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FLORIDA PROFIT/NON PROFIT CORPORATION CHURCHILL BAYOU ASSOCIATION, INC.

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This document was prepared by:
Jerome K. Lanning
Butler Snow LLP
One Federal Place, Suite 1000
1819 Fifth Avenue North
Birmingham, AL 35203

STATE OF FLORIDA)

WALTON COUNTY)

ARTICLES OF INCORPORATION

OF

CHURCHILL BAYOU ASSOCIATION, INC.,

a Florida Not For Profit Corporation

The undersigned, for the purpose of forming a not for profit corporation under Florida Statutes, Sections 617.01011 et seq., as amended (the "Florida Not For Profit Corporation Act"), hereby files the following Articles of Incorporation with the Florida Department of State (the "Articles").

ARTICLE I
NAME

The name of the Corporation shall be Churchill Bayou Association, Inc. (the "Association").

ARTICLE II
ORGANIZATION

The Corporation is organized pursuant to the Florida Not For Profit Corporation Act (the "Act").

ARTICLE III
PURPOSE and POWERS

The primary purpose for the organization of the Association is to provide for the creation of a nonprofit entity for the purpose of monitoring and enforcing the Churchill Bayou Estate Covenants as defined in that certain Limited Power of Attorney and Assignment executed by Vernon R. Bishop, Erik Anderson, Joyce Lanning and Kathy Smith dated April 5, 2019, a copy of which is attached as Exhibit "A" (the "Assignment"), the terms of which are incorporated in these

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Articles by reference (capitalized terms used herein and not otherwise defined are defined in the Assignment). In order to accomplish this and related purposes, and to promote the safety and welfare of the owners of lots comprising the Churchill Estates Property (the "Lots") and their guests, contractors, service providers, visitors, and other users of Churchill Drive and the surrounding waters of Churchill Bayou, and to foster and protect the beneficial aesthetic qualities of the overall Churchill Estates Property, and to provide for the management of the Association and the enforcement of the Covenants in order to protect and enhance the value of all Lots, the Association shall have all powers, privileges and immunities provided for in the Act, together with the following specific powers and purposes:

(a) To acquire, own, hold and improve property, through purchase, devise, gift, or otherwise, whether real, personal or mixed, tangible or intangible, including easements, leases or other property interests, either acting alone or in conjunction with others.

(b) To make, establish, amend and enforce reasonable rules relating to the use of Churchill Drive by Lot owners and other (the "Rules"), and to levy and enforce the payment of fines for the breach of such Rules.

(c) To make assessments ("Assessments") to Lot owners for the payment of expenses either incurred or to be incurred by the Association in connection with the maintenance, repair or re-surfacing of Churchill Drive, payable by all Lot owners, either in equal shares, based upon the number of Lots owned, or in some proportional manner related to Road use as may be determined by the board of directors of the Association (the "Board") in accordance with the bylaws of the Association (the "Bylaws"), and to levy, collect and enforce the payment thereof by the Lot owners.

(d) To employ personnel and to contract for services, material and labor related to the maintenance of and improvements to Churchill Drive or other properties owned by the Association.

(e) To enforce any of the provisions of the Covenants, Rules and Bylaws by such legal and equitable actions as the Board may deem necessary.

(f) To purchase and maintain insurance for the Association, in such amounts and under such terms as the Board may deem necessary or desirable for the protection of the Association and its officers and directors, or for such other purposes as the Board shall deem appropriate.

(g) To enter into agreements or contracts for the performance of professional services on behalf of the Association, including, without limitation, retaining accountants, lawyers, or other professionals or consultants.

(h) To enter into, make and perform contracts of every kind for any lawful purpose, without limit as to amount, with any person, corporate or other legal entity, association, partnership, municipality, county, state, governmental subdivision or governmental or quasi-governmental entity.

(i) To hold, enjoy, possess, rent, lease, mortgage, and sell real or personal property or any interest therein.

(j) To acquire by option, purchase, gift, bequest, transfer or otherwise and to hold, enjoy, possess, use, pledge as security, sell, transfer or in any manner dispose of personal property of any class or description whatsoever, whether tangible or intangible.

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(k) To retain any property, investments or securities originally received by the Association or thereafter acquired by it as long as the Board shall consider the retention thereof desirable.

(l) To invest any and all funds coming into the hands of the Association in any account whatsoever or in such property, investments or securities as the Board of the Association may, in its discretion, deem advisable, whether or not the same may be currently producing income, and whether or not the same are or may be such as are authorized or deemed proper for investment of trust funds under the Constitution or laws of the State of Florida or of the United States.

(m) To borrow and lend money to or from any person, persons, firm, business, partnership, or corporation, with or without security, and if with security, with such security as the Board of the Association deems proper or appropriate, and in connection with any borrowing of money by the Association, to issue evidences of indebtedness for such borrowing and to secure the same by mortgage, pledge or other lien on the Association's property.

(n) To improve or cause or permit real property to be improved and to abandon any property that the Board deems to be without substantial value.

(o) To manage and control any shares of stock, certificates of membership interest, bonds or other securities of any corporation, trust or association at any time acquired in any way by the Association.

