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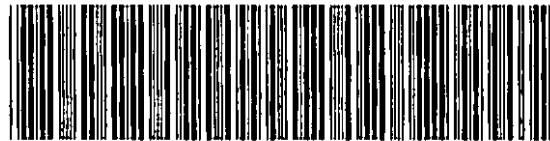
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BYRD  
CAMPBELL

ORLANDO • DALLAS • PENSACOLA

March 22, 2019

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

RE: Beachwood Estates Owners Association, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation for Beachwood Estates Owners Association, Inc., for filing, together with a check in the amount of \$70.00 for the filing fee. Please file on our behalf and return the stamped-in copy to this office via Federal Express. A Federal Express return label has been provided for your use.

Thank you for your time and consideration. Please contact the undersigned if there are any questions or problems relating to this filing.

Sincerely yours,

Lou Ann Reilly  
Commercial Real Estate Paralegal

/lmr  
Encs.

This Instrument Prepared By:  
Elizabeth Henin, Esq.  
Byrd Campbell, P.A.  
180 Park Ave. North, Suite 2A  
Winter Park, FL 32789

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STATE OF FLORIDA:  
COUNTY OF WALTON:

**ARTICLES OF INCORPORATION**  
**OF**  
**BEACHWOOD ESTATES OWNERS' ASSOCIATION, INC.**

**A NONPROFIT CORPORATION**  
**UNDER THE LAWS OF THE STATE OF FLORIDA**

**BE IT KNOWN** that the undersigned, acting as incorporator of a nonprofit corporation under the laws of the State of Florida, and in particular, Title XXXVI, Florida Statutes (2018), hereby adopts the following Articles of Incorporation for such nonprofit corporation (these "**Articles**").

**ARTICLE I**  
**NAME**

The name of the nonprofit corporation shall be Beachwood Estates Owners' Association, Inc. (hereinafter referred to as the "**Association**").

**ARTICLE II**  
**PERIOD OF DURATION**

The existence of the Association shall commence with the filing of these Articles with the Secretary of State in Tallahassee, Florida. The period of duration of the Association shall be perpetual unless terminated according to the terms of these Articles.

**ARTICLE III**  
**PURPOSE**

The purposes for which the Association is organized are:

1. To furnish all services reasonably necessary for the health, comfort, safety, welfare and enjoyment of the lot owners of the proposed subdivision to be known as Beachwood Estates (the "**Subdivision**"), which may be developed on all or a portion of that certain real property located in Walton County, Florida and more particularly described on Exhibit "A" attached hereto.

2. To own, manage, and control all of the common areas and improvements thereon located within the boundaries of the Subdivision which are intended to be devoted to the common use and enjoyment of the owners of lots in the Subdivision, including but not limited to the maintenance of private easements or roads, any decorative fences, street islands, and any detention pond for storm water drainage.

3. To administer, enforce, and otherwise act in accordance with that certain Declaration of Conditions, Covenants, and Restrictions for Beachwood Estates executed by Declarant (hereinafter defined) and recorded in the office of the Clerk of the Circuit Court of Walton County, Florida, as may be amended from time to time (the "**Declaration**"), to the extent provided in the Declaration.

4. To assess, collect, and direct the proper disbursement of the lot owners' pro rata shares of the costs and expenses incurred in the carrying out of said purposes in accordance with the Declaration, these Articles, the Bylaws (as defined in the Declaration), and the rules and regulations of the Subdivision.

**ARTICLE IV**  
**GENERAL POWERS**

The powers of the Association are as follows:

1. The Association shall have the power to own, accept, acquire, mortgage, and dispose of real and personal property, and to obtain, invest, and retain funds, in advancing the purposes stated in Article III above.

2. The Association shall have the power to transact all business being not for profit consistent with the purposes for which this Association is organized and to protect the lawful rights and interests of its Members (as defined in the Declaration) in connection therewith.

3. The Association shall have all powers granted to it in the Florida statutes, as amended, including those powers granted to nonprofit corporations in Title XXXVI, Chapter 617, Florida Statutes (2018).

