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TALLAHASSEE, FLORIDA

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Articles  
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Oaks of Eden Homeowners Association, Inc.

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeff Marzello

(Name of Contact Person)

D.R. Horton, Inc.

(Firm/ Company)

2842 US Highway 98 W

(Address)

Santa Rosa Beach, FL 32459

(City/ State and Zip Code)

JAMarzello@drhorton.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer L. Roselius

at (

251

694-6380

(Name of Contact Person)

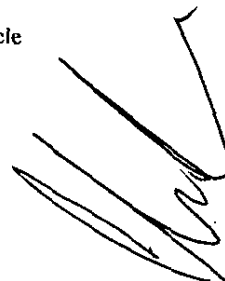
(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |                                                     |                                                                        |                                                                                                     |                                                                                                                            |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



This Instrument Prepared By:  
Marie B. Code, Esq.  
1308 SW 27<sup>th</sup> Terrace  
Cape Coral, Florida 33914  
239-829-0063

FILED  
13 MAR 27 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA:  
COUNTY OF WALTON:

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**OAKS OF EDEN HOMEOWNERS ASSOCIATION, INC.**

A NONPROFIT CORPORATION  
UNDER THE LAWS OF THE STATE OF FLORIDA

ON OCTOBER 29, 2012, A CERTIFICATE OF FORMATION FOR OAKS OF EDEN HOMEOWNERS ASSOCIATION, INC., A LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, WAS FILED WITH THE FLORIDA SECRETARY OF STATE. THE CORPORATION DESIRES TO ADOPT AND APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION FOR OAKS OF EDEN HOMEOWNERS ASSOCIATION, INC., AS FILED WITH THE FLORIDA DEPARTMENT OF STATE, IN COMPLIANCE WITH CHAPTER 617 OF THE FLORIDA STATUTES.

**BE IT KNOWN** that the undersigned, acting as the sole member and the Board of Directors of a corporation under the laws of the State of Florida, and in particular, Title XXXVI, the 2012 Florida Statutes does hereby adopt the following Amended and Restated Articles of Incorporation for such corporation.

**ARTICLE I**  
**NAME**

The name of the corporation shall be Oaks of Eden Homeowners Association, Inc. (hereinafter referred to as the "Corporation").



ARTICLE II  
PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual unless terminated according to the terms of these Articles.


ARTICLE III  
PURPOSE

The purposes for which the Corporation is organized are:

1. To furnish all services reasonably necessary, for the health, comfort, safety, welfare and enjoyment of the lot owners of the proposed subdivision to be known as Oaks of Eden Subdivision (the "Subdivision"), which is located on all or a portion of that certain real property located in Walton County, Florida and more particularly described on Exhibit A attached hereto.
2. To own, manage and control all of the common areas and improvements thereon located within the exterior boundaries of the Subdivision which are intended to be devoted to the common use and enjoyment of the owners of lots in the Subdivision, including, but not by way of limitation, the maintenance of private easements or roads, any decorative fences, street islands and any detention pond for storm water drainage.
3. To administer, enforce and otherwise act in accordance with any conditions, restrictions and covenants for the Subdivision recorded in the office of the Clerk of the Circuit Court of Walton County, Florida, as may be amended from time to time (the "Covenants"), to the extent provided in the Covenants.
4. To assess, collect and direct the proper disbursement of the lot owners' pro rata shares of the costs and expenses incurred in the carrying out of said purposes in accordance with these Articles, the Bylaws for the Corporation and the rules and regulations of the Subdivision and the restrictive covenants applicable to the Subdivision (the "Covenants").

ARTICLE IV  
GENERAL POWERS

The powers of the Corporation are as follows:

1. The Corporation shall have the power to own, accept, acquire, mortgage and dispose of real and personal property, and to obtain, invest and retain funds, in advancing the purposes stated in Article III above.
- 

2. The Corporation shall have the power to transact all business being not for profit consistent with the purposes for which this Corporation is organized and to protect the lawful rights and interests of its members in connection therewith.

