

11/29/2016

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FLORIDA PROFIT/NON PROFIT CORPORATION
Sweetbaytm Community Association, Inc.

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ARTICLES OF INCORPORATION
OF
SWEETBAY™ COMMUNITY ASSOCIATION, INC.

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby forms a corporation not for profit under Chapter 617, Florida Statutes, as amended, and does hereby certify:

ARTICLE I
NAME

The name of the corporation shall be **SWEETBAY™ COMMUNITY ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "*Association*," these Articles of Incorporation as the "*Articles*," and the Bylaws of the Association as the "*Bylaws*."

ARTICLE II
PRINCIPAL OFFICE

The principal street address and mailing address of the Association is:

1903 Wright Place, Suite 220
Carlsbad, CA 92008

ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION; DEFINITIONS

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members, and the specific purposes for which it was formed are to provide for maintenance, preservation, and architectural control of the lots and common areas within the residential development known as **SweetBay™** as the same becomes subject to the Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Bay County, Florida (the "*Declaration*"), and to promote the welfare of the Owners within the Properties and to:

- a) Meet for the purpose of ascertaining the purposes or activities or eliciting the desires in which its membership is interested.
- b) Provide for the election or appointment of representatives, directors, and officers, as provided in the Bylaws, for the purposes of directing, managing, organizing the Association's activities.

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- c) Exercise all powers and privileges and to perform all duties and obligations of the Association as set forth in the Declaration as recorded in the public records of Bay County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.
- d) Promulgate or enforce rules, regulations, bylaws, covenants, restrictions, or agreements to effectuate any of the purposes, and to coordinate or manage all activities for which the Association is organized.
- e) Have and to exercise any and all powers, rights, and privileges which a nonprofit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.
- f) Establish, collect, and disburse General and Special Assessments to be used for attainment of any of its purposes or functions or for the improvement, maintenance, facilitation, and upkeep of the Common Areas.
- g) Manage, control, operate, maintain, repair, and improve Common Areas, incorporeal interests, easements, herms, and drainage easements, drainage retention areas, ponds, etc. that are located within or nearby the Properties (including adjacent or contiguous property that becomes part of the Properties or to the extent specifically authorized by the Board of Directors) in a manner consistent with the requirements of governmental rules and regulations, and to assist in the enforcement of the restrictions and covenants contained therein.
- h) Enforce covenants, conditions, or restrictions affecting the Properties (including adjacent or contiguous property that becomes part of the Properties or to the extent specifically authorized by the Board of Directors) to the extent the Association may be authorized to do so under any Declaration or By-Laws.
- i) Enter into, make, perform, or enforce contracts of every kind and description, and do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association or in association with any person, entity, or public or private entity or agency.
- j) Levy and collect adequate assessments against the Association's members and lots for the cost of maintenance and operation of all activities, Common Areas as authorized by the Declaration, the Association's Members, or Board of Directors.

The definitions contained in the Declaration are incorporated herein by reference and made a part hereof.

**ARTICLE IV
BOARD OF DIRECTORS; MANNER OF ELECTION**

(a) **Number and Qualification.** The Properties, business and affairs of the Association shall be managed by a Board of Directors initially consisting of three (3) directors appointed by the Class "B" Member, unless and until the size of the Board is changed in the manner provided by the By-Laws. Directors, other than those representing the Declarant or Class "B" Member, must be Lot Owners, or if a Lot is owned by an entity, directors, other than those representing the Declarant, must own an equitable or beneficial interest in the Lot Owner.

(b) **Duties and Powers.** All of the duties and powers of the Association existing under Chapter 617, Florida Statutes, as amended, the Declaration, the Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Lot Owners when such approval is specifically required.

(c) **Election; Removal.** Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

(d) **Term of Class "B" Member's Directors.** The Class "B" Member shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.

(e) **First Directors.** The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

Name: Jacob Fish

Address: 3204 Heartleaf Avenue East Panama City, FL 32405

Name: Scott Henson

Address: 3204 Heartleaf Avenue East Panama City, FL 32405

Name: Holly Pituch

Address: 3204 Heartleaf Avenue East Panama City, FL 32405

ARTICLE V OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated by the By-Laws. The officers shall be elected by the Board of Directors of the Association at its *first meeting following the annual meeting of the members of the Association* and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of the officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Name and Title: Jacob Fish President

Address: 3204 Heartleaf Avenue East Panama City, FL 32405

Name and Title: Scott Henson Vice President and Treasurer

Address: 3204 Heartleaf Avenue East Panama City, FL 32405

Name and Title: Holly Pituch Secretary

Address: 3204 Heartleaf Avenue East Panama City, FL 32405

ARTICLE VI AMENDMENTS

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

(a) **Notice**. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes, as amended. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

(b) **Adoption**. Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes, as amended.

