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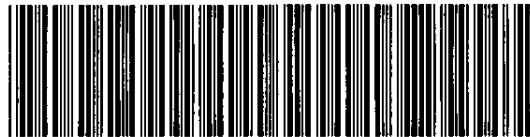
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ROCKYWOOD HOMEOWNERS

ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
ROCKYWOOD HOMEOWNERS ASSOCIATION, INC.
A Florida Not-for-Profit Corporation

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In compliance with the laws of the State of Florida, the undersigned does hereby file these Articles of Incorporation for the purpose of forming a corporation not-for-profit for the purposes and with the power set forth herein. All capitalized terms set forth herein to the extent not defined herein, shall have the meanings set forth in the Restrictive Covenants for Rockywood Subdivision, Phases I thru V, inclusive, (collectively the "Restrictive Covenants") as follows:

1. Lots 1-21 Rockywood Subdivision Phase I, recorded in public records Book 1366, page 1526 of Okaloosa County, Florida, as it may be modified and supplemented from time to time, and;
2. Lots 22-36, Rockywood Subdivision, Phase II, recorded in public records Book 1491, page 257 of Okaloosa County, Florida, as it may be modified and supplemented from time to time, and;
3. Lots 37-55, Rockywood Subdivision, Phase III, recorded in public records Book 1559, page 578 of Okaloosa County, Florida, as it may be modified and supplemented from time to time and;
4. Lots 56-70, Rockywood Subdivision, Phase IV recorded in public records Book 1666, page 240 of Okaloosa County, Florida, as it may be modified and supplemented from time to time and;
5. Lots 71-85, Rockywood Phase V, recorded in public records Book 2142, page 871 of Okaloosa County, Florida, as it may be modified and supplemented from time to time.

ARTICLE I – NAME

The name of the corporation is ROCKYWOOD HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II – REGISTERED AGENT

The name and address of the Registered Agent of the Association is:

C. Jeffrey McInnis
909 Mar Walt Drive, Suite 1014
Fort Walton Beach, Florida 32547

ARTICLE III – PRINCIPAL OFFICE

The principal office of the Association shall be located at 128 N. John Sims Parkway, Valparaiso, FL 32580; but the Association may maintain offices and transact business in such places, within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE IV – PURPOSE AND POWERS

The Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which it is formed are to operate as a corporation not-for-profit pursuant to Chapters 617 and 720, Florida Statutes and to provide for the maintenance, preservation and architectural control of all improvements on the Lots and the other property all within those certain tracts of land described as Rockywood Subdivision, Phases I thru V, inclusive, as recorded in Plat Book 9, Page 62; Plat Book 11, Page 13; and Plat Book 12, Page 11, and Plat Book 12, Page 70 and, Plat Book 17, Page 88 all of the Official Records of Okaloosa County, Florida, and as such is supplemented from time to time, all for the mutual advantage and benefit of the Members of this Association shall have and exercise the following authority and powers, all of which may be exercised by the Board of Directors:

- (1) To exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in the Restrictive Covenants, as the same may be amended from time to time as therein provided, as well as in the provisions of these Articles and the Bylaws. The Restrictive Covenants are incorporated herein by this reference as if set forth in detail.
- (2) To fix, levy, collect and by any lawful means enforce payment of all Assessments pursuant to the terms of the Bylaws and 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.
- (3) To 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 or any improvements thereon in connection with the affairs of the Association.
- (4) To borrow money and pledge or hypothecate any and all of the Association's real or personal property as security for money borrowed or debts incurred.
- (5) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, as more fully provided in these Articles of Incorporation and Bylaws.
- (6) To maintain, repair, replace, operate and manage the assets and property of the Association and property within the platted areas of the subdivision for the common use and benefit of the Members and to make, establish and amend reasonable rules and regulations governing the use of the Lots.
- (7) To employ personnel, agents, management or independent contractors to perform the services required for the proper operation and maintenance of the assets and property of the Association.

- (8) To have and to exercise any and all other powers, rights and privileges which a not-for-profit corporation organized under Chapter 720, Florida Statutes, for Homeowner's Associations, and to the extent not in direct conflict with the Restrictive Covenants, of Chapter 617, Florida Statutes, for not-for-profit corporations, as both may be amended from time to time.

All of the Association's assets and earnings shall be used exclusively for the purposes set forth herein and in accordance with Section 528 of the Internal Revenue Code of 1986, as amended ("Code"), and no part of the assets of this Association shall inure to the benefit of any individual Member or any other person. The Association may, however reimburse its Members for actual expenses incurred for or on behalf of the Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Association, as permitted by Section 528 of the Code, other applicable provisions of the Code, federal and state law, In addition, the Board of Directors shall also have the right to exercise the powers and duties set forth in the Bylaws.

