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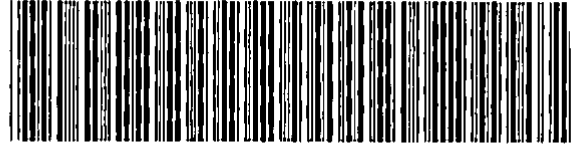
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D O'KEEFE
JUL - 9 2019

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Carrington Phase I Owners' Association, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Galloway, Johnson, Tompkins, Burr and Smith

Name (Printed or typed)

118 E. Garden Street

Address

Pensacola, Florida 32502

City, State & Zip

850-436-7000

Daytime Telephone number

tmlservice@gallowaylawfirm.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

JAN 25 AM 10:04
FILED IN 1000

**ARTICLES OF INCORPORATION
OF
CARRINGTON PHASE I OWNERS' ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes Chapter 617, the undersigned hereby acts as an incorporator in adopting and filing the following *Articles of Incorporation* for the purpose of organizing a Florida not-for-profit corporation.

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is Carrington Phase I Owners' Association, Inc., hereinafter called the "Association" or "Corporation."

**ARTICLE II
DURATION**

The existence of the Corporation shall commence at the time these *Articles of Incorporation* are filed with the Florida Department of State, Division of Corporations and shall be perpetual.

**ARTICLE III
PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is 3158 Gateway Lane, Cantonment, Florida 32533.

The mailing address of the Corporation is 3158 Gateway Lane, Cantonment, Florida 32533.

**ARTICLE IV
PURPOSES AND POWERS**

The Association is not organized for pecuniary profit or financial gain, and no part of the Association's assets or income shall inure to the benefit of any Director, Officer or Member of the Association except as may be authorized by the Board of Directors in accordance with the terms and provisions of the *Bylaws of the Association* with respect to the compensation of Directors, Officers or Members of the Association for the rendition of unusual or exceptional services to the Association.

The purposes for which the Association is formed, and the powers that may be exercised by the Board of Directors of the Association, are:

- A. To own, operate, maintain, preserve or replace, and to provide architectural control over the Property including the Common Property, and to those properties that may be annexed to the Property from time to time pursuant to the Declaration.
- B. To acquire by gift, purchase, or otherwise, and to own, build, improve, operate, repair, maintain and replace, lease transfer, and otherwise dispose of, real property, buildings, improvements, fixtures and personal property in connection with the business and affairs of the Association.

- C. To purchase, own, hold, improve, build upon, operate, maintain, convey, transfer, dedicate for public use, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any other acts necessary or expedient of carrying on any of the activities of the Association and pursuing any of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.
- D. To establish a budget and to fix regular and special assessments to be levied against all lots within the Subdivision which are subject to assessment pursuant to the Declaration for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements, and replacements. To use proceeds of assessments in the exercise of its powers and duties
- E. To place liens against any lot subject to assessment for delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.
- F. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these *Articles of Incorporation*.
- G. To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions and agreements in order to effectuate the purposes for which the Association is organized.
- H. To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.
- I. To charge recipients of services rendered by the Association and users of property of the Association where such is deemed appropriate by the Board of Directors.
- J. To pay all taxes and other charges or assessments, if any, levied against property owned, leased, or used by the Association.
- K. To enforce by any and all lawful means the provisions of these *Articles of Incorporation*, the *Bylaws of the Association* which may be hereafter adopted, and the terms and provisions of the *Declaration of Covenants, Conditions, Restrictions and Easements for Carrington*.
- L. To purchase insurance upon the Association property for the protection of the Association and its members.

- M. To reconstruct the Association property and improvements after casualty and to further improve the property, if required.
- N. To enter into contracts and agreements for providing services to the Association.
- O. To purchase lots in the Association subdivision, to foreclose on Association liens against lots of owners, to convey, lease, mortgage, and improve lots owned by the Association.
- P. To operate any storm water management and discharge facility serving the Subdivision. To operate and maintain common property, including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances.
- Q. In general, to have all powers which may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.
- R. To dedicate, sell, lease, or transfer all or any part of the common areas of the Subdivision to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such transfer or dedication shall be effective unless a written instrument has been signed by two-thirds (2/3) of the members consenting to a dedication, sale or transfer.

ARTICLE V MEMBERS

(A) The Owner of each Lot, as those terms are defined in the Declaration, shall be a member of the Association (hereafter "Member") and shall be entitled to vote in accordance with terms of the Declaration and Bylaws, except there shall be no vote for any Lot owned by the Association. The manner of exercising voting rights shall be as set forth in the Declaration and in the Bylaws of the Association.

(B) Transfer of membership in the Association shall be established by recording in the Official Records a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the owner designated by such instrument shall become a Member of the Association and the membership of the prior owner shall be terminated.

(C) 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 of such Member's ownership of a lot subject to the Declaration.

(D) The Declarant (as defined in the Declaration) shall be a Member of the Association with the manner of exercising voting rights more specifically described in the Declaration and Bylaws of the Association.

ARTICLE VI DIRECTORS

(A) The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than seven (7) directors who shall be designated or elected as hereinafter set forth. Directors need *not* be Members of the Association.

(B) The method of election, removal and filling of vacancies on the Board of Directors and the term of office of directors shall be as set forth in the Declaration and Bylaws.

(C) The Board may designate its operating authority to such corporations, individuals and committees as it, in its discretion, may determine.

(D) The name and addresses of the initial Board of Directors, who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

Thomas A. Henry
3158 Gateway Lane
Cantonment, Florida 32533

Rebecca B. Nellums
3158 Gateway Lane
Cantonment, Florida 32533

John B. Quina
3158 Gateway Lane
Cantonment, Florida 32533

ARTICLE VII BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be Altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE VIII LIABILITY OF OFFICERS AND DIRECTORS

To the fullest extent that the Florida Not For Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of officers and directors, no officer nor director of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as an officer or director. This limitation of liability shall not extend to an officer's or director's intentional acts of fraud, misrepresentation, theft, or other intentional acts causing damages to the Association and Members. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any officer or director of the Association for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.

ARTICLE IX INITIAL REGISTERED AGENT

The initial street address of the Corporation's registered office is 118 E. Garden Street, Pensacola, Florida 32502. The initial registered agent for the Corporation at that address is Galloway, Johnson, Tompkins, Burr and Smith.

ARTICLE X

The name and street address of the person signing these *Articles of Incorporation* is:

Name

Address

Thomas A. Henry

3158 Gateway Lane
Cantonment, Florida 32533

19 JUN 25 AM 10:04
NOTARIAL PUBLIC

**ARTICLE XI
INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these *Articles of Incorporation*.

Incorporator

Date

**STATE OF FLORIDA
COUNTY OF ESCAMBIA**

The foregoing instrument was acknowledged before me on this 19th day of June, 2019 by Thomas Henry, President for Thomas Home Corporation, whom is personally known to me.

Rebecca B. Nellums
Notary Public - State of Florida
My Commission # GG 84680
Expiration 02/02/21

Notary Public, State of Florida

ARTICLE XII

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Carrington Phase I Owners' Association, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

Registered Agent

Date