

NI 10000007544

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

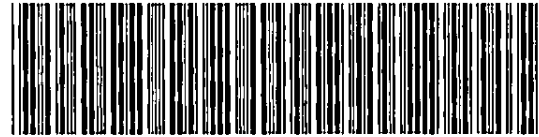
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900301368419

07/18/17--01027--013 ++78.75

FILED  
17 JUL 18 PM 3:24  
SECURITY UNIT  
TALLAHASSEE FLORIDA

## COVER LETTER

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

**SUBJECT:** Sandy Acres Association, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Debra M Harden  
\_\_\_\_\_  
Name (Printed or typed)

17000 Perdido Key Drive  
\_\_\_\_\_  
Address

Pensacola, FL 32507  
\_\_\_\_\_  
City, State & Zip

251-402-1224  
\_\_\_\_\_  
Daytime Telephone number

dmharden556@aol.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

Original

**ARTICLES OF INCORPORATION OF**

**SANDY ACRES ASSOCIATION, INC.**  
**(A Florida Corporation Not For Profit)**

17 JUL 18 PM 3:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WHEREAS, Articles of Incorporation of Sandy Acres Association, Inc. were previously filed on or about \_\_\_\_\_, in the Court Records of Escambia County, Florida; and

WHEREAS, the Association did subsequently fail to continue and maintain its legal status, and the said Articles need to be revived so that the Association may reorganize in order to govern the subject property as allowed by Sections 720.403-407 of the Florida Statutes;

WHEREAS, the current owners of a majority of the lots within said subdivision have approved the readoption of these Articles;

WHEREFORE, Sandy Acres Association, Inc. hereby revises its Articles of Incorporation as set forth herein below.

The undersigned by these Articles of Incorporation hereby associates himself for the purpose of forming a corporation not for profit under Chapters 617 and 720, Florida Statutes, as amended, and do hereby certify:

**ARTICLE I - NAME AND ADDRESS**

The name of the corporation shall be: SANDY ACRES ASSOCIATION, INC., and its mailing address is 17000 PERDIDO KEY DRIVE, PENSACOLA, FL 32507

**ARTICLE II - DEFINITIONS**

For convenience, the corporation shall be referred to in this instrument as the "Association"; The Declaration of Covenants, Conditions and Restrictions, as the "Declaration"; these Articles of Incorporation as the "Articles"; the By-Laws of the Association as the "By-Laws" and Sandy Acres Association Trust as the "Trust". All other definitions contained in The Declaration are incorporated by reference into these Articles.

**ARTICLE III - PURPOSE AND POWERS**

Section 3.1 Purpose. The purpose for which the Association is organized is to provide an entity pursuant to the homeowners and corporate statutes for the operation of Sandy Acres subdivision located in Escambia County, Florida. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida. No portion

of any earnings of the Association shall be distributed to the private benefit of any Member, Director or Officer.

Section 3.2 Powers and Duties.

A. General. For the accomplishment of its purposes, the Association shall have all the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by the Declaration, the Bylaws or the Homeowners Association Act and Corporate Act and such powers as limited or modified by the provisions of Section 3.2.C below. The powers of the Association shall also be as set forth in the Declaration and By-Laws, which shall include promulgation of regulations with respect to the property in the subdivision and Association property.

B. Powers. The Association shall have all of the powers reasonably necessary to operate the subdivision pursuant to the Declaration and By-Laws as they may hereafter be amended, including, but not limited to:

1. To make and collect annual and special assessments against members of the Association to defray the costs, expenses and losses of the members and the Association, and to use the funds in the exercise of its powers and duties.
2. To protect, maintain, repair, replace and operate the property.
3. To purchase insurance upon the Common Areas for the protection of the Association and its members, as required by law.
4. To make improvements of the property in the Common Areas, subject to any limitations contained in the Declaration and Trust.
5. To reconstruct improvements after casualty.
6. To make, amend, and enforce reasonable rules and regulations governing the use of the Common Areas and Association property, inclusive of the Units, the operation of the Association, and including the frequency, time, location, notice and manner of the inspection and copying of official records.
7. To contract for the management and maintenance of the Common Areas, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration or the Trust to be exercised by the Board of Directors or the membership of the Association.
8. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Common Area and Association property.

