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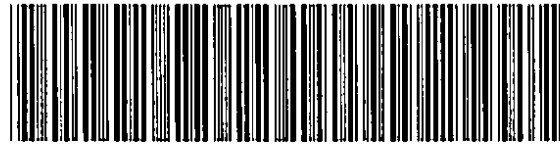
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***Jeffrey C. Sweet, Esquire***  
***Korey, Sweet, McKinnon & Simpson***  
***Attorneys and Counselors at Law***

*Robert Kit Korey, P.A.*  
*Jeffrey C. Sweet*  
*Noah C. McKinnon, Jr., P.A.*  
*Scott E. Simpson, P.A.*  
*Abraham C. McKinnon, P.A.*  
*R. Kevin Korey*

*Suite A, Granada Oaks Professional Building*  
*595 West Granada Boulevard*  
*Ormond Beach, FL 32174*  
*Telephone (386) 677-3431*  
*Telefax (386) 677-8436*  
*Email: penny.every@jsweetlaw.com*

August 31, 2017

DELIVERED VIA FEDERAL EXPRESS

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

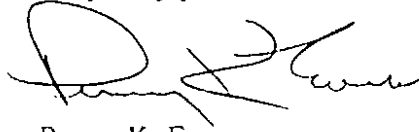
Re: New Filing - Halifax 100 Homeowners Association, Inc.

To Whom It May Concern:

Enclosed please find original signed Articles of Incorporation and one (1) copy thereof for certification. Our firm trust account check in the sum of \$81.75 is also enclosed in payment of the various fees.

If you have any questions, please call me at (386) 677-3431. Thanking you in advance for your attention to this matter, I remain,

Very truly yours,



Penny K. Every  
Assistant to Jeffrey C. Sweet

JCS/pkc  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
HALIFAX 100 HOMEOWNERS ASSOCIATION, INC.**

(A Corporation not for profit under  
the laws of the State of Florida.)

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TALLAHASSEE FLORIDA

The undersigned hereby associate themselves into a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE 1.  
NAME**

1.1 The name of the corporation shall be Halifax 100 Homeowners Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association."

1.2 After filing with the Florida Secretary of State, the name of the Association may be amended only with the affirmative vote of seventy-five percent (75%) or more of all members of the Association.

**ARTICLE 2.  
PURPOSE**

2.1 The purpose for which the Association is organized is to provide an entity for the operation and management of The Halifax 100 Community (the "Community") and to undertake the duties and acts incident to administration, management and operation of said Community. The actual location of the Community is described by legal description attached as Exhibit A to the Declaration of Covenants, Conditions, Restrictions and Easements of Halifax 100. The actual street address of the Community is 100 North Halifax Drive, Ormond Beach, FL 32176. The principal office of the Community shall be as provided herein.

2.2 The Association shall make no distributions of income to its members, directors or officers. The Association shall be conducted as a non-profit organization for the benefit of its members pursuant to Florida law, including, but not limited to the Homeowners Association Act Chapter 720, Florida Statutes, as said Act may be amended from time to time.

**ARTICLE 3.  
POWERS**

The Association shall have the following powers:

3.1 The Association shall have all of the common law and statutory powers of a corporation not-for-profit; not otherwise in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in Chapter 720, Florida Statutes (the "Homeowners Association Act"), and all of the powers and duties reasonably necessary

to operate the Community pursuant to the Declaration, as it may be amended from time to time, including but not limited to the following:

- a. To make and establish reasonable rules and regulations governing the use of all real property, lots, parcels and the Common Area of the Community.
- b. To make and collect assessments against members of the Association as parcel owners to defray the costs, expenses and losses of the Community.
- c. To use the proceeds of assessments in the exercise of its powers and duties.
- d. To maintain, repair, replace, operate and manage the property comprising the Community; including the right to reconstruct improvements after casualty and to make further improvements to the Community Property.
- e. To purchase insurance upon the Community Property and insurance for the protection of the Association.
- f. To approve or disapprove the transfer, leasing, mortgaging and ownership of parcels, if such approval is required by the Declaration of Covenants, Conditions, Restrictions and Easements and By-Laws.
- g. To enforce by legal means the provisions of the Homeowners Association Act, the Declaration of Covenants, Conditions, Restrictions and Easements, these Articles of Incorporation, the By-Laws of the Association and the rules and regulations governing the use of the Community Property.
- h. To contract for the management of the Community and to delegate to such contractors all powers and duties of the Association, except such powers as are specifically required by the Declaration of Covenants, Conditions, Restrictions and Easements to have approval of the Board of Directors or the membership of the Association.
- i. To contract for the management or operation of portions of the Common Area susceptible to separate management or operation.
- j. To employ personnel to perform the services required for proper operation of the Community.
- k. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to, or imposed upon, the Association pursuant to the Declaration of Covenants, Conditions, Restrictions and Easements aforementioned and the Homeowners Association Act.

