

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Key Haven Estates Homeowners' Association, Inc.**

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**ARTICLES OF INCORPORATION OF****KEY HAVEN ESTATES HOMEOWNERS' ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, a resident of the State of Florida, and of full age, this day executed these Articles of Incorporation ("Articles") for the purpose of forming a corporation not-for-profit, and does hereby certify:

**ARTICLE 1.****NAME OF CORPORATION**

The name of the corporation is KEY HAVEN ESTATES HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation (hereafter called the "Association").

**ARTICLE 2.****PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal office of the Association is located at 201 Front Street, Suite 224, Key West, FL 33040.

**ARTICLE 3.****REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is 201 Front Street, Suite 224, Key West, FL 33040 and Edwin O. Swift III is hereby appointed the initial registered agent of this Association at that address. The registered agent shall maintain copies of all permits, including, but not limited to, the District, for the benefit of the Association.

**ARTICLE 4.****DEFINITIONS**

All terms used in these Articles of Incorporation shall have the same meaning as defined in the Declaration of Covenants, Conditions, Easements and Restrictions for Key Haven Estates, as the same may be amended and supplemented from time to time ("Declaration"), unless these Articles of Incorporation specifically provide otherwise, or unless the context dictates a contrary meaning.

**ARTICLE 5.****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, operation, preservation, and architectural control of the Common Property within the Property, and to promote the health, safety and welfare of the residents of the Property for the following purposes:

A. Exercise all of the powers and privileges and to perform all of the rights, duties and obligations of the Association as set forth in the Declaration applicable to the Property and recorded in the

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Public Records of Monroe County, Florida, as the same may be amended from time to time as therein provided;

B. Fix, levy, collect and enforce payment by any lawful means all charges or assessments against members of the Association 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, but not limited to the costs for maintenance and operation of the Surface Water Management System, costs for all licenses, taxes and governmental charges levied or imposed against the Property of the Association, if any;

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 of the Association, if any, in connection with the affairs of the Association;

D. Borrow money, and with the approval of at least two-thirds (2/3) of the Board and the consent of Declarant (to the extent Declarant still owns any portion of the Property), the power and authority to mortgage the property of the Association, if any, and to pledge the revenues of the Association as security for loans made to the Association which loans shall be used by the Association in performing its functions;

E. Pledge Association revenues as security for the performance of any obligation to any governmental agency or authority;

F. Dedicate, sell or transfer all or any part of the Common Property or Limited Common Property, if any, to any governmental unit, public utility, or private party approved by at least two-thirds (2/3) of the Board, (to the extent Declarant still owns any portion of the Property) Declarant and (to the extent any such sale or transfer includes Limited Common Property) the Owners having use rights in such Limited Common Property;

G. Operate and maintain the Common Property in accordance with the Declaration;

H. To contract for the management of the Property and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration or Bylaws to have approval of the Board or the members of the Association. n;

I. Have and exercise any and all powers, rights and privileges which a corporation organized under the Florida Not For Profit Corporation Act by law may now or hereafter have or exercise;

J. Have and exercise any and all powers, rights and privileges set forth under the Declaration and the Bylaws; and

K. Have and exercise any and all powers, rights and privileges granted to association s pursuant to Chapter 720, *Florida Statutes*.

L. Operate, maintain and manage the Surface Water Management System in a manner consistent with the District Permit, its requirements and applicable District rules, and shall assist in the enforcement of this Declaration which relate to the Surface Water Management System;

**ARTICLE 6**  
**MEMBERSHIP**

**Section 1. Members.** Every Owner of a Lot other than the Association shall be a Member of the Association, and no other persons or entities shall be entitled to membership. Membership shall be appurtenant to, run with, and may not be separated from ownership of a Lot.

**Section 2. Changes in Membership.** Changes in membership in the Association shall be established by the recording in the Public Records of Monroe County, Florida, of a deed or other instrument establishing a change of record title to a Lot and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument shall thereby become a member of the Association. The membership of the prior Owner shall be thereby terminated.

**Section 3. No Assignment of Member's Share.** The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Member's Lot.

**ARTICLE 7**  
**VOTING RIGHTS**

The Association shall have two classes of voting membership:

**Class A:** Class A Members shall be all Owners, with the exception of Declarant and Builders, and shall be entitled to one vote for each Lot owned. When any Lot entitling the Owner to membership in the Association is owned of record in the name of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, tenants by the entirety or any other manner of joint or common ownership, or if two or more persons or entities have the same fiduciary relationship respecting the same property, then unless the instrument or order appointing them or creating the tenancy otherwise directs and it or a copy thereof is filed with the Secretary of the Association, such Owner shall select one official representative to qualify for voting in the Association and shall notify in writing the Secretary of the Association of the name of such individual. The vote of that individual shall be considered to represent the will of all the Owners of that Lot. In the circumstance of such common ownership, if the Owners fail to designate their voting representative, then the Association may accept the person asserting the right to vote as the voting Owner until notified to the contrary by the other Owners of such Lot. Upon such notification, the Owner may not vote until the Owner(s) appoint their representative pursuant to this paragraph.

