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FLORIDA PROFIT/NON PROFIT CORPORATION
Highland Commons-Phase 2 Property Owners' Associatio

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**ARTICLES OF INCORPORATION
OF
HIGHLAND COMMONS - PHASE 2 PROPERTY OWNERS'
ASSOCIATION, INC.
(a corporation not-for-profit)**

I. NAME AND DEFINITIONS.

The name of this corporation shall be Highland Commons – Phase 2 Property Owners' Association, Inc. (the "Association"). All capitalized terms used in these Articles of Incorporation (the "Articles") without definition that are defined in the Restrictive Covenants and Easement Agreement for Highland Commons – Phase 2 recorded in Official Records Book 2546 Page 1533-1556 and Amendment to Restrictive Covenants and Easement Agreement for Highland Commons – Phase 2 recorded in Official Records Book 2926 Page 2303-2307 of the public records of BAY County, Florida (the "Declaration") will have the same meaning herein as in the Declaration.

II. PRINCIPAL OFFICE AND MAILING ADDRESS.

The location of the Association's principal office and its mailing address shall be c/o The St. Joe Company, 133 South WaterSound Parkway, WaterSound, Florida 32413, Attention: Asset Management or at such other place as may be established by resolution of the Board from time to time.

III. PURPOSES.

The general nature, objects and purposes of the Association are:

A. To promote matters of common interest and concern of the Owners of the Property subject to the terms and provision of the Declaration (Owners may hereinafter be referred to as "Members of the Association" or "Members").

B. To own, maintain, repair and replace the real property and fixtures of the Association (the "Common Areas"), including without limitation any street lights, landscaping, structures, and other improvements located thereon, for which the obligation to maintain and repair has been delegated to and accepted by the Association.

C. To cooperate with other associations responsible for administration of adjacent or contiguous properties in matters of common interest to the Association and such other associations and to contribute to such common maintenance interests whether within or without the Property.

D. To provide, purchase, acquire, replace, improve, maintain, operate and repair such buildings, structures, landscaping, paving and equipment, and to provide such other services for the benefit of the Members of the Association, as the Board in its discretion determines necessary, appropriate, and/or convenient.

B. To operate without profit for the sole and exclusive benefit of its Members.

F. To perform all of the functions contemplated for the Association and undertaken by the Board pursuant to the terms and conditions of the Declaration.

IV GENERAL POWERS.

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles.

B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, convey, grant easements, donate, mortgage or otherwise acquire or dispose of real or personal property owned by the Association; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Declaration and these Articles and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against all or any portion of the Property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize the Board to enter into agreements with other property owner's associations or maintenance entities for the collection of such assessments.

F. To charge recipients for services rendered by the Association and the users of the Association property where such is deemed appropriate by the Board and permitted by the Declaration.

G. To pay taxes and other charges, if any, on or against property owned, accepted, or maintained by the Association.

H. To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed, or in payment for property acquired, or for any of the other purposes of the Association, and to secure the payment of such obligations by mortgage, pledge, or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.

I. To merge with any other association which may perform similar functions located within the same general vicinity of the Property.

J. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein and by the terms and conditions set forth in the Declaration.

V. **BOARD OF DIRECTORS.**

The affairs of the Association shall be managed by the Board which shall consist of not less than three (3) directors. The method of election of the Board is as stated within the Bylaws. The names and addresses of the initial members of the Board who shall hold office until their successors are elected or appointed and have qualified to serve, are as follows:

<u>Name:</u>	<u>Business Address:</u>
John Grueter	133 S. WaterSound Parkway, WaterSound, Florida 32413
Sabrina Gibbons	133 S. Watersound Parkway, Watersound, Florida 32413
Thomas Estes	133 S. Watersound Parkway, Watersound, Florida 32413

VI. **CORPORATE EXISTENCE.**

The Association shall have perpetual existence. These Articles shall become effective upon filing as prescribed by law.

VII. **REGISTERED AGENT/REGISTERED OFFICE.**

The initial street address of the Association's registered office is 133 South WaterSound Parkway, WaterSound, Florida 32413 LEGAL DEPARTMENT. The initial registered agent for the Association at that address is The St. Joe Company, a Florida corporation.

VIII. **INCORPORATOR.** The name and address of the incorporator is as follows:

~~Tom Spence~~ *JOHN GRUETER*
133 South WaterSound Parkway
WaterSound, Florida 32413

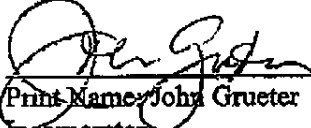
IX. **DISSOLUTION OF THE ASSOCIATION.**

The Association may be dissolved upon a resolution to that effect being approved by a majority of the Board and by two-thirds (2/3) of the Members, and the necessary consent of any lenders. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association will be either (a) dedicated and/or conveyed to an appropriate public or private agency to be used for the purposes similar to those for which the Association was created, or (b) dedicated, granted, conveyed and assigned to a non-profit corporation, association, trust or other organization devoted to such similar purposes, subject to any and all applicable liens and encumbrances and restrictions of record.

X. AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed upon the affirmative vote of Members holding a majority of the total votes allocated to the Members pursuant to the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 9 day of MARCH, 2012.

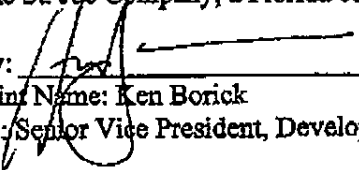

Print Name: John Grueter
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated Association at the place designated in these Articles, the undersigned is familiar with and accepts the obligations pursuant to Section 617.0501 of the Florida Statutes.

Date: 3/9, 2012.

The St. Joe Company, a Florida corporation

By: 
Print Name: Ken Borick
Its: Senior Vice President, Development

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