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FLORIDA PROFIT/NON PROFIT CORPORATION
The Estates of Marina del Palma Homeowners' Association, Inc.

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**ARTICLES OF INCORPORATION
OF
THE ESTATES OF MARINA DEL PALMA HOMEOWNERS' ASSOCIATION, INC.
A Corporation Not For Profit**

The undersigned resident of the State of Florida, for the purpose of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida, hereby certifies:

ARTICLE I

Name

The name of this corporation is The Estates of Marina del Palma Homeowners' Association, Inc. called the "Association" in these Articles.

ARTICLE II

Office and Registered Agent

The Association's principal office is located at 145 City Place, Suite 300, Palm Coast, Florida, 32164. Kenneth W. Belshe, who maintains a business office at 145 City Place, Suite 300, Palm Coast, Florida 32164, is hereby appointed the initial registered agent of the Association. Both the Association's registered office and registered agent may be changed from time to time as provided by law.

ARTICLE III

Purpose and Powers of the Association

The Association does not contemplate pecuniary gain or profit to its members. It is formed to promote the health, safety, and general welfare of the residents within all or any portion of that tract of land located in Flagler County, Florida (the "Property"), which is described in and made subject to the provisions of that Declaration of Covenants, Easements and Restrictions for The Estates of Marina del Palma in the Public Records of Flagler County, Florida, as amended from time to time (the "Declaration") and any additions to such lands as hereafter may be brought within the Association's jurisdiction in the manner provided in the Declaration. Without limitation, this Association is empowered to:

(a) Declaration Powers. Exercise all rights, powers, and privileges, and perform all duties of the Association from time to time set forth in the Declaration, including the right to enforce all of the provisions of the Declaration pertaining to the Association in its own name.

(b) Property. Own, hold, improve, operate, maintain, sell, lease, transfer, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs.

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(c) Assessments. Adopt budgets and levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration, including assessments for services or materials for the benefit of Lot Owners or the Property for which the Association has contracted with third party providers.

(d) Costs. Use the proceeds collected from assessment to pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property.

(e) Maintenance. Maintain, manage, repair, replace and operate all the Common Maintenance Areas, if any, within the Property and all associated facilities.

(f) Borrowings. Borrow money and, with the approval of a majority of each class of members, mortgage, pledge, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(g) Reorganizations. Participate in mergers and consolidations with other nonprofit corporations organized for similar purposes, with approval of a majority of each class of members.

(h) Regulations. From time to time adopt, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots and the Common Areas located within the Property consistent with the rights and duties established by the Declaration and the Master Declaration, and do not conflict with the Regulations promulgated by the Master Association.

(i) Contract. Contract with others for performance of the Association's management and maintenance responsibilities under the Declaration and for the furnishing of services or materials for the benefit of the Lot Owners or the Property consistent with the provisions of the Declaration, including without limitation, contracting for utility, telecommunications, internet, and security services.

(j) General. Have and exercise all rights, powers, and privileges that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration, or these Articles, or reasonably necessary, convenient, or desirable to exercise any right, power, or privilege so granted.

ARTICLE IV Membership

Section 1. Lot Owner. Every Person who from time to time holds the record fee simple title, or any undivided fee simple interest of record, to any Lot is a member of this Association, including contract sellers, but excluding all persons who hold any interest in any Lot merely as security for the performance of an obligation. An owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot. Membership may not be transferred except by transfer of record title to such Lot.

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ARTICLE V
Voting Rights

Section 1. Classification. This Association has two classes of voting membership:

CLASS A. So long as there is Class B membership, Class A members are all Lot Owners, except Declarant. Class A members are entitled to one vote for each Lot owned. Upon termination of Class B membership, Class A members will be all Lot Owners, including Declarant so long as Declarant is a Lot Owner.

CLASS B. The Class B Member is Sunbelt Palm Coast Marina, LLC ("Declarant"), its successors and assigns. The Class B Member shall be entitled to ten (10) votes for each Lot owned. Class B Membership shall cease and become converted to Class A membership upon the happening of the earlier of the following: (a) three (3) months after ninety percent (90%) of all Lots in the Subdivision have been conveyed to Lot Owners other than the Declarant; or (b) ten (10) years from date of recordation of the Declaration; or (c) the effective date of a written waiver or termination of the Class B voting rights by the Class B Member. Upon the happening of the earliest of the foregoing events, the Class "B" Member shall be deemed to be a Class "A" Member and entitled to one vote for each Lot owned in the manner provided above. For purposes of this subparagraph, "Members other than Declarant" shall not include builders, contractors, or others who purchase a Lot for the purposes of constructing improvements thereon for resale.

Upon any of the above events occurring, the Class A members shall be obligated to elect the Board of Directors and assume control of the Association. Provided, however, the Class B membership shall be automatically reinstated at any time before the expiration of ten (10) years from the recording date of the Declaration if Additional Property owned by the Class B member is annexed into the Association as permitted by the Declaration in sufficient numbers to restore a ratio of at least one (1) Class B Lot to three (3) Class A Lots in the overall are subject to the Declaration.