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4. The Association shall operate, maintain, and manage the Stormwater Management System (as defined in the Declaration) in a manner consistent with the requirements of Northwest Florida Water Management District ("**NWFWMD**") Permit No. 0350622001EG, and applicable NWFWMD rules, and shall assist in the enforcement of the restrictions and covenants contained in the Declaration.

5. The Association shall levy and collect adequate assessments against Members for the costs of maintenance and operation of the Stormwater Management System. The assessments shall be used for the maintenance and repair of the Stormwater Management System and mitigation or preservation areas, including but not limited to work within retention areas, drainage structures, and drainage easements.

**ARTICLE V**  
**NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator herein are as follows:

68V BEACHWOOD 2017 (FL), LLC  
29891 Woodrow Lane, Suite 300  
Spanish Fort, Alabama 36527

**ARTICLE VI**  
**NAME AND ADDRESS OF INITIAL PRINCIPAL OFFICE**

The name and address of the initial principal office are as follows:

Byrd Campbell, P.A.  
180 Park Ave. North, Suite 2A  
Winter Park, Florida 32789

**ARTICLE VII**  
**MEMBERSHIP AND VOTING RIGHTS**

There shall be only one (1) class of membership. The Members shall be all of the record owners of platted lots within the Subdivision. Membership in the Association shall be established by recordation of, in the records of the Office of the Clerk of Walton County, Florida, a deed of conveyance transferring record title to a platted lot in the Subdivision, and delivery to the Association of an executed true copy of said deed. The owner designated by such instrument shall thereby automatically become a Member. Membership shall be appurtenant to and may not be separated from ownership of any lot in the Subdivision and shall cease as to any owner upon transfer of title from such owner to another owner.

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Each Member shall be entitled to one (1) vote for each lot owned. When more than one (1) person holds an interest in any lot all such persons shall be Members. The vote for such lot shall be exercised as they, among themselves, shall determine, but in no event shall more than one (1) vote be cast with respect to any single lot.

## **ARTICLE VIII** **NONPROFIT CORPORATION**

The Association shall be without capital stock, will not be operated for profit, and will not distribute gains, profits, or dividends to any of its Members. The Members shall not be personally liable for the debts, liabilities, or obligations of the Association, but shall be personally liable to the Association for their pro rata share of costs and expenses that are attributable to Members under these Articles, the Bylaws, or the Declaration. The purposes of the Association shall be served without pecuniary profit to any director, officer, or Member.

## **ARTICLE IX** **NAME AND ADDRESS OF INITIAL REGISTERED AGENT**

The name of the initial registered agent of the Association, and the address of the initial registered office of the Association are as follows:

Byrd Campbell, P.A.  
180 Park Ave. North, Suite 2A  
Winter Park, Florida 32789

The initial registered agent's written acceptance of appointment as a registered agent as required by Section 617.0501, Florida Statutes (2018), is attached hereto as Exhibit "B".

## **ARTICLE X** **BOARD OF DIRECTORS**

Except as provided herein, the affairs of the Association shall be managed by a Board of Directors (as defined in the Declaration). Notwithstanding anything contained in these Articles, the Bylaws, or the Declaration to the contrary, until Turnover (as defined in the Declaration), 68V Beachwood 2017 (FL), LLC, a Florida limited liability company (the "**Declarant**"), shall have the sole and exclusive right to (1) appoint all of the members of the Board of Directors of the Association (subject to the rights of members other than the Declarant to elect at least one member of the Board of Directors under Section 720.307(2), Florida Statutes (2018)); (2) appoint all of the officers of the Association; (3) remove and replace any members of the Board of Directors of the Association; (4) appoint the members of the Architectural Review Committee ("**ARC**") of the Association as defined in and in accordance with the Bylaws; (5) remove and replace any members of the ARC; (6) amend these Articles and the Bylaws; and (7) take all other action on behalf of the

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Association and vote on all other matters required to be voted on or approved by the Members. Upon Turnover, the then-current Members shall be entitled to vote on all the foregoing matters subject to any restrictions set forth in the Declaration and the Bylaws.

