members of the Board of Directors shall be elected at the annual meeting of the Members in the manner specified in the By-Laws. Directors may be removed or vacancies on the Board of Directors shall be filled in the manner provided by the By Laws.

(c) The initial Board of Directors of the Marina Association shall be selected by the Declarant. The Directors named in the Articles shall serve until the first election of Directors, and any vacancies in their number occurring prior to the first election shall be filled by the remaining Directors. The first election of Directors shall occur when Unit Owners other than the Declarant

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own thirty percent (30%) or more of the Units that will be operated ultimately by the Marina Association. At such first election, Class A Members shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors. Subsequent elections shall be held as set forth in the By Laws of the Association.

(d) All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by the Unit Owners when such approval is specifically required by the Act, the Declaration, these Articles or the By-Laws.

(e) The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until they resign or are removed by the Declarant, are as follows:

David Ray  
P.O. Box 40606  
Jacksonville, Florida 32203

Carrie Chupp  
P.O. Box 40606  
Jacksonville, Florida 32203

Sherri Cox  
P.O. Box 40606  
Jacksonville, Florida 32203

#### ARTICLE VI

##### Officers

The affairs of the Marina Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Marina Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: David Ray  
P.O. Box 40606  
Jacksonville, Florida 32203

Vice President: Carrie Chupp  
P.O. Box 40606  
Jacksonville, Florida 32203

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Secretary/Treasurer: Sherri Cox  
P.O. Box 40606  
Jacksonville, Florida 32203

## **ARTICLE VII**

### **Indemnification and Insurance**

(a) Every director, officer and employee of the Marina Association shall be indemnified by the Marina Association against all judgments, fines, amount paid in settlement expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any threatened or pending action, suit or proceeding (civil, criminal, administrative or investigative) or any settlement of any action, suit or proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director, officer or employee of the Marina Association, whether or not he is a director, officer or employee 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 and with respect to any criminal actions or proceeding that he had reasonable cause to believe his conduct was unlawful; provided, that in the event of settlement, the indemnification shall apply only when the Board of Directors approves such settlement as being in the best interests of the Marina Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officers may be entitled.

(b) Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Marina Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized by this Article.

(c) The Board of Directors shall purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities set forth above, unless the Board determines that such insurance is not reasonably available. The premiums for such insurance shall be a Common Expense.

(d) Anything to the contrary herein notwithstanding the provisions of this Article VII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

## **ARTICLE VIII**

### **By-Laws**

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The first By-Laws of the Marina Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

## ARTICLE IX

### Amendments

(a) The Declarant shall have the right without the joinder or consent of any Member, the Marina Association, or the holder of any security interest affecting the Marina Property to amend these Articles: (i) to comply with any requirements of a governmental agency, institutional First Mortgagee, or other person or entity willing to make, insure, guaranty, or purchase mortgage loans secured by a Unit; (ii) to cure any ambiguity or error or any inconsistency between these provisions and the Declaration, the By-Laws or these Articles, (iii) to comply with the requirements of any public or private permits, approvals or agreement, and all laws, ordinances and regulations applicable to the Marina Property; or (iv) for any purpose that Declarant is permitted to amend the Declaration under paragraph 13.2 of the Declaration.

(b) Except for Amendments adopted by the Declarant under subparagraph (a) above, a resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a majority of the Class A Members of the Marina Association. Prior to the transfer of control of the Marina Association to Unit Owners pursuant to the By-Laws, these Articles may be amended by a majority vote of the Board of Directors. Thereafter a resolution adopting a proposed amendment must bear the approval of a majority of the Board of Directors and not less than sixty percent (60%) of the Class A Members of the Marina Association and the Declarant for so long as Declarant holds any Unit for sale in the ordinary course of business. Directors and Class A Members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. 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. Notice of the proposed amendment shall be given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

(c) No amendment shall make any changes in the qualifications of membership, nor in the voting rights of Members, without the approval in writing of a majority of the affected Members. No amendment shall be made that is in conflict with the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Declarant, or an affiliate, successor or assign of the Declaration, unless the Declarant shall join in the execution of the amendment. For so long as Declarant holds any Units for sale in the ordinary course of business, no amendment that assesses the Declarant as a Unit Owner for capital improvements or that is detrimental to the sale of Units by the Declarant, shall be effective unless the Declarant shall join in the execution of the amendment. No amendment to this paragraph IX (c) shall be effective without the joinder of the Declarant and a majority of the Members affected by the amendment.



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(d) A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded in the Official Public Records of the County.

## **ARTICLE X**

### **Term**

Existence of the Marina Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The term of the Marina Association shall be perpetual.

## **ARTICLES XI**

### **Terminations and Dissolution**

The Association shall be terminated upon the occurrence of any of the following events;

(a) In the event of the destruction of all or substantially all of the Marina Property and it is determined pursuant to the provisions of the Declaration not to proceed with reconstruction.

(b) By the affirmative vote of not less than eighty percent (80%) of the Class A Members of the Association and the Declarant for so long as the Declarant is a Member of the Association.

(c) In the event the Submerged Lands Lease is terminated.

Upon termination of the Marina Association, the Board of Directors shall wind up the affairs of the Marina Association and dispose of all assets as follows: The assets of the corporation shall be sold and the proceeds together with all remaining cash of the Marina Association shall be used to pay all outstanding obligations of the Marina Association and thereupon distributed among the Unit Owners in the equal fractional shares appurtenant to each Unit as set forth in the Declaration.

## **ARTICLE XII**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207, and the name of the initial registered agent of the corporation at that address is Bert C. Simon.

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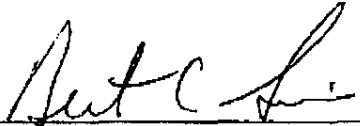
**ARTICLE XIII**

**Incorporator**

The name and addresses of the incorporator to these Articles of Incorporation is as follows:

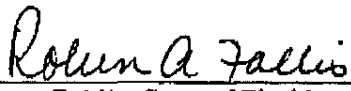
Bert C. Simon, Esquire  
Gartner, Brock & Simon  
1660 Prudential Drive, Suite 203  
Jacksonville, Florida 32207

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation  
this 20<sup>th</sup> day of November, 2008.

  
\_\_\_\_\_  
Bert C. Simon

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 20 day of November, 2008  
by Bert C. Simon who ( ☒ ) is personally known to me or ( ☐ ) has produced  
\_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida

Print Name  
My Commission Expires:

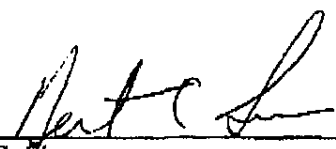


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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

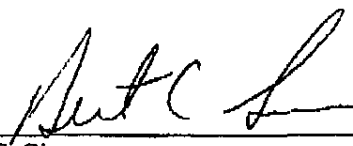
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

COASTAL CREEK MARINA ASSOCIATION, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE  
OF BUSINESS AT 3434 BLANDING BOULEVARD, JACKSONVILLE, FLORIDA 32210 HAS  
NAMED BERT C. SIMON LOCATED AT 1660 PRUDENTIAL DRIVE, SUITE 203,  
JACKSONVILLE, FLORIDA 32207, ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

  
\_\_\_\_\_  
Bert C. Simon

Date: 11/20/08, 2008

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE  
PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
Bert C. Simon

Date: 11/20/08, 2008

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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