3.3 All funds and the titles of all properties acquired by the Association, and any proceeds therefrom, shall be held for the members in accordance with the provisions of the Declaration of Covenants, Conditions, Restrictions and Easements, these Articles of Incorporation and the By-Laws.

3.4 The powers of the Association shall be subject to, and shall be exercised in accordance with, the provisions of the Declaration of Covenants, Conditions, Restrictions and Easements, these Articles, By-Laws and the Homeowners Association Act.

#### **ARTICLE 4.** **MEMBERS**

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

4.1 The members of the Association shall consist of all of the record title owners of the Parcels in the Community. No other persons or entities shall be entitled to membership except as provided in Paragraph 4.5 of this Article 4. After termination of the Community, the members of the Association shall consist of those Parcel Owners who are members at the time of such termination, and their successors and assigns.

4.2 Change of membership in the Association shall be established by recording in the public records of Volusia County, Florida, a deed or other instrument establishing a record title to a Parcel in the Community. The owner or owners designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated. The Association may require delivery to the Association of a true copy of the recorded deed as a condition of permitting a member to vote and to use the Common Area.

4.3 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 to a Parcel. The funds and assets of the Association belong solely to the Association subject to the limitation that same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Covenants, Conditions, Restrictions and Easements, in the By-Laws which may be hereafter adopted and the Homeowners Association Act.

4.4 On all matters upon which the membership shall be entitled to vote, there shall be one vote appurtenant to each Parcel weighted evenly, which vote shall be exercised or cast in the manner provided in the By-Laws of the Association.

4.5 Until such time as the Declaration of Covenants, Conditions, Restrictions and Easements is recorded, the membership of the Association shall be comprised of the subscribers of these Articles, each of whom shall be entitled to cast one (1) vote on all matters on which the membership shall be entitled to vote.

#### **ARTICLE 5.** **PRINCIPAL OFFICE**

The principal office of the Association shall be located at 570 Memorial Circle, Suite 300, Ormond Beach, FL 32174. The Association may maintain offices and transact business in such

other places within or without the State of Florida as may from time to time be designated by the Board of Directors. The Board of Directors may change the principal office by majority vote of the Board of Directors with the change occurring immediately upon filing of the new address with the Florida Secretary of State.

## **ARTICLE 6.**

### **DIRECTORS**

6.1 The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than five (5) directors. The number of members of the Board of Directors shall be as provided from time to time by the By-Laws of the Association, and in the absence of such determination shall consist of three (3) directors. Directors need not be members of the Association.

6.2 Directors of the Association shall be selected and designated at the annual meeting of the members in the manner determined by 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.

6.3 The names and addresses of the members of the first Board of Directors who shall hold office until their successors have qualified, are as follows:

EDWARD L. SCHWARZ	570 Memorial Circle, Suite 300 Ormond Beach, FL 32174
JEFFREY C. SWEET	595 W. Granada Blvd., Suite A Ormond Beach, FL 32174
PENNY K. EVERY	595 W. Granada Blvd., Suite A Ormond Beach, FL 32174

6.4 The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible; provided however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

## **ARTICLE 7.**

### **OFFICERS**

The affairs of the Association shall be administered by the officers: who shall be appointed by, and shall serve at, the pleasure of the Board of Directors. The names and addresses

of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME / TITLE</u>	<u>ADDRESS</u>
EDWARD L. SCHWARZ - President/Director	570 Memorial Circle, Suite 300 Ormond Beach, FL 32174
JEFFREY C. SWEET - Director	595 W. Granada Blvd., Suite A Ormond Beach, FL 32174
PENNY K. EVERY - Secretary/Treasurer/Director	595 W. Granada Blvd., Suite A Ormond Beach, FL 32174

#### **ARTICLE 8.** **INDEMNIFICATION**

8.1 Every director and every officer of the Association shall be indemnified by the Association, to the extent the Association is insured, against all expenses and liabilities, (including reasonable attorneys' fees) incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he/she may be a part of, or in which he/she may become involved by reason of his/her being or having been a director or officer of the Association, whether or not he/she is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties. Any payments for indemnification pursuant to this Article must be approved by the Board of Directors. The Board of Directors must determine that the expense being reimbursed is reasonable. If an indemnification payment is pursuant to a settlement, the settlement must be in the best interest of the Association.

8.2 The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### **ARTICLE 9.** **BY-LAWS**

9.1 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 by the By-Laws.

#### **ARTICLE 10.** **TERM**

The effective date upon which this Association shall come unto existence shall be the date of subscription and acknowledgment of these Articles, and it shall exist perpetually thereafter unless

dissolved according to law.

