

Division of Corporations

Page 1 of 2

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

# N1900000281

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H19000009633 3)))



H19000009633ABC+

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)617-6381

From:

Account Name : HALIFAX HOSPITAL MEDICAL CENTER  
Account Number : 120000000022  
Phone : (386)425-4340  
Fax Number : (386)254-4371

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: debra.kreimer@halifax.org

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Halifax West Clyde Morris Property Owners Associatio**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

FILED  
19 JAN -9 AM 9:58  
RECEIVED  
AT TALLAHASSEE FLORIDA

JAN 10 2019  
C Kinsey

(((H19000009633 3)))

**ARTICLES OF INCORPORATION  
OF  
HALIFAX WEST CLYDE MORRIS PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE I.  
NAME OF CORPORATION**

The name of the corporation is HALIFAX WEST CLYDE MORRIS PROPERTY OWNERS ASSOCIATION, INC. (the "**Association**").

**ARTICLE II.  
PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal place of business and the mailing address of the Association is located at 303 N. Clyde Morris Boulevard, Daytona Beach, Florida 32114.

**ARTICLE III.  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is at 142 E. New York Avenue, DeLand, FL 32724, and the name of the initial registered agent at that address is Harlan Paul.

**ARTICLE IV.  
DEFINITIONS**

Unless otherwise provided herein to the contrary, all capitalized terms used but not defined in these Articles shall have the same definitions and meanings as those set forth in that certain DECLARATION OF COVENANTS, RESTRICTIONS, AND EASEMENTS OF HALIFAX WEST CLYDE MORRIS PROPERTY OWNERS ASSOCIATION recorded or to be recorded in the Official Public Records of Volusia County, Florida, as the same may from time to time be amended (hereinafter called the "**Declaration**").

**ARTICLE V.  
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit, and the specific purposes for which it is formed are to provide for the improvement, maintenance, and administrative control of the Common Area and the Association Property subject to the Declaration, and the collection and disbursement of Assessments (as defined in the Declaration). The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, any Supplemental Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and the Members and for the maintenance, administration and improvements of the Common Area and the Association Property within its jurisdiction. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable, in whole or in part, to any developer, management agent, governmental unit, community development district, public body, or similar entity.

(((H19000009633 3)))

(((H19000009633 3)))

**ARTICLE VI.**  
**MEMBERSHIP**

Every Owner of a Developable Parcel, as defined in and provided for by the Declaration, shall automatically be a Member of the Association, provided however in the event there is more than one (1) Owner of fee simple interest (including but not limited to ownership of a Developable Parcel by co-tenancy) of record of any Developable Parcel, the vote(s) to which such Developable Parcel is entitled shall be exercised, if at all, as a unified vote of all the Owners of that Developable Parcel, as all Co-owners shall name a voting representative (the "Voting Member") in a voting certificate signed by all Co-owners of such Developable Parcel, or if appropriate, signed by the properly designated officers, partners or principals of the respective legal entity (the "Voting Certificate") and shall file such Voting Certificate with the Secretary of the Association prior to the meeting at which the vote(s) is to be exercised, all as further described in the Declaration. Membership shall continue for so long as such ownership shall continue and shall terminate when such Member no longer owns such a fee interest of record. There shall be one (1) membership for each Developable Parcel.

**ARTICLE VII.**  
**CLASSES OF MEMBERSHIP; VOTING RIGHTS**

The Association shall have two (2) classes of voting membership as follows, and as more particularly set forth in the Declaration:

- Class A: Class A Members shall be the Members, including the Declarant;
- Class B: Class B Member shall be Declarant or its designated successor or assign, until Class B Membership ceases to exist in accordance with the Declaration.

The qualifications and rights, including voting rights, of the Members of each class shall be as set forth in the Declaration and Bylaws of the Association.

**ARTICLE VIII.**  
**BOARD OF DIRECTORS**

The affairs of the Association shall be governed by the Board of Directors which shall consist of three (3) individuals (each a "Director," and collectively, the "Directors"). The number of Directors may be changed from time to time by resolution of the Board of Directors, but may never be less than three (3) and shall always be an odd number. The method of election of the Directors shall be as set forth in the Bylaws of the Association.

The names and addresses of the persons who are to act in the capacity of initial Directors of the Association until the election and qualification of their successors are as follows:

NAME:	ADDRESS:
William Griffin	303 N. Clyde Morris Boulevard Daytona Beach, Florida 32114
Jillian Wheelock	303 N. Clyde Morris Boulevard Daytona Beach, Florida 32114
Kent Bailey	303 N. Clyde Morris Boulevard Daytona Beach, Florida 32114

FILED  
 19 JAN -9 AM 9:58  
 SECRETARY OF STATE  
 TALLAHASSEE, FL 32399

(((H19000009633 3)))

(((H19000009633 3)))

**ARTICLE IX.**  
**DURATION AND CORPORATE EXISTENCE**

The corporation shall exist perpetually. These Articles shall become effective upon filing as prescribed by law.