3. The Corporation shall have all powers granted to it in the 2012 Florida Statutes, as amended, including those powers granted to nonprofit corporations in Title XXXVI, Chapter 617, the 2012 Florida Statutes, as amended.

ARTICLE V  
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator herein are as follows:

Bruce Houle  
300 5<sup>th</sup> Avenue South #203-A  
Naples, Florida 34102

ARTICLE VI  
NAME AND ADDRESS OF INITIAL PRINCIPAL OFFICE

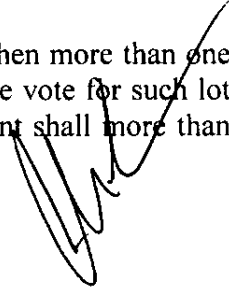
The name and address of the initial principal office are as follows:

2842 US Highway 98 W  
Santa Rosa Beach, Florida 32459

ARTICLE VII  
MEMBERSHIP AND VOTING RIGHTS

There shall be only one (1) class of membership. The members of the Corporation shall be all of the record owners of platted lots within the Subdivision. Membership in the Corporation shall be established by recordation in the records of the Office of the Clerk of Walton County, Florida, a deed of conveyance transferring record title to a platted lot in the Subdivision and the delivery to the Corporation of an executed true copy of said deed. The owner designated by such instrument shall thereby automatically become a member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any lot in the Subdivision, and shall cease as to any owner upon transfer of title from such owner to another owner.

Each member shall be entitled to one (1) vote for each lot owned. When more than one (1) person holds an interest in any lot all such persons shall be members. The vote for such lot shall be exercised as they, among themselves, shall determine, but in no event shall more than one (1) vote be cast with respect to any single lot.



ARTICLE VIII  
NONPROFIT CORPORATION

The Corporation shall be without capital stock, will not be operated for profit and will not distribute gains, profits or dividends to any of its members. The members of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation, but shall be personally liable to the Corporation for their pro rata share of costs and expenses that are attributable to members of the Corporation under these Articles, the Bylaws of the Corporation or the Covenants. The purposes of the Corporation shall be served without pecuniary profit to any director or member of the Corporation.

ARTICLE IX  
NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The name of the initial registered agent of the Corporation, and the address of the initial registered office of the Corporation are as follows:

D.R. Horton, Inc.  
2842 US Highway 98 W  
Santa Rosa Beach, Florida 32459

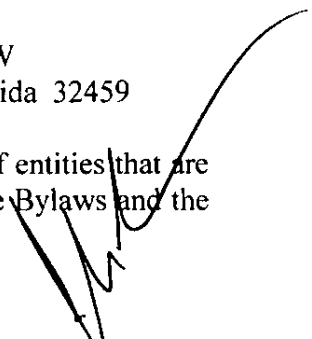
The initial registered agent's written acceptance of appointment as a registered agent as required by s. 617.0501 of the Florida Statutes is attached hereto as Exhibit B.

ARTICLE X  
BOARD OF DIRECTORS

Except as provided herein, the affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors of the Corporation shall be composed of three (3) directors, none of which must be a member of the Corporation. The names and addresses of the initial three (3) Directors of the Corporation are as follows:

	<b>NAME:</b>	<b>ADDRESS:</b>
1.	Jeff Marzello	2842 US Highway 98 W Santa Rosa Beach, Florida 32459
2.	Misty Blair	2842 US Highway 98 W Santa Rosa Beach, Florida 32459
3.	Christopher Porter	2842 US Highway 98 W Santa Rosa Beach, Florida 32459

All Directors must be members of the Corporation, or representatives of entities that are members of the Corporation, the number of directors shall be as set forth in the Bylaws and the



members of the Association shall have the right to elect the Board of Directors as provided in the Bylaws. The number of directors may be changed by amendment of the Bylaws of the Corporation. The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors of the Corporation.

