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**FLORIDA PROFIT/NON PROFIT CORPORATION**

Antigua Owners Association, Inc.

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**ARTICLES OF INCORPORATION  
OF  
ANTIGUA OWNERS ASSOCIATION, INC.**

THE UNDERSIGNED, by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I. NAME AND ADDRESS**

The name of the corporation shall be "Antigua Owners Association, Inc." (the "Association"). The street address and mailing address of its initial principal office is c/o BAD, LLC, 35850 S. Woodland Road, Moreland Hills, Ohio 44022.

**ARTICLE II. PURPOSE**

This association is organized for the purpose of providing an entity under the Florida Condominium Act ("the Act") for the operation of a condominium association located in Walton County, Florida, and known as Antigua, a Condominium ("the Condominium"), to be created under the Declaration of Condominium ("the Declaration").

**ARTICLE III. SUBMISSION TO JURISDICTION**

The Condominium shall be operated by the Association upon recordation of the declaration.

**ARTICLE IV. POWERS**

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

(A) The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the declaration of condominium of any condominium operated by the Association.

(B) The Association shall have all the powers and duties set forth in these Articles, the declaration of condominium of any condominium operated by the Association, and the Condominium Act except where the Act allows limitations by these Articles or the declaration of condominium of any condominium operated by the Association and all of the powers and duties reasonably necessary to operate condominiums pursuant to the declaration of condominium of any condominium operated by the Association and as it may be amended from time to time, including but not limited to the following:

(1) To hold title to and own fee simple or other lesser interest in real, personal or mixed property, wherever situated, including units in any condominium operated by the Association, and to lease, mortgage and convey same.

(2) To make and collect assessments against the members as unit owners to defray the costs, expenses and losses of any condominium operated by the Association or to defray the costs, expenses and losses of any other business, enterprise, venture or property interest of the Association.

(3) To use the proceeds of the assessments in the exercise of these powers and duties.

(4) To maintain, repair, replace and operate the property of any condominium operated by the Association or any other property of the Association.

(5) To purchase insurance upon the property of any condominium operated by the Association or the other property of the Association and insurance for the protection of the Association and its members.

(6) To reconstruct improvements after casualty and to further improve the property of any condominium operated by the Association or any other property of the Association.

(7) To make and amend reasonable regulations respecting the use of the property of any condominium operated by the Association or the other property of the Association.

(8) To enforce by legal means the provisions of the Condominium Act, the declaration of condominium of any condominium operated by the Association, these Articles, the By-Laws of the Association and regulations for the use of the property of any condominium operated by the Association or the other property of the Association.

(9) To contract for the management of the Association, any condominium operated by the Association or any portion thereof, and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the declaration of condominium of any condominium operated by the Association to have approval of the Board of Directors or the membership of the Association.

(10) To contract with the Developer, its successors and assigns, and any of the partners of the Developer, their officers, directors, partners or shareholders.

(11) To acquire fee simple title to, to lease, acquire memberships or acquire other possessory or use interest in and to operate lands and facilities whether or not contiguous to the lands of any condominium operated by the Association, intended to provide for the enjoyment, recreation or other use or benefit of the members, or a substantial number of the members, of the Association.

(12) To determine which persons shall be entitled to use the Condominium property including all fees, charges and other terms and conditions relating to such use and to enter into such agreements as may be necessary or incidental thereto.

(13) To employ personnel to perform the services required for the proper operation, management, maintenance or control of the Association, any condominium operated by the Association or any other property of the Association.

(14) To hire attorneys or other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the members of the Association where such actions or rights are common to all members, or a substantial number of the members; and to bring such action in the name of and on behalf of the members.

(15) To operate and maintain any storm water management system and any storm water discharge facility exempted or permitted by the Florida Department of Environmental Regulation or other state agency on the property of the Association, and shall have all powers necessary to establish rules and regulations, assess members, and contract for services for the maintenance and operation thereof.

(C) All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the declaration of condominium of any condominium operated by the Association and by the By-Laws of the Association.

#### ARTICLE V. MEMBERS

(A) The members of the Association shall consist of all record owners of units in such condominiums as may, from time to time, be submitted to the jurisdiction of the Association and after termination of any such condominium, shall consist of those who are members at the time of such termination and their successors and assigns.

