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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 4, 2017

ROBERT KAUFFMAN  
2063 SOUTH COUNTY HWY 395  
SANTA ROSA BEACH, FL 32459

SUBJECT: RIVER BREEZE OWNERS ASSOCIATION, INC.  
Ref. Number: W17000095789

There is a balance due of \$87.50.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Nadira D McClees-Sams  
Regulatory Specialist II

Letter Number: 417A00024390

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Nadira D McClees-Sams  
Regulatory Specialist II

Letter Number: 417A00024390

## COVER LETTER

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

SUBJECT: River Breeze Owners 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:

Robert Kauffman

Name (Printed or typed)

2016 3 South County Hwy 395

Address

Santa Rosa Beach FL 32459

City, State & Zip

(850) 231-3315

Daytime Telephone number

robert@drunkshipman.com

E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION  
OF  
RIVER BREEZE OWNERS ASSOCIATION, INC.  
a Florida Corporation Not for Profit**

In order to form a corporation under the laws of the State of Florida for the formation of corporations not-for-profit, the undersigned hereby organizes a corporation for the purposes and with the powers herein specified and to that end sets forth these Article of Incorporation.

**I. NAME**

The name of the corporation shall be RIVER BREEZE OWNERS ASSOCIATION, INC. ("Association").

**II. REGISTERED AGENT AND REGISTERED OFFICE**

The name and address of the Registered Agent for this Association is:

Robert L. Kauffman, Esq.  
Dunlap & Shipman, P.A.  
2063 County Highway 395  
Santa Rosa Beach, FL 32459

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TALLAHASSEE, FLORIDA

**III. PRINCIPAL OFFICE**

The initial mailing address and initial principal office of the Association shall be located at 161 Goldsby Road, Unit D-28, Santa Rosa Beach, FL 32459, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

**IV. PURPOSE**

The purposes and objectives of the Association shall be to administer the operation and management of that certain real property situated in Walton County, Florida ("Property"), described on **Exhibit "A"** of the Declaration of Covenants, Conditions, and Restrictions for River Breeze Owners Association, Inc., to be recorded in the public records of Walton County, Florida ("Declaration"), as such Declaration is amended from time to time, and to perform the acts and duties incident to the operation and management of the Community therein described in accordance with the provisions of these Articles of Incorporation, the Bylaws of the Association ("Bylaws") (which will be adopted pursuant hereto), and the Declaration; and to own, operate, encumber, lease, manage, sell, convey, exchange and otherwise deal with the lands and the improvements thereon, and such other property, real and personal, as may be or become part of the Property to the extent necessary or convenient in the administration of the Property as provided for in the Declaration. The Association shall be conducted as a non-profit organization for the benefit of its members.

## V. POWERS

The Association shall have the following powers:

- 1) All of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this corporation is chartered;
- 2) All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:
  - a) Make, establish and amend reasonable rules and regulations the use, maintenance and appearance of Lots within the subdivision; the use of the Common Area facilities, if any, and the personal conduct of the Members and their guests within the Property;
  - b) Levy and collect Assessments against Members of the Association to defray the Common Expenses, as will be provided in the Declaration and the Bylaws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Property, including Lots, which may be necessary or convenient in the operation and management of the Property in accomplishing the purposes set forth in the Declaration;
  - c) Enter into agreements with other persons, including, without limitation, easements, licenses, leases and other agreements;
  - d) Maintain, repair, replace, operate, lease and manage the Common Areas, if any, including the right to reconstruct improvements after casualty and to further improve and add to the Property;
  - e) Contract for the management of the Property and, in connection therewith, delegate any and all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the Bylaws and applicable laws;
  - f) Employ personnel to perform the services required for the proper operation of the Property;
  - g) Administer and enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws, Rules and Regulations and the Building Restrictions and Design Requirements governing use of the Property, now existing or which may hereafter be established, including the right to levy fines, as provided in the Declaration, Bylaws and applicable laws;
  - h) Buy, own, operate, lease, sell, trade and mortgage both real and personal property, including Lots within the Property;
  - i) Purchase insurance upon the Property and insurance for the protection of the Association, its officers, directors and Owners;
  - j) Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration or applicable laws;
  - k) Grant permits, licenses and easements over the Common Area, if any, for access, enjoyment, utilities and other purposes reasonably necessary or useful for the proper maintenance or operation of the Property;

- l) Contract to sue or be sued with respect to its exercise or non-exercise of its powers;
- m) Borrow money, execute promissory notes and other evidences of indebtedness and grant security interests in the Common Area, if any, and in the assets of the Association as collateral therefore;
- n) To the extent that the Declaration, Articles or Bylaws require the joinder of Members (Owners), execute, acknowledge and deliver such documents on behalf of the Members (Owners), and Members (Owners) by acceptance of their deeds, irrevocably nominate, constitute and appoint the Association, through its duly authorized officers, as their proper and legal attorney-in-fact for such purpose. This appointment is coupled with an interest and is therefore irrevocable;
- o) Pay all taxes and assessments which are liens against the Property, other than Lots and appurtenances thereto, and assess the same against the Members and their Lots;
- p) Prepare or cause to be prepared all financial reports required by the Governing Documents or applicable laws;
- q) Enter into agreements, acquire leaseholds, memberships and other possessory or use interests in lands or facilities including recreational facilities in clubs, regardless of whether such facilities are contiguous with the Property; provided that such facilities are for the benefit of Members;
- r) Manage, operate, insure, construct, improve, repair, replace, alter and maintain the Common Area, if any (as defined in the Declaration);
- s) Administer and enforce the covenants, conditions, restrictions, reservations and easements created by the Declaration;
- t) Obtain and maintain, at the Association's cost and expense, a fidelity bond for all persons who control or disburse funds of the Association. Such bond shall be in the amount of the maximum amount of funds that are in the custody of the Association or its management agent;
- u) Make capital improvements, repairs and replacements to Common Area, if any;
- v) Hire and terminate managing agents and other employees, agents and independent contractors; and
- w) Regulate and manage the Property.