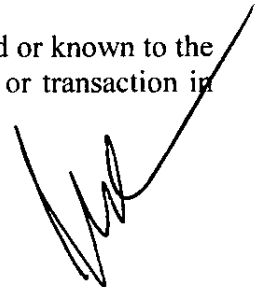
#### ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify every officer and director of the Corporation against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or director in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding, if approved by the then Board of Directors of the Corporation) to which he may be made a party by reason of being or having been an officer or director of the Corporation, whether or not such person is an officer or director at the time such expenses are incurred. The officers and directors of the Corporation shall not be liable to the members of the Corporation for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. The officers and directors of the Corporation shall have no personal liability with respect to any contract or other commitment made by them in good faith on behalf of the Corporation and the Corporation shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the Corporation may be entitled.

The directors shall exercise their powers and duties in good faith and with a view to the interest of the Corporation and the subdivision. No contract or other transaction between the Corporation and any corporation, firm or association (including CRB LandCO, LLC ("Developer")) in which one (1) or more of the directors of the Corporation is a director or officer or is pecuniarily or otherwise interested, shall be either void or voidable for such reason or because such director or directors are present at the meeting of the Board of Directors or any of the committee thereof which authorizes or approves the contract or transaction or because his or their votes are counted for such purpose, if any of the conditions specified in any of the following paragraph exists:

(a) The fact of the common directorate or interest is disclosed or known to the Board of Directors or a majority thereof or noted in the minutes and the Board authorizes, approves or ratifies such contract or transaction in good faith by a vote sufficient for the purpose; and

(b) The fact of the common directorate or interest is disclosed or known to the members or a majority thereof and they approve or ratify the contract or transaction in good faith by a vote sufficient for the purpose; and

A handwritten signature in black ink, appearing to be a stylized name, located in the bottom right corner of the page.

(c) The contract or transaction is commercially reasonable to the Corporation at the time it is authorized, ratified, approved or executed

Common or interested directors may be counted in determining the presence of a quorum at any meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies any contract or transaction and may vote thereat to authorize any contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

## ARTICLE XII ASSESSMENTS

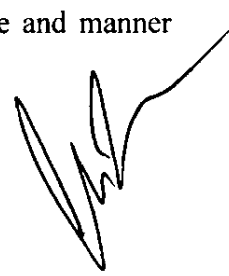
1. To provide the total sum necessary for the insurance, reserve fund for replacements, maintenance and operation of the common areas and improvements within the Subdivision, each member for each lot owned shall pay a portion of the total amount necessary for such purposes to the Corporation. The portion to be paid by each member for each lot owned shall be equal to a fraction, the numerator of which shall be the number of lots owned by such lot owner and the denominator of which shall be the total number of lots in the Subdivision, and which the quotient of such fraction shall be multiplied by the total sum necessary for such purposes. The total number of lots in the Subdivision may be increased from time-to-time by the Developer in its sole and absolute discretion so long as the Developer remains in control of the Corporation.

2. The amount of assessment against each member as provided under the paragraph immediately above, shall be assessed by the Corporation as a lien as provided in the Covenants.

3. In addition to the annual assessments authorized above, the Corporation may levy in any assessment year special assessments for the purposes and in the manner set forth in the Covenants, as the same may be amended from time to time.

4. Each assessment shall be assessed and shall be due and payable as provided in the Covenants and the Bylaws, and upon default or payment within such period of time, the assessment shall be a lien against each lot owned by the defaulting member and against that undivided portion of the common area owned by the defaulting member, and the Corporation shall be entitled to enforce the payment of said lien according to the laws of the State of Florida and to take any other actions for collection from the defaulting party or parties. Any such lien against a lot or against the common area shall be subordinate to a recorded first mortgage covering such lot.

5. Both annual and special assessments shall be collected in the time and manner specified in the Covenants or as otherwise directed by the Corporation's directors.

A handwritten signature in black ink, appearing to be a stylized 'W' or 'M' followed by a long horizontal stroke.