Section 2. Co-Ownership. If more than one Person holds the record title to any Lot, all such Persons are Members but only one vote may be cast with respect to such Lot, and no fractional votes are permitted. Each co-owner must file the name of the voting co-owner with the secretary of the Association to be entitled to vote at any meeting, unless such co-owners have filed a general voting authority with the secretary applicable to all votes until rescinded. Notwithstanding the foregoing, if title to any Lot is held by husband and wife, either co-owner is entitled to cast the vote for such Lot unless and until a written voting authority is filed with the Association designating a voting co-owner. If title is held by a corporation, the secretary of the corporation shall file with the Association a certificate designating the authorized voting representative(s) of the corporation, which shall be effective until rescinded by the corporation.

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ARTICLE VI
Board of Directors

Section 1. Number and Term. This Association's affairs are managed by a Board of Directors initially composed of three Directors, who need not be Association members. The number of Directors from time to time may be changed from a minimum of three (3) to a maximum of seven (7), but at all times it must be an odd number. The term of office for all Directors is one year, and any Director may succeed himself in office.

Section 2. Election. All Directors are elected by written ballot at the annual meeting. Each member entitled to vote may cast as many votes for each vacancy as such member has under the provisions of Article V of these Articles and the person receiving the largest number of votes cast by the Class A and Class B members for each vacancy is elected. Cumulative voting is not permitted.

Section 3. Initial Directors. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, are removed, or are incapacitated or otherwise unable to serve, are:

<u>Name</u>	<u>Address</u>
Graham B. Allen	145 City Place, Suite 300 Palm Coast, Florida, 32164
Kenneth W. Belshc	145 City Place, Suite 300 Palm Coast, Florida, 32164
William G. Allen	145 City Place, Suite 300 Palm Coast, Florida, 32164

ARTICLE VII
Officers

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they 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>Names and Addresses</u>	<u>Office</u>
Graham B. Allen 145 City Place, Suite 300 Palm Coast, Florida, 32164	President

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Names and AddressesOffice

Kenneth W. Belshe
145 City Place, Suite 300
Palm Coast, Florida, 32164

Vice President

William G. Allen
145 City Place, Suite 300
Palm Coast, Florida, 32164

Secretary

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ARTICLE VIII
Existence and Duration

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State, Tallahassee, Florida. This Association exists perpetually.

ARTICLE IX
By-Laws

The Association's By-Laws initially will be adopted by the Board of Directors. The Declarant shall have the right without the joinder or consent of any Lot Owner, the Association, the holder of any mortgage, lien or other encumbrance affecting any portion of the Property, or any other Person to amend the By-Laws: (i) to comply with any requirements of a governmental agency, institutional Mortgagee, or other Person (including the Federal National Mortgage Association, Veterans Administration, or the Federal Housing Authority) willing to make, insure, guaranty, or purchase mortgage loans secured by a Lot; or (ii) to cure any ambiguity or error or any inconsistency between the By-Laws and the other Governing Documents (as defined in the Declaration); or (iii) to comply with the requirements of any law, ordinance, regulation, permit, approval, or other instrument applicable to the Property. In addition, the By-Laws may also be amended by a majority vote of a quorum of both classes of members present at any regular or special meeting duly called and convened, provided that, for so long as Declarant owns and holds any Lot for sale in the ordinary course of business, all amendments must be approved by Declarant in writing, and provided further, if the Federal Housing Authority or the Veterans Administration has guaranteed or insured any mortgage loans for Lots within the Property, then the FHA/VA has the right to veto any amendments of the By-Laws for so long as there is a Class B Membership.

ARTICLE X
Amendments

Section 1. Declarant. The Declarant shall have the right without the joinder or consent of any Lot Owner, the Association, the holder of any mortgage, lien or other encumbrance affecting any portion of the Property, or any other Person to amend these Articles: (i) to comply with any requirements of a governmental agency, institutional Mortgagee, or other Person (including the

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Federal National Mortgage Association, Veterans Administration, or the Federal Housing Authority) willing to make, insure, guaranty, or purchase mortgage loans secured by a Lot; or (ii) to cure any ambiguity or error or any inconsistency between these provisions and the other Governing Documents; or (iii) to comply with the requirements of any law, ordinance, regulation, permit, approval, or other instrument applicable to the Property.

Section 2. Other Amendments. Other amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, except that each such amendment must have the approval of a majority of each class of members, and the written approval of Declarant for so long as Declarant owns and holds any Lot for sale in the ordinary course of business, and for so long as there is Class B membership, the approval of the Federal Housing Authority or Veterans Administration, provided that either organization has insured or guaranteed mortgage loans for Lots within the Property.

ARTICLE XI Other Approvals

For so long as Declarant owns and holds any Lots for sale in the ordinary course of business, the written approval of the Declarant is required for the merger, consolidation, or dissolution of this Association. For so long as the Declarant has the right to elect a majority of the Board of Directors, the approval of the Federal Housing Authority or Veterans Administration is required for annexation of additional properties, mergers, consolidations or dissolutions of the Association (but only if such annexation is not specifically provided for in the Declaration), or mortgaging or dedication of the Common Areas, provided that either organization has insured or guaranteed mortgage loans for Lots within the Property.