**Class B:** The Class B Member(s) shall be Declarant and all Builders, who shall be entitled to five (5) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership once Turnover has occurred in accordance with ~~Error! Reference source not found.~~ of the Declaration.

**ARTICLE 8**  
**BOARD OF DIRECTORS**

**Section 1.**     **Number.** Until Turnover, the affairs of this Association shall be managed by a Board of not less than three (3) Directors, who need not be Members of the Association and who shall be appointed by the Declarant. After Turnover and for so long as Declarant holds any portion of the Property for sale in the ordinary course of business, the Declarant shall be entitled (but not obligated) to appoint at least one member of the Board, unless otherwise required by law. At such time as Declarant no longer owns any Lots within the Property, the number of Directors may be increased or decreased by amendment to these Articles, provided there shall never be less than three (3) Directors. All affairs of the Association shall be governed by the affirmative vote of a majority of the Directors in attendance at a duly called meeting unless otherwise specifically provided for in the Declaration.

**Section 2.**     **Term.** Directors shall be appointed to serve for three (3) year terms, unless a Director sooner dies, resigns or is removed. There shall be no limit to the number of terms any one Member may serve as a director.

**Section 3.**     **Initial Directors.** The names and addresses of the person who are appointed by Declarant to act in the capacity of directors are:

Edwin O. Swift III	201 Front Street, Suite 224, Key West, FL 33040
Christopher C. Belland	201 Front Street, Suite 224, Key West, FL 33040
Deborah Scarlet Swift Batty	201 Front Street, Suite 310, Key West, FL 33040

**ARTICLE 9**  
**DISSOLUTION**

The Association may only be dissolved upon termination of the Declaration as set forth therein. Upon such dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, if any, including, but not limited to the Common Property, if any, shall be transferred to another not-for-profit corporation or appropriate public agency having similar purposes (the "Non SWMS Property") and the Surface Water Management System of the Neighborhood (the "SWMS Property") shall be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the District prior to such termination, dissolution or liquidation. If the local government agency declines to accept such SWMS Property, then the SWMS Property shall be dedicated to a similar non-profit corporation. If no other not-for-profit corporation or agency will accept such Non SWMS Property or SWMS Property, then any Member or affected governmental instrumentality or agency, including the District, may petition the Circuit Court of the County in which the Property is located to appoint a receiver or trustee to conduct the affairs and fulfill the obligations of the Association with respect to such applicable portions of the Common Property, or otherwise dispose of the Common Property or portions thereof as the Circuit Court may deem appropriate. If a receiver or trustee is appointed, the Association shall be responsible for court costs, attorney's fees, and all other expenses of the receivership or trust shall constitute Common Expenses of the Association and shall be assessed

against its Members. If the Association has been dissolved, or if the Association shall not have a sufficient number of directors, the receiver or trustee shall have all powers and duties of a duly constituted board of directors. The receiver or trustee shall serve until such time as the Circuit Court may deem appropriate.

**ARTICLE 10.**  
**DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

**ARTICLE 11.**  
**INCORPORATOR**

The name and address of the incorporator is as follows:

Edwin O. Swift III      201 Front Street, Suite 224, Key West, FL 33040

**ARTICLE 12.**  
**AMENDMENTS**

Prior to Turnover, amendment of these Articles of Incorporation shall require the assent of two-thirds (2/3) of the Board of Directors. Following Turnover, these Articles of Incorporation shall be amended 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 13.**  
**FHA/VA APPROVAL**

Notwithstanding anything herein to the contrary, as long as Residential Units are being developed on the Property, Declarant may (but shall not be required to) require the following actions to be approved in advance by the Department of Housing and Urban Development and the Federal Housing Administration (and/or the Veterans Administration): (i) annexation of additional real property to the Property other than the Additional Property defined herein, (ii) dedication of Common Area, and (iii) amendment of this Declaration. Furthermore, to the extent it is required as a condition of obtaining approval by the Department of Housing and Urban Development, FHA and/or the VA that Declarant make modifications to this Declaration, then Declarant shall have the right to so modify this Declaration without the necessity of joinder or approval of the Association or any Owner or other party who may be affected.

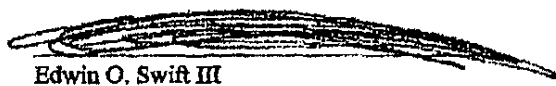
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 21 day of July, 2016.



Edwin O. Swift III

## ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as agent for service of process on the Key Haven Estates Homeowners' Association, Inc. within the State of Florida, at the place designated in ARTICLE 3 of the foregoing Articles of Incorporation, accepts the appointment as registered agent for Key Haven Estates Homeowners' Association, Inc. and is familiar with and accepts the obligations of this position.

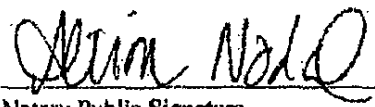
  
Edwin O. Swift III

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 21 day of July, 2016, by Edwin O. Swift III. He ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

(NOTARY SEAL)

  
Notary Public SignatureAllison Nodal  
(Name typed, printed or stamped)