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## FLORIDA PROFIT/NON PROFIT CORPORATION

Seacroft Owners Association, Inc.

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**ARTICLES OF INCORPORATION OF  
SEACROFT OWNERS ASSOCIATION, INC.  
(A Florida not-for-profit corporation)**

The undersigned adopts the following Articles for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, and certifies as follows:

**ARTICLE I  
NAME**

The name of the Corporation shall be SEACROFT OWNERS ASSOCIATION, INC. For convenience, the Corporation shall be referred to in this instrument as the "Association".

**ARTICLE II  
ADDRESS**

The address of the initial principal office of the Association and the initial mailing address of the Association is 4399 Commons Dr E Ste 300, Destin, FL 32541.

**ARTICLE III  
DEFINITIONS**

All capitalized terms used herein which are not defined shall have the same meaning as set forth in the Declaration of Conditions, Covenants, and Restrictions for Seacroft Subdivision, recorded in the Official Records of Walton County, as amended from time to time (the "Declaration").

**ARTICLE IV  
PURPOSES**

The purposes for which the Association is organized are:

- A. to be and constitute the Association to which reference is made in the Declaration;
- B. to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Declaration, in the By-Laws and as provided by law; and
- C. to provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration.

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## ARTICLE V POWERS

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the powers conferred upon a not-for-profit corporation under Florida statutory and common law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, By-Laws, or the Declaration, including, without limitation, the power to:

(i) to fix and collect assessments and other charges to be levied against property subject to the Declaration in sufficient amount, among other common expenses, to cover the costs of maintenance and operation of the common Surface Water and Stormwater Management System;

(ii) to manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property for which the Association by rule, regulation, covenant or contract has a right or duty to provide such services which shall specifically include the maintenance and repair of the Surface Water and Stormwater Management System, including, but not limited to, work within retention areas, drainage structures and drainage easements;

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(iv) to engage in activities which will actively foster, promote and advance the common interests of all owners of real property subject to the Declaration;

(v) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or By-Laws;

(vi) to borrow money for any purpose, subject to such limitations as may be contained in the By-Laws;

(vii) to enter into, make, perform or enforce contracts of every kind and description and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation or other entity or agency, public or private;

(viii) to act as agent, trustee, or other representative of other corporations, firms or individuals, and as such to advance the business or ownership interests in such corporations, firms or individuals;

(ix) to adopt, alter and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provision of the Declaration; and

(x) to provide any and all supplemental municipal services to the real property subject to the Declaration as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or thereafter be permitted by law; the powers specified in each of the paragraphs of this Article V are independent powers; not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

B. The Association shall make no distributions of income to its members, directors or officers.

#### ARTICLE VI MEMBERS

A. The Owner of each Unit, as those terms are defined in the Declaration, shall be a Member of the Association and shall be entitled to vote in accordance with the terms of the Declaration, except that there shall be no vote for any Unit owned by the Association. The manner of exercising voting rights shall be as set forth in the Declaration and in the By-Laws of the Association.

B. Transfer of membership in the Association shall be established by recording in the Official Records a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the owner designated by such instrument shall become a member of the Association and the membership of the prior owner shall be terminated.

C. 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 of such Member's property subject to the Declaration.

#### ARTICLE VII TERM

The Association shall be of perpetual duration.

#### ARTICLE VIII DIRECTORS

A. The affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) directors. The number of directors may be increased in accordance with the By-Laws.

B. The members of the initial Board of Directors shall be appointed at the first meeting of Members called by the Incorporator, and addresses shall be provided at that time.

C. The method of election, removal and filling of vacancies on the Board of Directors and the term of office of directors shall be as set forth as set forth in the By-Laws.

D. The Board may designate its operating authority to such corporations, individuals and committees as it, in its discretion, may determine.

#### **ARTICLE IX** **BY-LAWS**

The 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.

#### **ARTICLE X** **LIABILITY OF DIRECTORS**

To the fullest extent that the Florida Not For Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

#### **ARTICLE XI** **AMENDMENTS**

Amendments to these Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes; provided, however, no amendment may be in conflict with the Declaration, and provided, further, no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration. Any proposed amendment must be approved by Owners representing 75% of the total authorized votes in the Association. However, no vote shall be required to amend these Articles of Incorporation for the sole purpose of complying with the requirements of any governmental or quasi-governmental entity or institutional lender authorized to fund, insure or guarantee mortgages on individual Units, as such requirements may exist from time to time, which amendments may be adopted by the Board of Directors.

#### **ARTICLE XII** **DISSOLUTION**

The Association may be dissolved only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Owners representing 75% of the total votes in the Association, and the consent of the Declarant so long as the Declarant owns any property subject

to the Declaration. Upon dissolution of the Association, any remaining real property assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE XIII**  
**MERGER AND CONSOLIDATION**

The Association may merge or consolidate only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Owners representing 75% of the total votes in the Association, and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration.

**ARTICLE XIV**  
**INCORPORATOR**

The name of the incorporator of the Association is Steven K. Hall, whose address is 4399 Commons Drive, Suite 300, Destin, Florida 32541.

**ARTICLE XV**  
**REGISTERED AGENT AND OFFICE**


The initial registered office of the Association is 4399 Commons Dr E Ste 300, Destin, Florida 32541 and the initial registered agent is Steven K. Hall whose address is 4399 Commons Dr E Ste 300, Destin, Florida 32541.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3<sup>rd</sup> day of January, 2017.

  
\_\_\_\_\_  
Steven K. Hall

**ACCEPTANCE BY THE REGISTERED AGENT**

I, Steven K. Hall, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on January 3, 2017.

  
\_\_\_\_\_  
Steven K. Hall, Registered Agent

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Steven K. Hall, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation for the uses and purposes therein contained on this 3<sup>rd</sup> day of January 2017.



*Vicki Spray*  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

[notary seal]