ARTICLE XIII  
MISCELLANEOUS

1. Amendment. These Articles of Incorporation may be amended, subject to the terms and provisions of the Declaration, by the affirmative vote or at least sixty-seven percent (67%) of the total voting interests of all members of the Association. All amendments to the Articles of Incorporation become effective only upon being placed of record in the Office of the Clerk of the Circuit Court of Walton County, Florida.

2. Incorporation by Reference. All of the terms, provisions, definitions, Covenants and conditions set forth in the Covenants are hereby expressly incorporated herein by reference as if fully set forth herein. In the event of any conflict or ambiguity between the terms, provisions, definitions, Covenants and conditions set forth herein in these Articles and the Covenants, then the provisions of the Covenants shall at all times control. In the event of any conflict or ambiguity between the terms, provisions, definitions, covenants and conditions set forth herein in these Articles and the Association Bylaws, then the provisions of these Articles shall at all times control.

[Remainder of Page Intentionally Left Blank]

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IN WITNESS WHEREOF, the undersigned, being all of the members of the Corporation and all of the members of the Board of Directors of the Corporation, hereby execute these Amended and Restated Articles of Incorporation this 14 day of March, 2013, and hereby waive any notice or meeting requirements of Florida law, including the requirements of Section 720.303 of the Florida Statutes:

**SOLE MEMBER:**

CRB LandCO, LLC, a Florida limited liability company

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
As Its: \_\_\_\_\_

**DIRECTORS:**

Jeff Marzello  
JEFF MARZELLO

Misty Blair  
MISTY BLAIR  
Christopher Porter  
CHRISTOPHER PORTER

STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2013 by \_\_\_\_\_, as \_\_\_\_\_ of CRB LandCO, LLC. He is \_\_\_\_\_ personally known to me or \_\_\_\_\_ produced \_\_\_\_\_ as identification.

[SEAL]

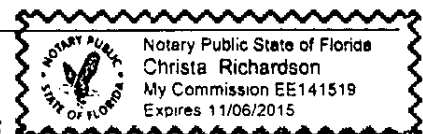
\_\_\_\_\_  
Notary Public Signature  
Print Name: \_\_\_\_\_

STATE OF Florida  
COUNTY OF Walton

The foregoing instrument was acknowledged before me this 14 day of March, 2013 by JEFF MARZELLO. He is \_\_\_\_\_ personally known to me or \_\_\_\_\_ produced \_\_\_\_\_ as identification.

[SEAL]

Christa Richardson  
Notary Public Signature  
Print Name: \_\_\_\_\_



STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2013 by MISTY BLAIR. She is \_\_\_\_\_ personally known to me or \_\_\_\_\_ produced \_\_\_\_\_ as identification.

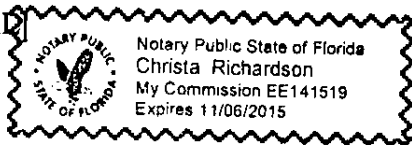
[SEAL]

\_\_\_\_\_  
Notary Public Signature  
Print Name: \_\_\_\_\_

STATE OF Florida  
COUNTY OF Walton

The foregoing instrument was acknowledged before me this 14 day of March, 2013 by CHRISTOPHER PORTER. He is ✓ personally known to me or \_\_\_\_\_ produced \_\_\_\_\_ as identification.

[SEAL]



Christa Richardson  
Notary Public Signature  
Print Name: Christa Richardson

IN WITNESS WHEREOF, the undersigned, being all of the members of the Corporation and all of the members of the Board of Directors of the Corporation, hereby execute these Amended and Restated Articles of Incorporation this 14th day of March, 2013, and hereby waive any notice or meeting requirements of Florida law, including the requirements of Section 720.303 of the Florida Statutes.