ARTICLE XII Voting Requirements

Section 1. Percentage Requirements. Unless any provision of these Articles, the Declaration or the By-Laws expressly requires the approval of both classes of the membership or of the Declarant or any other Person, the majority vote of those members present and voting at a duly called and convened meeting shall constitute the act of the membership. If any provision of these Articles, the Declaration, or the By-Laws expressly requires the approval of both classes of membership, and in the absence of an express provision requiring a specified percentage of the total votes eligible to be cast by either or both classes of membership, the majority vote of those members of each class present and voting at a meeting duly called and convened is sufficient to constitute the act of that class.

Section 2. Two-Thirds of Class. Any of the following constitute extraordinary actions that must be approved by two-thirds (2/3) of each class of members and by Declarant for so long as Declarant owns and holds any Lot for sale in the ordinary course of business: (i) any mortgaging or conveyance of this Association's property; (ii) any merger or consolidation of this Association; (iii) any dissolution of this Association; (iv) amendment of these Articles of Incorporation.

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Section 3. Two-Thirds of Those Present. Any of the following constitute extraordinary actions that require the approval of two-thirds (2/3) of the Class A members present in person or by proxy and of Declarant for so long as Declarant owns and holds any Lot for sale in the ordinary course of business: (i) any special assessment as provided in the Declaration; and (ii) any extension of the Declaration to additional lands except as provided for in the Declaration; and (iii) the purchase of additional lands to be owned by the Association for the benefit of Lot Owners.

Section 4. Notice, Proxies, and Quorum Requirements. Written notice of all meetings of the membership must be given to all Lot Owners not less than fourteen (14) days nor more than forty-five (45) days in advance of such meeting. The presence of members or proxies entitled to cast at least thirty percent (30%) of the votes of each class, if such action must be approved by both classes, or of the Class A members, if such action must be approved only by class A members, shall constitute a quorum. If the required quorum is not forthcoming, the members present shall have the power to adjourn the meeting, from time to time without notice other than announcement at the meeting, until the required quorum shall be present or represented. Proxies must be registered with the Secretary of the Association prior to members' meetings. No Lot Owner may hold more than five (5) proxies.

Section 5. Written Action. Any action that may be taken at any membership meeting, including any Extraordinary Action enumerated in this Article, may be taken in the absence of a quorum, or without a meeting, without prior notice, and without a vote if: (i) written consent, setting forth the action so taken, is signed by those Lot Owners entitled to exercise not less than the minimum number of votes necessary to authorize or take such action at a meeting; and (ii) within 10 days after obtaining such written consent, notice thereof is given to those members who have not so consented in writing.

Section 6. Certificate. An instrument signed by any executive officer of this Association, and attested by the Association's Secretary under the Association's seal, is conclusive that any required approval has been obtained in the manner provided in these Articles as to Persons without actual knowledge to the contrary.

ARTICLE XIII Interpretation

Reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. All terms defined in the Declaration have the same meaning where used in these Articles, and the rules of interpretation set forth in the Declaration apply to the interpretation, construction, application, and enforcement of these Articles. By subscribing and filing these Articles, the incorporator intends these provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, applied, and enforced with those of the Declaration to avoid inconsistencies or conflicting results. If a conflict necessarily results, the provisions of the Declaration control any conflicting provisions of these Articles.

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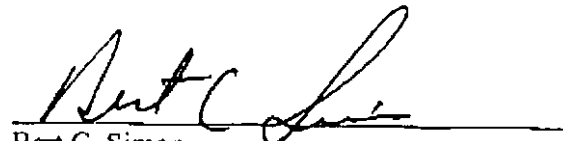
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ARTICLE XIV
Incorporator

The name and address of the incorporator of this corporation is:

Bert C. Simon, Esquire
Gartner, Brock and Simon, LLP
1300 Riverplace Blvd., Suite 525
Jacksonville, Florida 32207

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 21st day of February, 2018.


Bert C. Simon

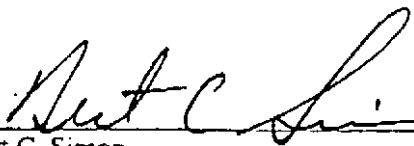
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

THE ESTATES OF MARINA DEL PALMA HOMEOWNERS' ASSOCIATION, INC. desiring to organize under the laws of the State of Florida as a corporation not for profit with its principal place of business at 145 City Place, Suite 500, Palm Coast, Florida 32164, has named Kenneth W. Belshe, whose business office is 145 City Place, Suite 500, Palm Coast, Florida 32164, as its registered agent to accept service of process within this state, all in accordance with Section 607.034, Florida Statutes.

DATED this 21st day of February, 2018.


Bert C. Simon
Incorporator

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 21st day of February, 2018.


Kenneth W. Belshe

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