**ARTICLE X.**  
**AMENDMENTS**

**Section 1. Member's Amendment.** These Articles may be altered, amended or repealed upon the affirmative vote of Members holding a majority of the total votes allocated to the Members pursuant to the Declaration, provided at all times as the Declarant is a Member of the Association, no amendment to these Articles shall be made without the written consent of the Declarant.

**Section 2. Declarant's Amendments.** Notwithstanding anything herein contained to the contrary, to the extent lawful, Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be enacted by Declarant alone.

**ARTICLE XI.**  
**BYLAWS**

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

**ARTICLE XII.**  
**INCONSISTENCY**

In the event of any inconsistency between the terms and provisions contained in the Declaration and those contained in these Articles, the terms and provisions of the Declaration shall prevail. In the event of any conflict between these Articles and the provisions of the Association's Bylaws, the Bylaws shall control.

**ARTICLE XIII.**  
**MERGERS AND CONSOLIDATIONS**

Subject to the provisions of the Declaration applicable to the Property and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall be approved in the manner provided by Chapter 617, Florida Statutes as the same may be amended from time to time. For purposes of any vote of the Members required pursuant to said statutes, for so long as the Declarant shall own any portion of the Properties, any such merger or consolidation shall require the Declarant's prior approval.

**ARTICLE XIV.**  
**INCORPORATOR**

The name and address of the incorporator is as follows:

**HALIFAX HOSPITAL MEDICAL CENTER**, a special taxing district organized and existing pursuant to Chapter 2003-3, Laws of Florida

(((H19000009633 3)))

FILED  
 19 JAN -9  
 SECRETARY  
 ATTORNEY  
 8:00 PM  
 1/10/19

(((H19000009633 3)))

303 N. CLYDE MORRIS BOULEVARD  
DAYTONA BEACH, FLORIDA 32114

*{Signature page follows}*

FILED  
19 JAN -9 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(((H19000009633 3)))

(((H19000009633 3)))

IN WITNESS WHEREOF, the undersigned pursuant to the laws of the State of Florida, has executed these Articles of Incorporation as of January 9<sup>th</sup>, 2019.

## INCORPORATOR:

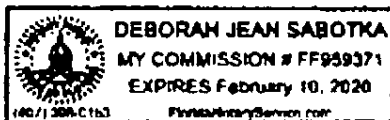
**HALIFAX HOSPITAL MEDICAL CENTER,**  
a special taxing district organized and existing  
pursuant to Chapter 2003-374, Laws of Florida

By: [Signature]  
Name: Jeff Feasel  
Its: Chief Executive Office

STATE OF FLORIDA }  
COUNTY OF Volusia } ss:

The foregoing Articles of Incorporation were acknowledged before me this 9<sup>th</sup> day of January, 2019, by Jeff Feasel, the Chief Executive Office of **HALIFAX HOSPITAL MEDICAL CENTER**, a special taxing district organized and existing pursuant to Chapter 2003-374, Laws of Florida, on behalf of Halifax Hospital Medical Center, as the Incorporator of **HALIFAX WEST CLYDE MORRIS PROPERTY OWNERS ASSOCIATION, INC.**, a Florida non-profit corporation, on behalf of the corporation, who ☒ is personally known to me or ☐ provided \_\_\_\_\_ as identification.

[NOTARIAL SEAL]



[Signature]  
Print Name DEBORAH JEAN SABOTKA  
Notary Public  
State of Florida at Large  
My Commission Expires: 2/10/2020

FILED  
19 JAN -9 AM 9:58  
NOTARY PUBLIC  
HALIFAX, FLORIDA

(((H19000009633 3)))

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

HALIFAX WEST CLYDE MORRIS PROPERTY OWNERS ASSOCIATION, INC.'S DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 303 N. CLYDE MORRIS BOULEVARD, DAYTONA BEACH, FLORIDA 32114 HAS NAMED HARLAN PAUL, WHOSE ADDRESS IS 142 E. NEW YORK AVENUE, DELAND, FL 32724, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. SAID REGISTERED AGENT'S ADDRESS IS THE CORPORATION'S REGISTERED OFFICE.

**HALIFAX WEST CLYDE MORRIS PROPERTY OWNERS ASSOCIATION, INC.,** a Florida nonprofit corporation

By: **HALIFAX HOSPITAL MEDICAL CENTER,** a special taxing district organized and existing pursuant to Chapter 2003-374, Laws of Florida  
Its: Incorporator


By: 

Name: Jeff Peasel

Its: Chief Executive Office

Dated: January 9<sup>th</sup>, 2019

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
Name: Harlan Paul  
Registered AgentDated: January 9<sup>th</sup>, 2019

FILED  
19 JAN -9 AM 9:58  
CLERK OF STATE  
TAMMISSE, et al.