The initial Board of Directors shall be composed of three (3) directors, none of which must be a Member of the Association. The names and addresses of the initial three (3) directors of the Association are as follows:

NAME:	ADDRESS:
1. Sands Stimpson	29891 Woodrow Lane Suite 300 Spanish Fort, AL 36527
2. Bobby Riis	29891 Woodrow Lane Suite 300 Spanish Fort, AL 36527
3. Drew Dolan	29891 Woodrow Lane Suite 300 Spanish Fort, AL 36527

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Within sixty (60) days after Turnover, Declarant shall call a meeting of the Members for the purposes of (i) transitioning control of the Association to the Members, (ii) electing new directors to the Board, and (iii) electing new members of the ARC. After Turnover, all Board of Directors must be Members of the Association, or representatives of entities that are Members of the Association, the number of directors shall be as set forth in the Bylaws and the Members of the Association shall have the right to elect the Board of Directors as provided in the Bylaws. The number of directors may be changed by amendment of the Bylaws of the Association. The initial Bylaws of the Association shall be adopted by the Board of Directors. After Turnover, the power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors.

#### **ARTICLE XI** **INDEMNIFICATION**

The Association shall indemnify every officer and director of the Association against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or director in connection with any action, suit, or other proceeding (including the settlement of any such suit or proceeding, if approved by the then Board of Directors of the Association) to which he may be made a party by reason of being or having been an officer or director of the Association, whether or not such person is an officer or director at the time such expenses are incurred. The officers and directors of the Association shall not be liable to the Members for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and directors of the Association shall have no personal liability with respect to

any contract or other commitment made by them in good faith on behalf of the Association and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the Association may be entitled.

## **ARTICLE XII** **CONFLICTS OF INTEREST**

The directors shall exercise their powers and duties in good faith and with a view to the interest of the Association and the Subdivision. No contract or other transaction between the Association and any corporation, firm, or association (including the Declarant) in which one (1) or more of the directors of the Association is a director or officer or is pecuniarily or otherwise interested, shall be either void or voidable for such reason or because such director or directors are present at the meeting of the Board of Directors or any of the committee thereof which authorizes or approves the contract or transaction or because his or their votes are counted for such purpose, if any of the conditions specified in any of the following paragraph exists:

(a) The fact of the common directorate or interest is disclosed or known to the Board of Directors or a majority thereof or noted in the minutes and the Board authorizes, approves, or ratifies such contract or transaction in good faith by a vote sufficient for the purpose; or

(b) The fact of the common directorate or interest is disclosed or known to the Members or a majority thereof and they approve or ratify the contract or transaction in good faith by a vote sufficient for the purpose; or

(c) The contract or transaction is commercially reasonable to the Association at the time it is authorized, ratified, approved, or executed.

Common or interested directors may be counted in determining the presence of a quorum at any meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies any contract or transaction and may vote thereat to authorize any contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

## **ARTICLE XIII** **ASSESSMENTS**

1. To provide the total sum necessary for the insurance, reserve fund for replacements, maintenance, and operation of the common areas and improvements within the Subdivision, each Member for each lot owned shall pay a portion of the total amount necessary for such purposes to the Association. The portion to be paid by each Member for each lot owned shall be equal to a fraction, the numerator of which shall be the number of lots owned by such lot owner and the

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denominator of which shall be the total number of lots in the Subdivision, and which the quotient of such fraction shall be multiplied by the total sum necessary for such purposes. The total number of lots in the Subdivision may be increased from time-to-time by the Declarant in its sole and absolute discretion so long as the Declarant continues to have the right to add additional property to the Subdivision in accordance with the terms of the Declaration.

2. The amount of assessment against each Member as provided under the paragraph immediately above, shall be assessed by the Association as a lien as provided in the Declaration.

3. In addition to the annual assessments authorized above, the Association may levy in any assessment year special assessments for the purposes and in the manner set forth in the Declaration, as the same may be amended from time to time.

