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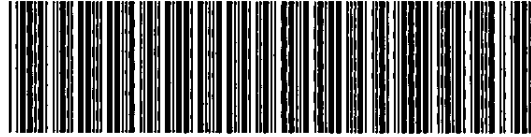
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ATTORNEYS
VALDOSTA | ATLANTA

A Limited Liability Partnership

colemantalley.com

910 N. Patterson St.
Valdosta, GA 31601
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Member of the:
The Florida Bar
State Bar of Georgia

Richard L. Coleman

Direct (229) 671-8218
richard.coleman@colemantalley.com

March 13, 2013

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

VIA FEDERAL EXPRESS

Re: Octahatchee Club, Incorporated

Dear Sir/Madam:

Enclosed please find the following documents:

1. An original and two (2) copies of Articles of Incorporation and Designation and Acceptance of Registered Agent for Octahatchee Club, Incorporated.
2. Our firm's check in the amount of \$78.75 for the costs associated with the filing of these documents and the issuance of a certified copy of same; and
3. A self-addressed pre-paid federal express mailer envelope.

Once the Articles of Incorporation and Designation and Acceptance of Registered Agent have been accepted for filing by your office, please return to our office, in the enclosed pre-paid federal express mailer envelope, a certified copy of same.

If you have any questions or comments, please do not hesitate to contact my paralegal, Kim Carter at (229) 671-8263 or me at the telephone number listed above.

Sincerely,

Richard L. Coleman

RLC/koc
Enclosures

ARTICLES OF INCORPORATION OF
OCTAHATCHEE CLUB, INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby make and file these Articles of Incorporation (Articles) for the purpose of forming Octahatchee Club, Incorporated, a Florida not for profit corporation.

1. **Name and Principal Office:** The name of the corporation is OCTAHATCHEE CLUB, INCORPORATED (“Corporation” or “Association”).

2. **Duration:** The Corporation shall have perpetual duration.

3. **Purpose:** The Corporation is organized under Chapter 617, Florida Statutes as a not-for-profit corporation for the purpose of providing a structured association of condominium residential lot owners (“Owners”), pursuant to Chapter 718, Florida Statutes (the “Condominium Act”), to serve as the management entity responsible for the operation of Octahatchee Lake – A Condominium (“Condominium”), in accordance with the Declaration of Condominium, as recorded, and all duly adopted and recorded amendments, supplements, and exhibits thereto, these Articles of Incorporation, and the By-Laws of the Corporation establish that membership of unit Owners or their agents in the Corporation is a mandatory condition of ownership.

4. **Powers and Duties:** The Corporation shall have and exercise all rights and powers conferred upon not for profit corporations under the laws of the State of Florida consistent with applicable law, these Articles of Incorporation, the By-Laws, the Declaration of Condominium, and any amendments thereto. The Corporation shall also have all of the powers and authority reasonably necessary or appropriate to carry out duties imposed upon it by Chapter 718 Florida Statutes, the By-Laws, the Declaration of Condominium and amendments thereto. The powers of the Corporation shall include, but not be limited to, the following:

a. The 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, the By-Laws or the provisions of the Condominium Act.

b. The Association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles, the By-Laws, and the Declaration of Condominium to the extent allowed by the law, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium as presently drafted and as it may be amended from time to time, including, but not limited to, the following:

(1) The irrevocable right to make and collect assessments against members as Owners to defray the costs, expenses and losses of the Condominium.

(2) To use the proceeds of assessments in the exercise of its powers and duties.

(3) To maintain, repair, replace and operate the Condominium property which shall include the irrevocable right of access to each unit, and the Limited Common Elements appurtenant to that unit, from time to time during reasonable hours as may be necessary for such maintenance, repair or replacement of any Common Elements therein or accessible therefrom, or for making emergency repairs therein necessary to prevent damage to any Common Elements or to another unit or units.

(4) To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its members as unit Owners.

(5) To make and amend reasonable rules and regulations respecting the use of the property in the Condominium and any property owned by the Corporation.

(6) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Rules and Regulations adopted by the Association.

(7) To impose fines on Owners or their tenants for violations of the Declaration of Condominium, these Articles, the By-Laws or the Rules and Regulations adopted by the Association in accordance with the provisions of the Condominium Act.

(8) To contract for the maintenance, management or operation of the Condominium property and property of the Corporation.

(9) To employ personnel at a reasonable compensation to perform the services required for proper administration and operation of the Association.

(10) To pay taxes and assessments which are liens against any part of the *Condominium other than individual units*, unless the individual units are owned by the Association, and to assess the same against the units subject to such liens.

(11) To pay the cost of any power, water, sewer, trash, garbage and other utility services rendered to the Condominium and not billed to the Owners of individual units.