The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and the Declaration, the Bylaws and applicable laws, as amended from time to time.

## **VI. MEMBERS**

1) The qualifications of members, manner of their admission to and termination of membership, and voting by members shall be as follows:

- a) The owners of all Lots within the Property shall be members of the Association.
- b) Membership shall be established by the acquisition of fee simple title to a Lot within the Property, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated

when such person or entity is divested of all title or his or her entire fee ownership in such Lot; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Lots at any time while such person or entity shall retain fee title to or a fee ownership interest in any Lot.

2) 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 the Lot(s) owned by such member. The funds and assets of the Association shall be expended, held and used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws.

3) On all matters upon which the membership is entitled to vote, as hereinafter provided, the memberships appurtenant to the Lots shall be entitled to one (1) vote per Lot.

4) Should any member own more than one (1) Lot, such member shall be entitled to exercise or cast one (1) vote for each such Lot, in the manner provided for in the Bylaws.

5) Until such time as the Declaration is recorded in the public records of Walton County, Florida, the membership of the Association shall be comprised of the subscriber to these Articles, who shall be entitled to cast one (1) vote on all matters upon which the membership would be entitled to vote.

## **VII. EXISTENCE**

The Association shall have perpetual existence.

## **VIII. FIRST BOARD OF DIRECTORS AND INCORPORATOR**

The name and addresses of the members of the first Board of Directors who, subject to the provisions of the laws of the State of Florida, these Articles of Incorporation and the Bylaws, shall hold office for the first year of the Association's corporate existence, and thereafter until their successors are selected and have qualified, are as follows:

George D. Palmer – Director and Incorporator  
161 Goldsby Road, Unit D-28  
Santa Rosa Beach, FL 32459

Cathy Palmer - Director  
161 Goldsby Road, Unit D-28  
Santa Rosa Beach, FL 32459

Sandra Yates - Director  
161 Goldsby Road, Unit D-28  
Santa Rosa Beach, FL 32459

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CLERK OF COURT  
TALLAHASSEE, FLORIDA

## **IX. FIRST OFFICERS**

The officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the Bylaws, and have qualified, shall be the following:

President – George D. Palmer

Vice President – Cathy Palmer

Secretary/Treasurer – Sarah Yates

## **X. BYLAWS**

The original Bylaws of the Association shall be adopted by a majority vote of the subscribers to these Articles of Incorporation at a meeting at which a majority of the subscribers is present, and, thereafter, the Bylaws may be amended, altered or rescinded by affirmative vote of not less than a majority of those present in person or by proxy at a membership meeting in which a quorum is established.

## **XI. INDEMNIFICATION**

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of being or having been a director or officer of the Association, whether or not he or she is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance his or her duties; provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. 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.

## **XII. AMENDMENTS TO ARTICLES OF INCORPORATION**

1) By Members. These Articles may be amended in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) A resolution adopting a proposed amendment may be proposed for member vote by either the Board of Directors of the Association or by a petition signed by at least 50% of the voting interests of the Association. At the ensuing meeting of the Members to consider such amendment, approval of the amendment must be by a majority of all Members present in person or by proxy. Rights reserved to the Declarant may not be amended without the specific consent of Declarant.



(c) No Article shall be revised or amended by reference to its title or number only. Proposals to amend existing Articles shall contain the full text of the Articles to be amended; new words shall be inserted in the text underlined, and the words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, understanding the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language:

"substantial rewording of Article. See Article \_\_\_\_\_ for present text."

Non-material errors or omissions in the Article amendment process shall not invalidate an otherwise properly promulgated amendment.

2) By Declarant. Declarant reserves the right to amend these Articles in any manner without the joinder of any party, so long as it is a Class B member and no Owner's right to the use and enjoyment of the Owner's Lot is materially altered..

IN WITNESS WHEREOF, the Declarant, Emerald Coast Premier Builders, LLC has executed these Articles of Incorporation on this the 17<sup>th</sup> day of November, 2017.

ATTEST:

By: Debbie J. Pitter  
Print Name: Debbie J. Pitter

By: George D. Palmer  
Print Name: George D. Palmer  
Its: President

By: Jennifer Nicole Corey  
Print Name: Jennifer Nicole Corey

STATE OF FLORIDA  
COUNTY OF WALTON

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17 DEC 19 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of November, 2017, by George D. Palmer, on behalf of Emerald Coast Premier Builders, LLC. He [is personally known to me] [has produced \_\_\_\_\_ as identification] and [did] [did not] take an oath.



Jennifer Nicole Corey  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# FF966461  
Expires 3/14/2020

Jennifer Nicole Corey  
Notary Public  
Print Name: Jennifer Nicole Corey  
My Commission Expires:  
3/14/2020

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*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*

  
\_\_\_\_\_  
Required Signature of Registered Agent

11/1/17  
\_\_\_\_\_  
Date

*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.*

  
\_\_\_\_\_  
Required Signature of Incorporator

11/17/17  
\_\_\_\_\_  
Date