**ARTICLE 11.**  
**TURNOVER OF ASSOCIATION CONTROL**

After control of the Association is obtained by members other than the Developer, the Association may institute, maintain, settle, or appeal actions or hearings in the name of the Association on behalf of all members concerning matters of common interest to the members; including, but not limited to, the common areas; roof or structural components of a building, or other improvements for which the Association is responsible; mechanical, electrical, or plumbing elements serving an improvement or building for which the Association is responsible; representations of the Developer pertaining to any existing or proposed commonly used facility; and protesting ad valorem taxes on common used facilities. The Association may defend actions in Eminent Domain or bring inverse condemnation actions. Before commencing litigation against any party in the name of the Association involving amounts in controversy in excess of \$100,000.00, the Association must obtain the affirmative approval of a majority of the voting interest of the meeting of the membership at which a quorum has been obtained. This provision does not limit any Statutory or common law right of any individual member or class of members to bring any action without participation by the Association.

**ARTICLE 12.**  
**OFFICIAL RECORDS**

The Association shall maintain each of the following items, when applicable, which constitute the Official Records of the Association:

- (a) Copies of any plans, specifications, permits and warranties related to improvements constructed on the common areas or other property the Association is obligated to maintain, repair or replace.
- (b) A copy of the By Laws of the Association and of each Amendment to the By Laws.
- (c) A copy of these Articles of Incorporation of the Association and of each Amendment thereto.
- (d) A copy of the Declaration of Covenants, Conditions, Restrictions and Easements as recorded in the Public Records of Volusia County, Florida and a copy of each Amendment thereto.
- (e) A copy of the current Rules and Regulations of the Association.
- (f) The Minutes of all meeting of the Board of Directors and of the Members, which Minutes must be retained for at least seven (7) years.
- (g) A current roster of all Members and their mailing addresses and parcel identifications. The Association shall also maintain the electronic mailing address and the number designated by Members for receiving Notice sent by electronic



transmission of those Members consenting to receive Notice by electronic transmission. The electronic mailing address and numbers provided by parcel owners to receive Notice by electronic transmission shall be removed from Association records when consent to receive Notice by electronic transmission is revoked. Notwithstanding, the Association is not liable for an erroneous disclosure of the electronic mailing address or the number for receiving electronic transmission of Notices.

- (h) All of the Associations insurance policies or a copy thereof, which policies must be retained for at least seven (7) years.
- (i) A current copy of all contracts to which the Association is a party, including, without limitation, any management agreement, lease or other contract under which the Association has any obligation or responsibility. Bids received by the Association for work to be performed, must also be considered official records and must be kept for a period of one (1) year.
- (j) The financial and accounting records of the Association, kept according to good accounting practice. All financial and accounting records must be maintained for a period of at least seven (7) years. The financial and accounting records must include:
  - 1. Accurate, itemized and detailed records of all receipts and expenditures.
  - 2. A current account and a specific statement of the account for each member, designated name and current address of each member who is obligated to pay assessments, the due date and amount of each assessment or other charge against the Member, the date and amount of each payment on the account, and the balance due.
  - 3. All tax returns, financial statements and financial reports of the Association.
  - 4. Any other records that identify, measure, record or communicate financial information.

The official records shall be maintained within the State for at least seven (7) years and shall be made available to a parcel owner for inspection or photocopying within forty five (45) miles of the Community or within the County in which the Association is located within ten (10) business days after receipt by the Board or its designee of a written request. This provision may be complied with by having a copy of the official records available for inspection or copying in the Community or, at the option of the Association, by making the records available to a parcel owner electronically via the internet or by allowing the records to be viewed in electronic format on a computer screen and printed upon request. If the Association has a photocopy machine available where the records are maintained, they must provide parcel owners with copies on request during the inspection if the entire request is limited to no more than twenty-five (25) pages. An Association shall allow a member or their authorized representative to use a portable device, including a smart phone, tablet, portable scanner or any other technology capable of scanning or taking photographs to make an

electronic copy of the official records in lieu of the Association providing the member or their authorized representative with a copy of such records. The Association may not charge a fee to a member or their authorized representative for use of a portable device.

