

N16 000010929

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400291936264

11/07/16--01011--010 \*\*78.75

16 NOV -7 AM 11:05

STATE  
CLERK  
VISA

M. MOON

NOV 07 2016

PHONE • 850-432-1300  
FACSIMILE • 850-438-4244

EDSEL E.  
**MATTHEWS**  
JR., P.A.  
ATTORNEY AT LAW

REAL ESTATE DEPARTMENT  
850-435-1008

308 SOUTH JEFFERSON STREET • PENSACOLA, FLORIDA 32502 • E-MAIL: efmlaw@bellsouth.net

October 28, 2016

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

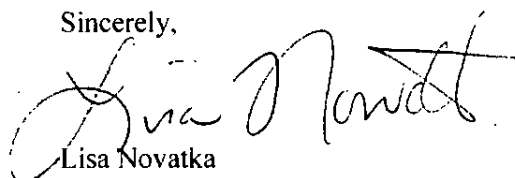
RE: Articles of Incorporation for Scenic Hills North Subdivision  
Homeowners Association, Inc.

Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced non-profit corporation. Also enclosed please find a check in the amount of \$78.75 to cover the filing fees. Please return a certified copy of the Articles to our office after filing.

Should you have any questions or need any additional information, please do not hesitate to contact our office.

Sincerely,



Lisa Novatka  
Paralegal to  
Edsel F. Matthews, Jr.

lmm

Enclosures

16 NOV -7 7:11:05

FILED  
DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**SCENIC HILLS NORTH SUBDIVISION HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, a resident of the State of Florida who is of full age, does hereby certify:

**ARTICLE I**  
Corporate Name

The name of the corporation is SCENIC HILLS NORTH SUBDIVISION HOME OWNERS ASSOCIATION, INC., hereinafter called the "Association".

**ARTICLE II**  
Address

The initial mailing address of the Association shall be 1698 Spalding Circle, Pensacola, Florida 32514. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

**ARTICLE III**  
Registered Agent

Neil F. Pape whose address is 1698 Spalding Circle, Pensacola, Florida 32514, is hereby appointed the initial registered agent of this Association.

FILED  
SECRETARY OF STATE  
16 NOV -7 AM 11:05

ARTICLE IV  
Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distributions of income to its members, directors or officers. The specific purposes for which it is formed are to look after the beauty, general welfare, and safety of the subdivision, including the payment of the operational cost of the street lights, and maintenance of the sign and median and the entryway of the subdivision and to further provide for maintenance, preservation and architectural control of the residential lots, common areas and improvements (as defined in the DECLARATION OF RESTRICTIONS, referred to hereinafter as the "Declaration") according to the provisions of the Declaration recorded in OR Book 2102 at Page 781, of the Public Records of Escambia County, Florida, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose. The Association shall have the following powers:

(a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the By-Laws of the Association;

(b) To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the property and recorded or to be recorded in the Public Records of Escambia County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth in its entirety;

FILED  
SEC. 11, ART. 1, 1954  
16 NOV - 7 AM 11:05

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and establish and collect annual member dues; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) To maintain, repair and operate the property of the Association;

(e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Lot Owners;

(f) To reconstruct improvements after casualty and make further improvements upon the property;

(g) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and By-Laws of the Association, and the rules and regulations adopted pursuant thereto;

(h) To employ personnel to perform the services required for proper operation of the Association;

(i) 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 in connection with the affairs of the Association;

(j) To dedicate, sell or transfer all or any part of the common areas, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be provided in the Declaration. No such dedication or transfer shall be effective unless an

instrument has been signed by seventy-five percent (75%) of members, agreeing to such dedication, sale or transfer;

(1) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common areas, provided that any such merger, consolidation or annexation shall have the assent of seventy-five percent (75%) of members unless the annexation involves land the Developer has reserved the right to annex in the Declaration, in which case the Declaration shall control the annexation.