(12) 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 any other use or benefits to the members of the Association.

(13) To purchase a unit or units in the Condominium and to hold, lease, mortgage and convey the same.

(14) To employ such legal counsel, accountants and other agents or employees as may be deemed necessary for the protection and furtherance of the interest(s) of the Corporation and of its Members and to carry out the purpose of the Corporation.

(15) To exercise all other powers authorized by the Declaration of Condominium and By-Laws.

b. **Prohibition Against Distribution of Income:** The purpose of the Corporation and the powers and duties of the Corporation are specifically limited and constrained so that those powers and purposes will not include or permit pecuniary gain or profit, nor distribution of the income of the Corporation to its Members, officers or directors. Nothing in this Article shall prohibit the Corporation from providing director's fees or reimbursement of reasonable expenses.

c. **Membership:** Every person or entity who is the record Owner of a unit in the Condominium, as defined in the Declaration of Condominium and any amendments thereto, shall be a member of the Corporation ("Member"). The foregoing is not intended to include persons or entities that 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 the unit. Membership rights and duties shall be subject to and controlled by the Declaration of Condominium and By-Laws.

d. **Voting Rights:** Each unit in the Condominium shall be entitled to one vote, cast by the Owner of that unit as a member of the Association. There are no fractional votes, even if the ownership of a unit is held by multiple persons or by any form of business entity. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

e. **Directors:** The affairs of the Corporation shall be managed by a Board of Directors, who shall be members of the Corporation. The Board of Directors shall consist of nine (9) directors. The number of directors may be changed by the By-Laws, but shall always consist of an odd number, and there shall never be less than five (5) directors.

The Board of Directors shall be elected by plurality vote.

f. **Dissolution:** The Corporation may only be dissolved with the assent given in writing and signed by the affirmative vote of 75 % of the members as owners and, the concurring unanimous affirmative vote of all Mortgagee(s) of the unit(s).

g. **Incorporator:** The names and residences of each incorporator to these Articles of Incorporation are as follows:

William C. Crook
3476 NW 9th Loop
Jennings, FL 32053

Eugene Crews
3781 Glenmeade Drive
Valdosta, GA 31601

William S. Piper
3151 NW 8th Terrace
Jennings, FL 32053

Joe Stallings
807 N.W. 34th Avenue
Jennings, FL 32053

Harold Hughes
599 Tince Road
Lake Park, GA 31630

George Price
809 S. Lakeshore Drive
Valdosta, GA 31605

Byron Courson
8420 Miller Road
Hahira, GA 31632

Tim Griffin
923 NW 9th Way
Jennings, FL 32053

John Smotherman
1207 Hickory Drive
Valdosta, GA 31602

h. **Indemnification:** Upon such reasonable terms and procedures as may be set forth in the By-Laws or by action of the Board of Directors, every director and every officer of the Corporation, unless disqualified by reason of Florida Statutes Section 617.0831 or by otherwise applicable law, shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a part or in which he or she may become involved by reason of his or her being or having been a director or officer of the Corporation, whether or not he or she is a director or officer at the time such expenses are incurred, except when the director or officer is guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

i. **Registered Office:**

The address of the Corporation's registered office is:

3476 NW 9th Loop
Jennings, Florida 32053

The name of the Corporation's registered agent at the above address is:

William C. Crook

j. **By-Laws:** The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors and by the members in the manner provided by the By-Laws.

k. **Amendments:** Amendments to these Articles may be made and adopted upon the following conditions:

1. A resolution of the Board of Directors shall specify the form of the proposed amendment and notice of the consideration and vote for or against the proposed amendment shall be included in the notice of the members' meeting which shall consider the amendment. The meeting may be the annual meeting or a special meeting.

2. There is an affirmative vote of two-thirds (2/3) of the Members of the Corporation.

[Signatures Follow On Next Page]

WHEREFORE, the incorporators have caused these presents to be executed this 5th
day of March, 2013.

William C. Crook (Seal)
William C. Crook

Eugene Crews (Seal)
Eugene Crews

William S. Piper (Seal)
William S. Piper

Joe Stallings (Seal)
Joe Stallings

Harold Hughes (Seal)
Harold Hughes

George Price (Seal)
George Price

Byron Courson (Seal)
Byron Courson

John Smotherman (Seal)
John Smotherman

Tim Griffin (Seal)
Tim Griffin

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Corporation: Octahatchee Club, Incorporated
Principal Office: 3476 NW 9th Loop
Jennings, FL. 32053

Registered Office: 3476 NW 9th Loop
Jennings, Florida 32053

Having been named to accept service of process for Octahatchee Club, Incorporated, as the registered agent designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position.

By: William C Crook
William C. Crook

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TALLAHASSEE FLORIDA