The Association may adopt reasonable written rules governing the frequency, time, location, notice, records to be inspected, and manner of inspections, but may not require a parcel owner to demonstrate any proper purpose for the inspection, state any reason for the inspection, or limit a parcel owner's right to inspect the records to less than one (1) eight (8) hour business day per month. The Association may impose fees to cover the cost of providing copies of the official records, including the cost of copying and the cost required for personnel to retrieve and copy the records if the time spent retrieving and copying the records exceeds one half (½) hour and if the personnel costs do not exceed \$20.00 per hour. Personnel costs may not be charged for records requests that result in the copying of twenty five (25) or fewer pages. The Association may charge up to twenty five cents (.25) per page for copies made on the Association's photocopier. If the Association does not have a photocopy machine available where the records are kept, or if the records requested to be copied exceed twenty five (25) pages in length, the Association may have copies made by an outside duplicating service and may charge the actual cost of the copying, as supported by the vendor invoice. The Association shall maintain an adequate number of copies of the recorded governing documents to insure their availability to members and prospective members. Notwithstanding this provision, all records identified in Florida Statute Section 720.303(5)(c)(1.), as may be amended from time to time, shall not be accessible to members.

### **ARTICLE 13.**

#### **AMENDMENTS**

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

13.1 A Resolution for the adoption of a proposed amendment may be proposed by the Board of Directors or any owner of a Parcel in the Community whether meeting as members or by instrument in writing signed by them.

13.2 Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a day no sooner than ten (10) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed to or presented personally to each member not less than seven (7) nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be assumed to be properly given when deposited in the United States Mail, addressed to the member at his post office address as it appears on the records of the Association, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member waive such notice, and such waiver when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the

giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of two thirds (2/3) of the members of the Association in order for such amendment or amendments to become effective (except for an amendment changing the name of the Association which requires the affirmative vote of seventy-five percent (75%) or more of the members)..

13.3 A copy of each amendment, after it has become effective, shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida. Upon the registration of such amendment or amendments with the Florida Secretary of State, a certified copy thereof shall be recorded in the public records of Volusia County, Florida, promptly after the same are so registered. The effective date of the Amendment shall be the date when the Amendment was passed by the appropriate vote of the Membership.

13.4 At any meeting held to consider any amendment or amendments of these Articles of Incorporation, the written vote of any member of the Association shall be recognized if such member is not in attendance at such meeting or represented by proxy; provided such written vote is delivered to the Secretary of the Association at, or prior to, such meeting.

13.5 In the alternative, an amendment may be made by an agreement executed by all the record owners of all Parcels with the formality required for a deed.

13.6 No Amendment shall make any changes in the qualification for membership, nor any change in Article 3 hereof without approval in writing of all members of the Association and the joinder of all record owners of mortgages encumbering a Parcel. No Amendment shall be made that is in conflict with the Homeowners Association Act or the Declaration of Covenants, Conditions, Restrictions and Easements. No amendment shall make any change in the voting rights of members unless the members whose rights are affected and the holders of mortgages encumbering their Parcels consent in writing to such change.

#### **ARTICLE 14.** **SUBSCRIBERS**

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
EDWARD L. SCHWARZ	570 Memorial Circle, Suite 300 Ormond Beach, FL 32174
JEFFREY C. SWEET	595 W. Granada Blvd., Suite A Ormond Beach, FL 32174
PENNY K. EVERY	595 W. Granada Blvd., Suite A Ormond Beach, FL 32174

IN WITNESS WHEREOF, the subscribers have affixed their signatures this the 30 day of August, 2017.

Signed, sealed and delivered in our presence:

Carolyn A. Dillon  
(First Witness)

Carolyn A. Dillon  
(Printed/typed name)

Melissa O'Connor  
(Second Witness)

Melissa O'Connor  
(Printed/typed name)

Edward L. Schwarz  
Edward L. Schwarz

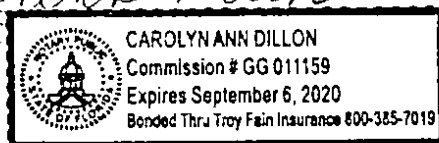
Jeffrey C. Sweet  
Jeffrey C. Sweet

Penny K. Every  
Penny K. Every

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 30th day of AUGUST, 2017 by Edward L. Schwarz, Jeffrey C. Sweet and Penny K. Every who [x] are personally known to me or [ ] have produced their driver's licenses as identification and who [ ] did [x] did not take an oath.

Carolyn Ann Dillon  
NOTARY PUBLIC



**CERTIFICATE DESIGNATING REGISTERED  
AGENT AND STREET ADDRESS FOR  
SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, Halifax 100 Homeowners Association, Inc., desiring to incorporate under the laws of the State of Florida hereby designates Edward L. Schwarz, 570 Memorial Circle, Suite 300, Ormond Beach, FL 32174, as its Registered Agent and the street address of its office, respectively, for the service of process within the State of Florida.

Halifax 100 Homeowners Association, Inc.

By: Edward L. Schwarz  
Edward L. Schwarz, President

## ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the foregoing designation as Registered Agent of Halifax 100 Homeowners Association, Inc., 570 Memorial Circle, Suite 300, Ormond Beach, FL 32174, for the service of process within the State of Florida.

  
\_\_\_\_\_  
Edward L. Schwarz

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