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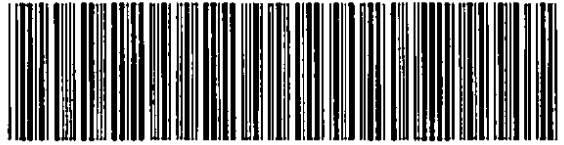
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAR 22 2018



M. Todd Burke, Esq.
Attorney At Law

February 28, 2018

Department of State
Division of Corporations
Corporate Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Incorporation for new non-profit corporation

Dear Corporate Filings:

For new filing purposes, enclosed please find Articles of Incorporation for Retreat at Miramar Homeowners Association, Inc., a Florida non profit corporation. Also enclosed please find our check for \$78.75 for the applicable filing fees. Please file these as soon as possible. You can notify us by email at tburke@burkelawandtitle.com upon completion, or by mail to M. Todd Burke, 6346 W. County Highway 30A, Santa Rosa Beach, Florida, 32459

If you have any questions, please do not hesitate to call us (850) 774-0885.

BURKE LAW AND TITLE, LLC

A handwritten signature in black ink, appearing to be 'M. Todd Burke'.

M. Todd Burke, Esq.

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18 MAR 13 AM 8:40
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RETREAT AT MIRAMAR HOMEOWNERS ASSOCIATION, INC.
(a corporation not-for-profit)

All terms used in these Articles of Incorporation of Retreat at Miramar Homeowners Association, Inc. (the "**Articles**") will have the same meaning as the identical terms used in the Declaration of Covenants, Conditions, and Restrictions of Retreat at Miramar (the "**Declaration**"), unless the context otherwise requires.

ARTICLE I

Name

The name of the corporation will be Retreat at Miramar Homeowners Association, Inc. For convenience this corporation will be referred to in these Articles as the "**Association**."

ARTICLE II

Purposes

1. The purpose for which the Association is organized is to manage, operate and maintain the property to be known as The Retreat at Miramar (the "**Committed Property**") in accordance with the Declaration and for any other lawful purpose.
2. The Association is a nonprofit corporation and has no capital stock and will not make any distribution of income or profit to its members, directors or officers.

ARTICLE III

Powers

1. The Association will have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, together with such additional specific powers as are contained in the Bylaws or Declaration, and all other powers reasonably necessary to implement the purpose of the Association.
2. All funds and the titles to all property acquired by the Association and the proceeds thereof must be held only for the benefit of the members in accordance with the provisions of the Association Documents.
3. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration.

ARTICLE IV

Members

The qualifications of members, the manner of their admission to the Association, and voting by members will be as follows:

1. All Owners are members of this Association, and no other persons or entities are entitled to membership. Each Owner will be entitled to vote in accordance with the Bylaws.

2. Changes in membership in the Association will be established by the recording in the Public Records of Walton County, Florida, of a deed or other instrument establishing a change of record title to a Lot and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument will thereby become a member of the Association. The membership of the prior Owner will be thereby terminated.

3. The share 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 member's Lot.

ARTICLE V

Directors

1. The affairs of the Association will be managed by a board of directors of not less than three (3) nor more than five (5) directors, as will be determined by the Bylaws.

2. The names and address of the members of the first Board of Directors who have been designated by the Declarant and who shall hold office until their successors are designated or elected as provided in the Governing Documents are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mike Hewitt	12671 Emerald Coast Parkway Suite 209 Miramar Beach, FL 32550
Kelly Scott Lewis	12671 Emerald Coast Parkway Suite 209 Miramar Beach, FL 32550
Jeff Maddox	2125 Belmont Boulevard Nashville, TN 372112

ARTICLE VI

Indemnification

Every director and every officer of the Association must be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director may become involved by reason of his or her being or having been 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 of his or her duties; provided, that in the event of a settlement, the indemnification herein will apply only when the Board of Directors has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VII

Bylaws

The Bylaws will be adopted by the Board of Directors and may be altered, amended or rescinded as provided in the Bylaws.

ARTICLE VIII

Amendments

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

1. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.

2. Until the Transition Date (as defined in the Declaration), proposal of an amendment and approval thereof will require the affirmative action of a majority of the entire membership of the Board of Directors, and no meeting of the members nor any approval thereof is required, unless such meeting or approval is required by the Declaration or applicable law.

3. After the Transition Date, a resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than a majority of the entire membership of the Board of Directors and by not less than a majority vote of all of the Owners at a duly called meeting of the Association. Directors and the members not present at the meeting considering the amendment may express their approval in writing ten (10) days after such meeting.

4. Once adopted, an amendment will be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Walton County, Florida.

5. Notwithstanding the foregoing, these Articles may be amended by the Declarant as may be required by any governmental entity; as may be necessary to conform these Articles to any governmental statutes; as may be in the best interests of the Association; or as the Declarant may deem appropriate, in its sole discretion, to carry out the purposes of the project and to expand or enhance the Committed Property.

ARTICLE IX

Term

The term of the Association is the life of the Declaration. The Association will be terminated by the termination of the Declaration in accordance with the Declaration. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity that would comply with Section 40C-42.027, F.A.C. and be approved in writing by the Northwest Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X

Incorporator

The name and address of the incorporator to these Articles of Incorporation is as follows:

Name

Address

M. Todd Burke, Esq.

6346 W. County Highway 30A Santa Rosa Beach, FL 32459

ARTICLE XI

Registered Agent

The Association hereby appoints Burke Law and Title, LLC as its Registered Agent to accept service of process within this state, with the Registered Office located at 6346 W. County Highway 30A Santa Rosa Beach, FL 32459.

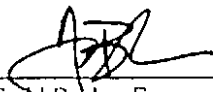
ARTICLE XII

Principal Office

The address of the principal office of the Association is at 12671 Emerald Coast Parkway, Suite #209, Miramar Beach, Florida, 32550, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Chapter 720.

IN WITNESS WHEREOF the incorporator has hereto affixed to these Articles of Incorporation the incorporator's signature this 28th day of February, 2018.

By:


M. Todd Burke, Esq.

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18 MAR 13 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not-For-Profit Corporation Act, the following is submitted, in compliance with said statute:


That Retreat at Miramar Owners Association, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, has named Burke Law and Title, LLC, located at 6346 W. County Highway 30A Santa Rosa Beach, FL 32459, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §617.0501, *Florida Statutes*.

Burke Law & Title, LLC

By: _____



Name: M. Todd Burke

Its: Authorized Member

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