#### ARTICLE V Membership

Membership Generally: No person except an Owner is entitled to membership in the Association. Every Owner who holds record title to a residential lot and timely pays said lot's annual assessment and dues under the Declaration shall be a member of the Association. Each membership shall be appurtenant to the residential lot and shall be transferred automatically by a conveyance of record title to such lot. An owner of more than one lot is entitled to one membership for each residential lot to which such Owner holds record title. If more than one person holds an interest in any residential lot, all such persons shall be members; provided however, that only one vote shall be cast with respect to any one residential lot. No person other than an Owner may be a member of the Association, and membership may not be transferred except by a transfer of record title to the residential lot to which it is appurtenant.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
16 NOV - 7 AM 11:05

ARTICLE VI  
Voting Rights

All members shall be entitled to one (1) vote for each residential lot owned. If more than one (1) person holds record title to a residential lot, there shall be only one vote cast with respect to such lot, exercised as the owners determine among themselves.

ARTICLE VII  
Board of Directors

The affairs of this Association shall be managed and governed by a Board of Directors consisting of at least three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of the Directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Neil F. Pape	1698 Spalding Circle, Pensacola, Fl. 32514
Carol Tucker	1695 Spalding Circle, Pensacola, Fl. 32514
Sarah Katis	10442 Tom O'Shanter Rd, Pensacola Fl. 32514

ARTICLE VIII  
Officers

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer and such other Officers as may be designated from time to time by the Directors. The Officers shall be elected or designated by the Board of Directors at its first meeting following the annual meeting of the members of the Association.

RECORDED  
16 NOV -7 AM 11:05

The names and address of the officer who shall serve until their successors are elected or designated by the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Neil F. Pape President	1698 Spalding Circle, Pensacola, Fl. 32514
Kathy Knowles, Secretary	1913 Adirondack Ave. Pensacola, Fl 32514
Carol Tucker, Treasurer	1695 Spalding Circle, Pensacola, Fl. 32514
Sarah F Katis, V.P.	10442 Tam O'Shanter Rd., Pensacola, Fl. 32514

#### ARTICLE IX Indemnification

Every Director and every Officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, or by reason of his having served the Association at its request, whether or not he is a Director or Officer or member serving the Association at the time such expenses or liabilities are incurred, except when the Director, Officer or member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the Association. The foregoing right of

16 NOV - 7 AM 11:05  
FILED  
STATE  
CLERK  
OF  
FLORIDA



indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or member serving the Association may be entitled.

#### ARTICLE X By-Laws

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote of a majority of all the members present in person or by proxy.

#### ARTICLE XI

##### Dissolution

The Association may be dissolved upon written assent signed by members holding not less than seventy-five percent (75%) of the total number of members. 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. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

#### ARTICLE XII Term

The term of the Association shall be perpetual.

#### ARTICLE XIII Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
16 NOV -7 AM 11:05

Section 1. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. Vote: A resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions must be adopted by not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

Section 3. Limit on Amendments: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members.

Section 4. Certification: A copy of each amendment shall be certified by the Secretary of State.

#### ARTICLE XIV Incorporator

The name and address of the incorporator of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Neil F. Pape	1698 Spalding Circle, Pensacola, FL 32514

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, as the incorporator of this Association, have

executed these Articles of Incorporation this 3<sup>rd</sup> day of October, 2016

  
Incorporator and Registered Agent

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Neil Pape  
who after being duly sworn, acknowledges that he executed the foregoing Articles of  
Incorporation for the purposes therein expressed this 3<sup>rd</sup> day of October, 2016.

  
NOTARY PUBLIC  
My Commission Expires:

☒ Personally known  
☐ Presented Identification  
Identification presented: \_\_\_\_\_



LISA NOVATKA  
MY COMMISSION # FF 946403  
EXPIRES: January 4, 2020  
Bonded Thru Budget Notary Services

16 NOV - 7 AM 11:05  
SECT. 1000  
STATE  
FLORIDA