(p) To make such distribution of profit, surplus or reserve funds of the Association to the Members at such time and in such manner, and to do such other acts, as may be required to comply with all applicable provisions of the Federal Internal Revenue Code, Revenue Rulings, and other Federal and State statutes providing for an exemption from Federal and Estate Income Taxes for nonprofit organizations.

(q) To do and perform all other acts and things that may be incidental to and come legitimately within the scope of any or all of the objects and purposes of the Association, or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the objects and purposes of the Association, and to have and exercise all rights and powers now conferred or which may hereafter be conferred on corporations not of a business character under the laws of the State of Florida.

The foregoing clauses of this Article III shall be construed equally as objects, purposes and powers, and the foregoing enumeration of specific objects, purposes or powers shall not be construed or held to limit or restrict in any manner the powers of the Association expressly conferred by law, except as expressly stated.

ARTICLE IV TERM OF EXISTENCE

The term for which the Association is to exist shall be perpetual.

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ARTICLE V
MEMBERS

The Association shall have members ("Members") consisting of all then duly elected and serving Directors of the Association.

ARTICLE VI
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Jerry Lanning	2102 Williamsburg Way Birmingham, AL 35223-1740

ARTICLE VII
DIRECTORS

7.1 **Number**. The affairs of the Association are to be managed by a Board of Directors consisting of no fewer than three (3) and no more than twelve (12) members, the exact number and required qualifications of Directors to be specified in the Bylaws of the Association.

7.2 **Election and Term of Office**. The Directors of the Association shall be nominated and elected for terms and in the manner as shall be fixed in the Bylaws from time to time.

7.3 **Powers**. The Board of Directors shall act for the Association, and shall have the power to decide all matters relating to the conduct of business for the Association.

7.4 **Initial Board**. The initial Board of Directors of the Association shall consist of three (3) members. 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 their death, resignation or removal, are as follows:

	<u>Name</u>	<u>Address</u>
1.	Jerry Lanning	2101 Williamsburg Way Birmingham, AL 35223-1740
2.	Kathy Smith	c/o 2557 Barrington Circle Tallahassee, FL 32308

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3. Erik Anderson c/o 126 Churchill Drive
Santa Rosa Beach, FL 32459

7.5 Additional Directors. The Board shall be authorized to admit additional Directors of the Association upon the terms provided for in the Bylaws.

ARTICLE VIII OFFICERS

8.1 Listing. The officers of the Association shall be a President, Secretary and Treasurer.

8.2 Election and Term of Office. Officers shall be elected for terms of one (1) year by the Board of Directors at its Annual Meeting in the manner set forth in the Bylaws.

8.3 Additional Officers. The Association may, at the discretion of the Board of Directors, provide for different categories of officers, and may have additional officers, including, without limitation, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers.

8.4 Powers and Duties. The powers and duties of the officers of the Association shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or the Bylaws of the Association.

8.5 Initial Officers. The names and addresses of the officers who are to serve until the first election of officers, pursuant to the terms of the Bylaws, are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President:	Jerry Lanning	2102 Williamsburg Way Birmingham, AL 35223
Secretary:	Erik Anderson	c/o 126 Churchill Drive Santa Rosa Beach, FL 32459
Vice President and Treasurer:	Kathy Smith	c/o 2557 Barrington Circle Tallahassee, FL 32308

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ARTICLE IX
BYLAWS

The power to make, alter, amend, repeal, or adopt the Bylaws of this Association shall be vested in the Board of Directors, as long as they are not inconsistent with the provisions of these Articles or the Florida Not For Profit Corporation Act.

ARTICLE X
AMENDMENTS

The power to make, alter, amend, repeal, or adopt these Articles of Incorporation shall be vested in the Board of Directors.

ARTICLE XI
REGISTERED AGENT AND REGISTERED OFFICE

The address of the initial registered office of the Corporation is c/o Beggs & Lane, RLLP, 501 Commendencia Street, Pensacola, Florida 35202. The registered agent at such address shall be Marcus A. Huff, Attorney at Law.

ARTICLE XII
PRINCIPAL OFFICE

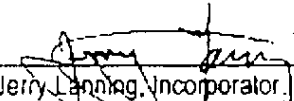
The mailing address of the initial principal office of the Corporation is Jerry Lanning, President, c/o 2102 Williamsburg Way, Birmingham, Alabama 35223

ARTICLE XIII
DISSOLUTION

Upon winding up and dissolution of this Corporation, and after paying or adequately providing for the payment of all debts and obligations of the Corporation, the remaining assets shall be distributed to the then serving Directors in proportion to the number of Lots owned by each.


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IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 12th day of April, 2019.


Jerry Lanning, Incorporator

STATEMENT OF REGISTERED AGENT

I, the undersigned, Marcus A. Huff, Attorney at Law, hereby accept the appointment as registered agent of the Corporation as provided in these Articles of Incorporation and agrees to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and state that I am familiar with, and accept the obligations of such position as registered agent of the Association as provided under the Florida Not For Profit Corporation Act.


Marcus A. Huff

Date: April 15, 2019