C. Limitation on Corporate Powers. The following limitations on the following powers of the Association as set forth in the corporate statute, shall apply;

1. No Directors, Officers or committee members shall receive compensation for their services as Directors, Officers and committee members. The foregoing shall not preclude Directors, Officers and committee members from being (and who shall be) reimbursed for all actual and proper out-of-pocket expenses relating to the proper discharge of their respective duties.

2. All funds and the title to all property acquired by the Association and their proceeds shall be held for the benefit and use of the Owners in accordance with the provisions of the Declaration, the Trust, these Articles, and the Bylaws.

All powers of the Association conferred by the Declaration, the Trust and Bylaws are incorporated into these Articles by reference.

D. Duties.

1. The Association shall adopt a Rule and Regulation concerning the posting of notices of Board meetings and the annual meeting that meet the requirements of Florida Statute 720.

2. The Association shall prepare a Question and Answer Sheet and shall update it at least annually if and as required by the Homeowners Association Act and Administrative Rules as amended from time to time.

3. The Association shall maintain an adequate number of copies of the Association Documents and Rules and Regulations, and all amendments to the foregoing, as well as the Question and Answer Sheet referred to above, and the most recent year-end financial information on the Association property, to ensure their availability to Owners. The Association may charge its actual costs for preparing and furnishing the foregoing to those requesting same.

4. The Association shall ensure that the following contracts shall be in writing:

(a) Any contract for the purchase, lease or renting of materials or equipment, which is not to be fully performed within one year from the date of execution of the contract.

(b) Any contract, regardless of term, for the provision of services; other than contracts with employees of the Association, and contracts for attorneys and accountants services, and any other service contracts exempted from the foregoing requirement by the Homeowners Association Act or Administrative Rules as amended from time to time.

5. The Association shall obtain competitive bids for materials, equipment and services where required by the Homeowners Association Act and Administrative Rules as amended from time to time. This provision shall not require the Association to accept the lowest bid.

6. The Association shall obtain and maintain fidelity bonding as required by the Homeowners Association Act and Administrative Rules.

7. The Association shall keep a roster of Owners and their addresses and mortgagees and their addresses based on information supplied in writing by the Owners from time to time to the Association.

#### **ARTICLE IV -MEMBERSHIP AND VOTING IN THE ASSOCIATION**

Section 4.1 Membership. The members of this Association shall consist of all owners of lots in the Subdivision. Owners of such lots shall automatically become members upon acquisition of the fee simple title to their respective lots.

The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's lot, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more lots so long as such member owns at least one lot.

The interest of a member in the funds and assets of the Association may not be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the lot which is the basis of his or her membership in the Association.

The Secretary of the Association shall maintain a list of the members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving his name, address and lot number and providing a copy of the recorded deed instrument provided, however, that any notice given to or vote accepted from the prior owner of such lot before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may (but shall not be required to) search the Public Records of Escambia County or make other inquiry to determine the status and correctness of the list of members of the Association maintained by him or her and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

Section 4.2 Voting. Each lot in the Subdivision shall be entitled to one vote in all Association matters submitted to the membership, and the owner of the lot shall be entitled to cast the vote in his or her discretion. The Owners of each Lot, collectively, shall be entitled to that vote as set forth in the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

## **ARTICLE V - DIRECTORS**

Section 5.1 Number and Qualifications. The property, business and affairs of the Association

shall be managed by a Board in the manner and accordance with the relevant provisions specified in the Bylaws. All directors shall be members of the Association. Qualifications of Directors are contained in the Bylaws.

Section 5.2 Duties and Powers. All of the duties and powers of the Association existing under Chapters 720 and 617, Florida Statutes and the Declaration shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to:

- A. Approval by Owners, when such approval is specifically required in the Law or the Declaration; and/or
- B. Action by the Executive Committee, if any.

Section 5.3 Election; Removal. All directors shall be members of the Association and shall be elected by majority vote of the members. Director(s) of the Association shall be elected in the manner determined by and subject to the terms and provisions set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

Section 5.4 First Board of Directors. The first Board of Directors shall be elected at the next Annual Members Meeting in May 2017 subject to the terms and provisions set forth in the Bylaws. The three Director terms shall be a one, two and three year term with three years for each thereafter.

The names and addresses of the members of the Board of Directors, who shall hold office until the First Board of Directors are elected and have taken office, as provided for in the Bylaws, are as follows:

William Metzger, 14651 Ridge Road, Summerdale, AL 36580  
Thomas Sheffield, Jr. 9570 W. Stone Rd, Semmes, AL 36575  
Jerald Williams, 20025 Donovan Dr. Seminole, AL 36574

## **ARTICLE VI - OFFICERS**

Section 6.1 Offices. The affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws.