ARTICLE V – MEMBERSHIP

- (1) Every person or entity who is record owner of a fee or undivided fee interest in any Lot, may 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 established by the record owner(s) of a Lot executing a written HOA Disclosure and Covenant which is recorded in the Public Records of Okaloosa County, Florida and shall thereafter run with title to the Lot and be appurtenant to and may not be separated from ownership of the Lot which is described in the Restrictive Covenants, each such Lot shall have an equal "Membership Interest".
- (2) The transfer of the membership of any Owner shall be established by the recording in the public records of Okaloosa County of a deed or other instrument establishing a transfer of record title to any Lot(s) for which membership has already been established. Upon such recordation, the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a copy of the deed or other instrument establishing the transfer of ownership of the Lot. It shall be the responsibility and obligation of the former and new Owner of the Lot to provide such copy to the Association.
- (3) The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of the Lot owned by such Member.

ARTICLE VI – VOTING RIGHTS

At any meeting of the Members, the Owner of each Lot, for which membership has been established, or his designated proxy shall be entitled to cast one (1) vote for each such Lot he owns. The vote for each such Lot shall be exercised as its Owner(s) determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

ARTICLE VIII – TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IX – DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than ninety percent (90%) of the votes of the Association either in person or by proxy. 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, or for the residents of the county in which the Property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE X – BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors of not less than five (5) nor more than seven (7) Directors, the exact number to be determined in the Bylaws. The Board of Directors shall be selected as provided in the Bylaws. The initial members of the Board of Directors will be as follows:

1. Name: Martina Kirschling
Position: Director
Mailing Address: 213 Bayberry Drive, Niceville, Florida 32578
2. Name: Jerold E. Thummel
Position: Director
Mailing Address: 236 Bayberry Drive, Niceville, Florida 32578
3. Name: Samuel Teixeira
Position: Director
Mailing Address: 220 Yellow Pine Court, Niceville, Florida 32578
4. Name: Christine Bosau
Position: Director
Mailing Address: 220 Yellow Pine Ct, Niceville, FL 32578
5. Name: Lisa Johnson
Position: Director
Mailing Address: 216 Yellow Pine Court, Niceville, Florida 32578

ARTICLE XI – OFFICERS

Subject to the direction of the Board, the officers shall administer the affairs of this Association. Officers shall be designated and elected in accordance with the Bylaws.

ARTICLE XII – BYLAWS

The Bylaws of this Association shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or appealed in the manner set forth in the Bylaws.

ARTICLE XIII – AMENDMENTS

The Board of Directors may amend these Articles with a two-thirds vote of the Board. Provided further that no amendment shall conflict with any provisions of the Restrictive Covenants. Any Institutional Mortgagees shall be required for any amendment to these Articles which impairs the rights, priorities, remedies or interest of such Institutional Mortgagees and such consent shall be obtained in accordance with the terms and conditions, and subject to the time limitations, set forth in the Florida Statutes or as determined by the Board of Directors.

ARTICLE V – INDEMNIFICATION

This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding whether civil criminal, administrative or investigative, and any appeals thereof, to which any such person(s) or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent, as herein provided. The foregoing right of indemnification shall not be inclusive of any other rights to which any such person may be entitled as a matter of law or which he may be lawfully granted. It shall be the obligation of the Association to obtain and keep in force a policy of officers' and directors' liability insurance.

ARTICLE XVI – INCORPORATOR

The name and address of the Incorporator of the corporation is:

Valparaiso Realty Company
128 N. John Sims Parkway
Valparaiso, FL 32580

IN WITNESS WHEREOF the Incorporator has caused these Articles of Incorporation to be executed this 28th day of October, 2016.

Valparaiso Realty Company,
a Florida Corporation

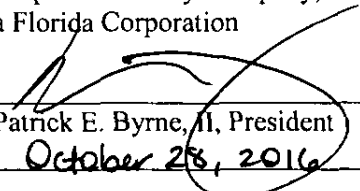
By: _____

Patrick E. Byrne II, President

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091, Florida Statutes, the following is submitted in compliance with said Act: Rockywood Homeowners Association, Inc., (the "Corporation") desiring to organize or qualify under the laws of the State of Florida, with its registered office at 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, has named C. Jeffrey McInnis, whose address is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, as its agent to accept service of process within Florida.

Valparaiso Realty Company,
a Florida Corporation

By: 
Patrick E. Byrne, II, President
Date: October 28, 2016

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


C. Jeffrey McInnis, Registered Agent
Date: 10/28/16

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