ARTICLE VII MEMBERSHIP AND VOTING

(a) **Mandatory Membership**. The Declarant, and every Owner as defined in the Declaration, must be a Member of the Association. Except for the Declarant, membership shall be appurtenant to and may not be separated from ownership of any Lot. All of the Association's Members agree to be bound by the terms and provisions of the Declaration, the Articles, and the By-Laws and operating

procedures as may be promulgated by the Association from time to time.

(b) **Classes of Membership.** The Association shall have two (2) classes of membership: The Class "A" Members shall be the Lot Owners in the Association except for the Declarant, which shall be the sole Class "B" Member. At such time as the Declarant or any Declarant-Related Entity own less than five percent (5%) of the Lots proposed under the Master Plan, the Class "B" membership shall terminate, and the Declarant shall become a Class "A" Member entitled to Class "A" votes for each Lot which it owns.

(c) **Voting Rights.** The voting rights in the Association shall be as follows:

(i) Each Class "A" Member shall have one (1) equal vote for each Lot in which he, she, or it holds the interest required for membership as provided in the Declaration; provided, there shall be only one vote per Lot.

(ii) The voting rights of the Class "B" Member, including the right to approve, or withhold approval of, actions proposed under the Declaration, the By-Laws and these Articles, are specified in the relevant sections of the Declaration, the By-Laws and these Articles.

(iii) In any situation where there is more than one Owner of a Lot, the vote for such Lot shall be exercised as the co-Owners determine among themselves and advise the secretary of the Association in writing prior to the vote being taken. Absent such advice, the Lot's vote shall be suspended if more than one Person seeks to exercise it. No vote shall be exercised on behalf of any Lot if any assessment for such Lot is delinquent. In addition, no vote shall be exercised for any property which is exempt from assessment.

ARTICLE VIII REGISTERED AGENT

The name and Florida street address of the Association's registered agent is:

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

St. Andrew Bay Land Company, LLC
1903 Wright Place, Suite 220
Carlsbad, CA 92008

ARTICLE X DURATION

The Association shall have perpetual existence, unless dissolved in accordance with applicable law. *In the event that the Association is dissolved, and to the extent that responsibility for any surface water management system is the responsibility of the Association, then the Properties consisting of such surface water management system and the right of access to the portions of the Properties containing the surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system must be dedicated to a similar not for profit corporation.*

ARTICLE XI BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws and the Declaration.

ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless the Declarant, every officer and every Director and every ARB member and committee member, their heirs, executors, and administrators against all damages, liabilities, and expenses, including reasonable attorneys' fees, incurred in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he, she, or it may be a party by reason of being the Declarant, or having been an officer, director, ARB member or committee member, except that such obligation to indemnify shall be limited to those actions for which liability is limited under the Declaration, these Articles and Florida law.

The officers, directors, ARB members and committee members shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, willful misconduct, or bad faith. The officers and directors, ARB members and committee members shall have no personal liability with respect to any contract or other commitment made or action taken in good faith on behalf of the Association (except to the extent that such officers or directors, ARB members or committee members may also be Members of the Association). *The Association shall indemnify and forever hold each such officer, director ARB member and committee member harmless from any and all liability to others on account of any such contract, commitment or action. This right to indemnification shall not be exclusive of any other rights to which any present or former officer, director, ARB member or committee member may be entitled.*

The Association shall also indemnify and forever hold harmless the Declarant to the extent that any officer, director or employee of the Declarant serves as an officer, director or committee member of the Association and the Declarant incurs any damages or expenses, *including attorneys'*


fees, in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding) by reason of having its officers, directors or employees serve as officers, directors, or committee members of the Association, except that such obligation to indemnify shall be limited to those actions for which liability is limited under the Declaration, these Articles and Florida law. This right to indemnification shall not be exclusive of any other rights to which the Declarant may be entitled.

[Remainder of Page Intentionally Left Blank – Signature Page on Following Page]

IN WITNESS WHEREOF, the Incorporator has affixed its signature this 21 day of
November, 2016.

ST. ANDREW BAY LAND COMPANY, LLC, INCORPORATOR

By: Panama City Land Company, LLC
Its: Managing Member


By: EVAN N. RUHE
Its: Vice President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

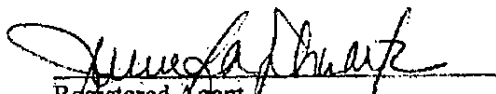
The name of the corporation is:

SWEETBAY™ COMMUNITY ASSOCIATION, INC.

The name and address of the registered agent and office is:

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Registered Agent

Jennifer A. Schwartz, Asst. Secretary

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