(B) A change of membership in the Association shall be established by recording in the public records of Walton County, Florida, a deed or other instrument establishing a record title to a unit in any of the condominiums operated by the Association and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

(C) The share of a member in the funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

(D) The owner of each unit in a condominium operated by the Association shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

## ARTICLE VI. DIRECTORS

(A) The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than five (5) directors who shall be designated or elected as hereinafter set forth. Directors need not be members of the Association.

(B) The names and addresses of the members of the first Board of Directors who have been designated as such by the Developer and who shall hold office until their successors are designated or elected as herein provided and have qualified or until removed as herein provided are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dave Zelman	35850 S. Woodland Road, Moreland Hills, OH 44022
Ivy Zelman	35850 S. Woodland Road, Moreland Hills, OH 44022
Zoey Zelman	35850 S. Woodland Road, Moreland Hills, OH 44022

Until unit owners other than the Developer are entitled to elect members of the Board of Directors, the members of the Board of Directors shall be designated by the Developer and may be changed from time to time as the Developer, in its sole discretion, may determine.

(C) Until unit owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the Board of Directors shall consist of three (3) members. The first election of Directors shall not be held until required by the Condominium Act, Chapter 718, Florida Statutes, including Section 718.301(1)(a)-(e) thereof, or until the Developer elects to terminate its control of the Association.

(D) Beginning with the election at which unit owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the affairs of the Association will be managed by a Board consisting of at least three (3) directors. After unit owners other than the Developer are entitled to elect a majority of the members of the Board of Directors, directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

## ARTICLE VII. OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and 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:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Dave Zelman	35850 S. Woodland Road Moreland Hills, OH 44022	President
Ivy Zelman	35850 S. Woodland Road Moreland Hills, OH 44022	Secretary
Zoey Zelman	35850 S. Woodland Road Moreland Hills, OH 44022	Treasurer

#### ARTICLE VIII. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any 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 or officer of the Association, 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 in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors and officers liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

#### ARTICLE IX. BY-LAWS

The first By-Laws of the 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 X. 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 upon any condominium operated by the Association.

(D) Provided, further, that no amendment shall abridge, limit or alter the rights reserved by or granted to the Developer, its successors or assigns, or any successor developer, by these Articles or By-Laws without the prior written consent of the Developer, 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 Walton County, Florida.

#### **ARTICLE XI. TERM**

The term of the Association shall be perpetual.

#### **ARTICLE XII. SUBSCRIBERS**

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

NAME

ADDRESS

Dawn E. Norris

4475 Legendary Drive, Destin, FL 32541

#### **ARTICLE XIII. APPOINTMENT OF REGISTERED AGENT AND OFFICE**

Dawn E. Norris is hereby appointed to serve as Registered Agent of the Association. The street address of the Registered Office of the Registered Agent is 4475 Legendary Drive, Destin, FL 32541.

#### **ARTICLE XIV. DISPOSITION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.

No disposition of the properties of Antigua Owners Association, Inc. shall be effective to divest or diminish any right or title of any member vested in him under the recorded declaration of condominium for any condominium operated by the Association, unless made in accordance with the provisions of any applicable declaration.

IN WITNESS WHEREOF, the subscriber has affixed her signature this 31<sup>st</sup> day of July, 2009.

Dawn E. Norris  
Dawn E. Norris

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STATE OF FLORIDA  
COUNTY OF Volusia

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of August, 2009, by Dawn E. Norris, who is personally known to me or who has produced a Florida Driver's License as identification.

NOTARY PUBLIC-STATE OF FLORIDA  
Michelle M. Schmidt  
(SEALED) Commission #DD705662  
Expires: SEP. 09, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.

M. Schmidt  
Notary Public  
My Commission Expires:

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That ANTIGUA OWNERS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida has named Dawn E. Norris, Matthews & Hawkins, P.A., 4475 Legendary Drive, Destin, FL 32541, as its agent to accept service of process within this state.

#### ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dawn E. Norris  
Dawn E. Norris