Section 6.2 Duties and Powers. The powers and duties of the officers are as provided in the Bylaws.

Section 6.3 Election; Removal. The Officers shall be elected as provided in the Bylaws by the Board of Directors of the Association at its first meeting after the election meeting of the

members of the Association and shall serve at the pleasure of the Board of Directors with the exception of the Secretary/Treasurer who shall be elected by the members as provided in the Bylaws.

Section 6.4 First Officers. The names and addresses of the first officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	William Metzger, 14651 Ridge Road, Summerdale, AL 36580
Vice President:	Thomas Sheffield, Jr. 9570 W. Stone Rd, Semmes, AL 36575
2nd Vice President:	Jerald Williams, 20025 Donovan Dr. Seminole, AL 36574
Secretary/Treasurer:	Debra M Harden, 9526 Scenic Hills Dr. Semmes, AL 36575

## **ARTICLE VII - BYLAWS**

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be amended, altered or rescinded by affirmative vote of 2/3 the majority of the lot owners.

## **ARTICLE VIII - AMENDMENTS TO THE ARTICLES OF INCORPORATION**

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

Section 8.1 Proposal. Amendments to these Articles may be proposed by a majority of the entire membership of the Board of Directors or by written petition signed by at least twenty-five percent (25%) of the voting interests of the members of the Association. Only one co-owner of a lot need sign the petition for that lot.

Section 8.2 Procedure; Notice and Format. In the event that any amendment is proposed by the Board of Directors, then the Board may propose the amendment to be considered at the annual or a special members' meeting. In the event that any amendment was proposed by written petition of the members, then the Board shall have forty (40) days from its receipt of the petition or ten (10) days after its next regular meeting, whichever time period is greater, to certify that the proper number of owners executed the petition. Once certified, the Board shall call a meeting of the members to vote on the amendments within sixty (60) days after certification of the signatures. An amendment may be considered at the annual or a special members' meeting. The full text of any amendment to the Articles shall be included in the notice of the members' meeting of which a proposed amendment is considered by the Owners members.

Section 8.3 Vote Required. Except as otherwise provided by Florida law, or by specific provision of these Articles, these Articles may be amended by concurrence of not less than a majority of the entire membership of the Board of Directors then serving and by two-thirds (2/3) of the voting interests of all members. If the amendments were proposed by a written petition signed by the members pursuant to Section 8.1 above, then the concurrence of the Board of Directors shall not be required.



Section 8.4 Recording and Effective Date. A copy of each amendment shall be filed with the Department of State pursuant to the provisions of applicable Florida law, and a copy bearing the filing stamp of the Department of State shall be recorded in the public records of the County. The Certificate of Amendment shall, on the first page, state the book and page of the public records where the Declaration is recorded. The Certificate shall be executed by any officer with the formalities required for the recording of a deed. The amendment shall be effective upon recording in the public records of the County. Exception. As to any amendment to Article XI of these Articles, this Section 8 shall not apply.

Section 8.5 Provisos. Notwithstanding any provision contained in these Articles to the contrary:

A. An amendment to these Articles that adds, changes, or deletes a greater or lesser quorum or voting requirement must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.

B. Article XI of these Articles may be amended by the vote of a majority of the entire Board of Directors, without the need for membership approval, if a statement of change of registered agent and/or office is on file with the Department of State.

#### **ARTICLE IX- INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Association shall and does hereby indemnify and hold harmless every officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or processing to which he may be made a party by reason of his being or having been a Director or officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of all other rights to which such Director or officer may be entitled.

#### **ARTICLE X - TERM**

The term of the Association shall be perpetual, subject to dissolution of the Association.

#### **ARTICLE XI - REGISTERED AGENT AND REGISTERED OFFICE**

The name and Florida Street address of the registered agent is:

Name: Debra M. Harden  
Address: 17000 Perdido Key Dr  
Pensacola FL 32507

**ARTICLE XII - INCORPORATOR**

The name and address of the Incorporator is:

Name: William Metzger  
Address: 14651 Ridge Rd  
Summerdale, AL 36580

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Debra M. Harden

Required Signature of Registered Agent.

Date: 5/27/17

☒ I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

William Metzger

Required Signature of Incorporator

Date: 5/27/17

17 JUL 18 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA