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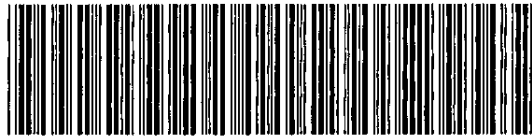
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CAPITAL CONNECTION, INC.

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GRAND BAY ESTATES Homeowners
Association, Inc.

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____

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Signature

Requested by: PO 7/28/10 Am
Name Date Time

ARTICLES OF INCORPORATION
OF
Grand Bay Estates Homeowners Association, Inc.

In compliance with the requirements of Florida Statutes Chapter 617, 2002, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Grand Bay Estates Homeowners Association, Inc., hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 2166 Reservation Road, Gulf Breeze, Florida, 32563 .

ARTICLE III

Gary H. Brown, whose address is 2166 Reservation Road, Gulf Breeze, Florida, 32563 , is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance of the Subdivision and the Common Areas and architectural control of the residential lots or building sites, including the purchase of necessary insurance for the protection of the Association and the Owners, with said subdivision property being described as follows:

Grand Bay Estates, a subdivision of a portion of Section 12, Township 2 South, Range 27 West, Santa Rosa County, Florida, according to plat thereof recorded in Plat Book 9, at Page 61 of the public records of said Santa Rosa County, Florida, herein sometimes referred to as the "Subdivision",

and to promote the health, safety and welfare of the residents

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within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in those certain Declarations of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the properties and recorded or to be recorded in the public records of Santa Rosa County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

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

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

(d) borrow money, and with the assent of two-thirds (2/3) of the entire membership mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective

unless an instrument has been signed by two-thirds (2/3) of the entire membership, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the entire membership;

(g) 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 V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot or building site which is subject by covenants of record to assessment by the Association, including contract sellers, shall be 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 shall be appurtenant to and may not be separated from ownership of any lot or building site which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant, Gary H. Brown Custom Homes, Inc., and shall be entitled to one vote for each lot or building site owned. When more than one person holds an interest in any lot or building site, all such persons shall be members. The vote for

such lot or building site shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot or building site.

Class B. The Class B member(s) shall be the Declarant, Gary H. Brown Custom Homes, Inc., and shall be entitled to nine (9) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership upon the transfer of control of the Association as set forth below.

In addition, the voting rights and provisions herein set forth may be expanded by provisions of the Declarations, as amended of record, and of the By-laws, as amended.

Transfer of control of the Association from Declarant to the Members of the Association other than Declarant shall occur in accordance with applicable Florida law pertaining to and regulating the operation of homeowners associations, in effect as of the date of the execution of these Articles (currently Chapter 720, Florida Statutes). In the event applicable Florida law does not regulate such transfer of control, the Members other than Declarant shall be entitled to elect at least a majority of the members of the Board of Directors upon the earlier of the following: (i) three months after 90% of all Lots which may ultimately be operated by the Association have been conveyed to third parties; or (ii) upon the recording of an instrument in the public records of the County stating that Declarant has relinquished its right to elect a majority of the members of the Board of Directors.

The Declarant is entitled to elect at least one member of the Board of Directors of the Association as long as the Declarant holds for sale in the ordinary course of business at least 5% of the lots, building sites or property that is under the control of the Association. After the Declarant relinquishes

control of the Association, the Declarant may exercise the right to vote any Declarant-owned voting interests in the same manner as any other Member, except for purposes of reacquiring control of the Association or selecting the majority of the members of the Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than eleven (11) directors, the exact number to be determined by the existing Board of Directors at least thirty (30) days prior to the annual meeting. All Directors shall be members in good standing of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The Directors shall be elected at the annual meeting of the members of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Gary H. Brown	2166 Reservation Road Gulf Breeze, Florida 32563
Linda B. Brown	2166 Reservation Road Gulf Breeze, Florida 32563
Jerry L. Brown	1234 Browns Circle Gulf Breeze, Florida 32563

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the Officers and shall be a President, Vice President, a Secretary, a Treasurer and such other officers as may be provided in the By-Laws. The same person can hold the office of both Secretary and Treasurer. 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>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	Gary H. Brown 2166 Reservation Road Gulf Breeze, Florida 32563
Vice President	Jerry L. Brown 1234 Browns Circle Gulf Breeze, Florida 32563
Secretary/ Treasurer	Linda B. Brown 2166 Reservation Road Gulf Breeze, Florida 32563

ARTICLE IX

MEMBERS' MEETINGS

The annual members' meetings shall be held at the office of the corporation at 7:00 P.M., Central Standard Time, on the third Tuesday in October of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members; provided, if that day is a legal holiday, the meeting shall be held at the same hour on the next day that is not a holiday. Special members' meetings shall be held in accordance with the By-Laws. The Board of Directors shall have the authority to schedule the annual members' meeting for such other time and date as it determines to be appropriate, provided that appropriate notice of the meeting is provided to the members.

ARTICLE X

AMENDMENTS

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

Section 1. Notice of subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

Section 2. A resolution for the adoption of a proposed amendment may be provided 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 exercise their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided:

- (a) Such approvals must be by not less than seventy-five percent (75%) of the entire membership of the Board of Directors and/or by not less than two-thirds (2/3) of the votes of the entire membership of the Association; or
- (b) Until the sale of the first subdivision lot covered by these Articles, only by all the Directors of the Association.

ARTICLE XI

BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XII

DURATION

The corporation shall exist perpetually.

ARTICLE XIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to

be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIV

SUBSCRIBERS

The name and residence of the subscriber to these Articles are:

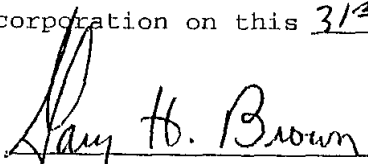
<u>NAME</u>	<u>RESIDENCE ADDRESS</u>
Gary H. Brown	2166 Reservation Road Gulf Breeze, Florida 32563

ARTICLE XV

FHA/VA APPROVAL

As long as there is a Class B membership, and there is any existing FHA or VA financing on any lot within the subdivision properties, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of the Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation on this 31st day of October, 2003.

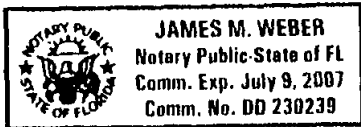


Gary H. Brown

STATE OF FLORIDA
COUNTY OF Santa Rosa

Before the undersigned subscriber, a Notary Public, personally came and appeared Gary H. Brown, President of Grand Bay Estates Homeowners Association, Inc., a Florida corporation, on behalf of the corporation, known to me to be the individual described in and who executed the foregoing instrument, and acknowledged that he executed the same for the uses and purposes therein set forth. He is personally known to me.

Given under my hand and official seal this 31st day of Oct, 2003.



James M. Weber
Notary Public, State of Florida
at Large
My Commission Expires: July 9, 2007

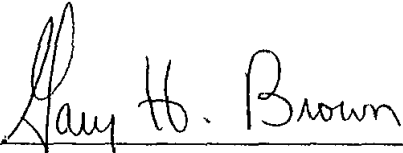
CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN
THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 and Chapter 617.023, Florida Statutes, the following is submitted, in compliance with said Acts:

Grand Bay Estates Homeowners Association, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 2166 Reservation Road, Gulf Breeze, Florida, 32563, has designated Gary H. Brown as its Registered Agent and has designated 2166 Reservation Road, Gulf Breeze, Florida, 32563, as its Registered Office, for accepting service of process within the State.

ACKNOWLEDGMENT: (Must be signed by designated Agent)

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of this position, and I accept the obligations and agree to act in this capacity, and agree to comply with the provisions of said Statute relative to keeping open said office, along with all other obligations.



Gary H. Brown
Registered Agent 10/31/03

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