4. Each assessment shall be assessed and shall be due and payable as provided in the Declaration and the Bylaws, and upon default or payment within such period of time, the assessment shall be a lien against each lot owned by the defaulting Member and against that undivided portion of the common area owned by the defaulting Member, and the Association shall be entitled to enforce the payment of said lien according to the laws of the State of Florida and to take any other actions for collection from the defaulting party or parties. Any such lien against a lot or against the common area shall be subordinate to a recorded first mortgage covering such lot.

5. Both annual and special assessments shall be collected in the time and manner specified in the Declaration or as otherwise directed by the Association's directors.

#### **ARTICLE XIV** **MISCELLANEOUS**

1. **Amendment.** Until Turnover, these Articles may be amended at any time and from time to time by Declarant, without the consent or approval of any of the other Members. After Turnover, these Articles may be amended, subject to the terms and provisions of the Declaration, by the affirmative vote or at least sixty-seven percent (67%) of the total voting interests of all Members. All amendments to these Articles become effective only upon being placed of record in the Office of the Clerk of the Circuit Court of Walton County, Florida.

2. **Headings.** The headings and captions herein are used solely as a matter of convenience and shall not define, limit, or expand any term or provision of these Articles.

3. **Termination, Dissolution, or Liquidation.** In the event of a termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity which complies with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume 1, Section 12.3, and be approved by the NFWFMD prior to such termination, dissolution or liquidation.

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4. **Incorporation by Reference.** All of the terms, provisions, definitions, covenants, and conditions set forth in the Declaration are hereby expressly incorporated herein by reference as if fully set forth herein.

5. **Conflict Between Documents.** In the event of any conflict or ambiguity, any applicable Florida statute, the Declaration, these Articles of Incorporation, the Bylaws, and the rules and regulations of the Association shall govern, in that order.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation, by and through its duly authorized representative, on this the day of March 15<sup>th</sup> 2019.

**68V BEACHWOOD 2017 (FL), LLC.**  
a Florida limited liability company

By: [Signature]

Name: Nathan L. Cox

As Its: Manager

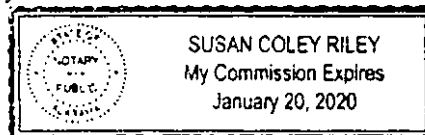
Alabama  
STATE OF ~~FLORIDA~~  
COUNTY OF Baldwin

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of March, 2019, by Nathan L. Cox, as Manager of 68V Beachwood 2017 (FL), LLC. (He/she is (check one) ☒ personally known to me or ☐ produced a \_\_\_\_\_ as identification.

[SEAL]

Susan Coley Riley  
Notary Public Signature

Susan Coley Riley  
Notary Public Printed Name



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## **EXHIBIT "A"**

### **Description of Subdivision Property**

The land referred to herein below is situated in the County of Walton, State of Florida, and described as follows:

Commencing at a concrete monument marking the Northeast corner of Lot 46, Section 33, Township 2 South, Range 20 West, Santa Rosa Plantation Co, as recorded in Plat Book 2, Page 4, Walton County, Florida; thence West 888 feet to the Point of Beginning; thence Southerly 330.61 feet to a point on the South line of said Lot 46; thence Westerly along said South line, 443.84 feet to the Southwest corner of said Lot 46; thence Northerly along the West line of said Lot 46, 330.61 feet to the Northwest corner of said Lot 46; thence Easterly along the North line of said Lot 46, 444 feet to the Point of Beginning. TOGETHER WITH ingress/egress easement as contained in Grant of Easement recorded in Official Records Book 2312, page 422, of the public records of Walton County, Florida.

and any additional real property made subject to the Declaration in accordance with the terms thereof.

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## EXHIBIT "B"

### Acceptance of Appointment as Registered Agent

I hereby accept the appointment as registered agent for BEACHWOOD ESTATES OWNERS' ASSOCIATION, INC., and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Registered Agent Signature

ELIZABETH HENIN

Registered Agent Printed Name

For Byrd Campbell, P.A.

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