**SOLE MEMBER:**

CRB LandCO, LLC, a Florida limited liability company

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
As Its: \_\_\_\_\_

**DIRECTORS:**

\_\_\_\_\_  
JEFF MARZELLO

\_\_\_\_\_  
  
MISTY BLAIR

\_\_\_\_\_  
CHRISTOPHER PORTER

STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2013 by \_\_\_\_\_, as \_\_\_\_\_ of CRB LandCO, LLC. He is \_\_\_\_\_ personally known to me or \_\_\_\_\_ produced \_\_\_\_\_ as identification.

[SEAL]

\_\_\_\_\_  
Notary Public Signature  
Print Name: \_\_\_\_\_

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2013 by JEFF MARZELLO. He is \_\_\_\_\_ personally known to me or \_\_\_\_\_ produced \_\_\_\_\_ as identification.

[SEAL]

\_\_\_\_\_  
Notary Public Signature  
Print Name: \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned, being all of the members of the Corporation and all of the members of the Board of Directors of the Corporation, hereby execute these Amended and Restated Articles of Incorporation this 13<sup>th</sup> day of March, 2013, and hereby waive any notice or meeting requirements of Florida law, including the requirements of Section 720.303 of the Florida Statutes.

**SOLE MEMBER:**

CRB LandCO, LLC, a Florida limited liability company

By:

Name:

As Its:

Chris M. Cioffi  
OWNER / MANAGER

**DIRECTORS:**

JEFF MARZELLO

MISTY BLAIR

CHRISTOPHER PORTER

STATE OF FLORIDA

COUNTY OF FLORIDA

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of March, 2013 by Chris Cioffi, as owner of CRB LandCO, LLC. He is ✓ personally known to me or \_\_\_\_\_ produced \_\_\_\_\_ as identification.



LINDA L. DOUGLAS  
MY COMMISSION # EE 849785  
EXPIRES: January 21, 2017  
Bonded Thru Budget Notary Services

[SEAL]

Linda L. Douglas  
Notary Public Signature

Print Name: LINDA L. DOUGLAS

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2013 by JEFF MARZELLO. He is \_\_\_\_\_ personally known to me or \_\_\_\_\_ produced \_\_\_\_\_ as identification.

[SEAL]

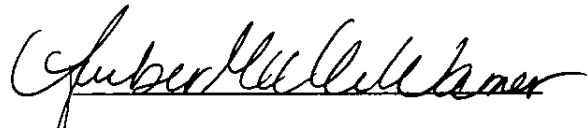
\_\_\_\_\_  
Notary Public Signature

Print Name: \_\_\_\_\_

STATE OF Alabama  
COUNTY OF Baldwin

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of March, 2013 by MISTY BLAIR. She is X personally known to me or \_\_\_\_\_ produced \_\_\_\_\_ as identification.

[SEAL]

  
Notary Public Signature  
Print Name: Amber McClure Warner

My Commission Expires March 24, 2013

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2013 by CHRISTOPHER PORTER. He is \_\_\_\_\_ personally known to me or \_\_\_\_\_ produced \_\_\_\_\_ as identification.

[SEAL]

\_\_\_\_\_  
Notary Public Signature  
Print Name: \_\_\_\_\_

**EXHIBIT "A"**

**Description of Subdivision Property**

All land included in that certain subdivision plat of Oaks at Eden Subdivision recorded in the Public Records of Walton County, Florida in Plat Book 18, Pages 73 and 73A.

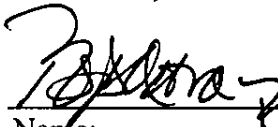
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## EXHIBIT "B"

### Acceptance of Appointment as Registered Agent

D.R. Horton, Inc. hereby accepts the appointment as registered agent for Oaks of Eden Homeowners Association, Inc. and agrees to act in this capacity. D.R. Horton, Inc. further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts on behalf of D.R. Horton, Inc. the obligation of its position as registered agent.

D.R. HORTON, INC.

By:   
Name: Rachel S. DeQuattro  
As its: Asst. Secretary