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Email Address: steve@hrlaw-destin.com**FLORIDA PROFIT/NON PROFIT CORPORATION****The Shops of Grayton Owners' Association, Inc.**

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**ARTICLES OF INCORPORATION**

**OF**

**THE SHOPS OF GRAYTON OWNERS' ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this Florida Not for Profit Corporation is THE SHOPS OF GRAYTON OWNERS' ASSOCIATION, INC., hereinafter called "Association", and its principal place of business initially will be 154 N. Ryan St., Santa Rosa Beach, Florida 32459.

**ARTICLE II. PURPOSE**

This corporation is organized for the purpose of providing an entity pursuant to Section 718.111, Florida Statutes, for the operation of The Shops of Grayton, a commercial condominium located in Walton County, Florida. Further, the Association shall operate and maintain any stormwater management system and any stormwater discharge facility exempted or permitted by the Florida Department of Environmental Protection or other state agency on the property of the Association, and shall have all powers necessary to establish rules and regulations, assess members, and contract for services for the maintenance and operation thereof.

**ARTICLE III. TERM**

The term of the Association shall be the life of the condominium, unless the Association is terminated by the termination of the condominium in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions which created this condominium. Upon any such termination, any stormwater management system or discharge facility for which the Association is responsible shall be maintained by local government units, including Walton County or any municipality, a municipal service taxing unit, an active water control district, a drainage district created by special act, a community development district created under Chapter 190, Florida Statutes, a special assessment district created under Chapter 170, Florida Statutes, a state or federal agency, any duly constituted communication, water, sewer, electrical or other public utility, or any entity acceptable to the Department of Environmental Protection or its successor under its rules and regulations.

**ARTICLE IV. INCORPORATOR**

**Incorporator.** The name and address of the subscriber to these Articles of Incorporation is as follows:

**NAME**

**ADDRESS**

Steven K. Hall

4399 Commons Drive East, Suite 300  
Destin, Florida 32541

## ARTICLE V. DIRECTORS

1. The affairs of the Association will be managed by a board consisting of the number of directors as shall be determined by the Bylaws, but not less than three directors and in the absence of such determination shall consist of three directors.

2. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided in the Bylaws.

3. LABR Grayton South, LLC ("LABR") shall have the right to appoint all the members of the Board of Directors until Unit Owners other than the LABR own three (3) or more of the Units that will be operated ultimately by the Association. When Unit Owners other than LABR own three (3) or more of the Units that will be operated ultimately by the Association, the owners other than the LABR shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors. Unit Owners other than the LABR are entitled to elect not less than a majority of the members of the Board of Directors upon the earlier of: (a) Three (3) years after five (5) of the Units that will be operated ultimately by the Association have been conveyed to purchasers; (b) three (3) months after seven (7) of the Units that will be operated ultimately by the Association have been conveyed to purchasers; (c) when all the Units that will be operated ultimately by the Association have been completed, some of them having been conveyed to purchasers, and none of the others are being offered for sale by LABR in the ordinary course of business; or (d) when some of the Units have been conveyed to purchasers and none of the others are being offered for sale by LABR in the ordinary course of business, or (e) seven years after recordation of the declaration of condominium. LABR is entitled to elect at least one (1) member of the Board of Directors as long as LABR holds for sale in the ordinary course of business at least one (1) of the Units operated by the Association. LABR may, in its sole discretion, turn over control of the Association to Unit Owners prior to such dates by causing all of its appointed directors to resign, whereupon it shall be the affirmative obligation of Unit Owners other than LABR to elect directors and assume control of the Association. Within seventy-five (75) days after the Unit Owners other than LABR are entitled to elect a member or members of the Board of Directors, the Association shall call, and give not less than sixty (60) days' notice of an election for the members of the Board of Directors. The election shall proceed as provided in §718.112(2)(d) Florida Statutes. The notice may be given by any Unit owner if the association fails to do so. Upon election of the first Unit owner other than one appointed by LABR to the Board of Directors, LABR shall forward to the Division the name and mailing address of the Unit owner board member. Directors appointed by LABR need not be Unit Owners.

4. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, is as follows:

### NAME

### ADDRESS

Richard J. Rookis  
Keith Woods  
Leslie Ann Brown

154 N. Ryan St., Santa Rosa Beach, FL 32549  
154 N. Ryan St., Santa Rosa Beach, FL 32549  
154 N. Ryan St., Santa Rosa Beach, FL 32459

#### ARTICLE VI. OFFICERS

The affairs of the Association shall be administered by the officer elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, which officer shall serve at the pleasure of the Board of Directors. The name and address of the officer who shall serve until his/her successors are designated by the Board of Directors is as follows:

<u>NAME</u>	<u>TITLE</u>
Richard J. Rookis, Sec./Treas.	154 N. Ryan St., Santa Rosa Beach, FL 32459
Leslie Ann Brown, President	154 N. Ryan St., Santa Rosa Beach, FL 32459

#### ARTICLE VII. 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 or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors' and officers' liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

#### ARTICLE VIII. BYLAWS

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

#### ARTICLE IX. AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted 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 for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the secretary or assistant secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than eight (8) of the Units out of the vote of the entire membership of the Association;

(C) Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium operated by the Association.

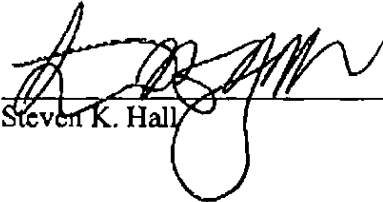
(D) Provided, further, that no amendment shall abridge, limit or alter the rights reserved by or granted to LABR its successors or assigns, by these Articles or By-Laws without the prior written consent of LABR, its successors or assigns.

(E) A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Walton County, Florida.

ARTICLE X. RESIDENT AGENT

The Association has named Steven K. Hall, whose address is 4399 Commons Drive East, Suite 300, Destin, Florida 32541, as its resident agent to accept service of process within this State.

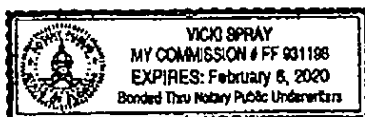
IN WITNESS WHEREOF, the incorporator has affixed his signature this 5<sup>th</sup> day of January, 2018.

  
Steven K. Hall

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18 JAN -5 PM 2:22  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of January 2018, by Steven K. Hall, who is personally known to me, and who did not take an oath.



  
Notary Public  
My Commission Expires: \_\_\_\_\_

(Affix Seal)

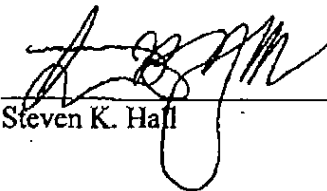
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY  
BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in  
compliance with said Act:

First, that The Shops of Grayton Owners' Association, Inc., desiring to organize under  
the laws of the State of Florida with its principal office, as indicated in Article I hereof has  
named Steven K. Hall as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the  
place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply  
with the provisions of said Act relative to keeping open said office.

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