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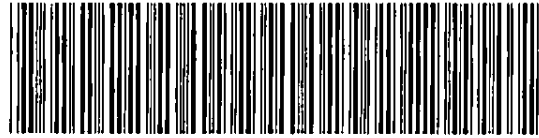
(Business Entity Name)

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19 OCT 22 AM 10:32

2019 OCT 22 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

OCT 23 2019

## COVER LETTER

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

**SUBJECT:** Avery Park Homeowners Association of Tallahassee, 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:** Robert R. Parrish, Jr.  
\_\_\_\_\_  
Name (Printed or typed)

2623 Centennial Boulevard Suite 205  
\_\_\_\_\_  
Address

Tallahassee, FL 32308  
\_\_\_\_\_  
City, State & Zip

850-597-7616  
\_\_\_\_\_  
Daytime Telephone number

Danny@manausalaw.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION  
OF  
AVERY PARK HOMEOWNERS ASSOCIATION OF TALLAHASSEE, INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes, I, the undersigned natural person competent to contract, acting as incorporator of a corporation not-for-profit, hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is AVERY PARK HOMEOWNERS ASSOCIATION OF TALLAHASSEE, INC., hereinafter referred to as the "Association."

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Association is 2623 Centennial Boulevard, Suite 205, Tallahassee, Florida 32308.

**ARTICLE III**

**REGISTERED AGENT**

Daniel E. Manausa, whose physical and mailing address is 1701 Hermitage Blvd, Suite 100, Tallahassee, Florida 32308, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV**

**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof and the specific purpose for which it is formed is to exercise the powers afforded to the Association pursuant to the Declaration of Covenants, Conditions and Restrictions of Avery Park Homeowners Association of Tallahassee, Inc. (the "Covenants"), recorded with the office of the Clerk of the Circuit Court of Leon County, Florida.

FILED  
2019 OCT 22 AM 9:08  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE V

### MEMBERSHIP

Every Owner of a Lot which is subject to assessment shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

## ARTICLE VI

### VOTING RIGHTS

Every Owner of a Lot shall be entitled to one vote for each Lot owned. When more than one person or entity holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

## ARTICLE VII

### BOARD OF DIRECTORS

The affairs of this corporation shall be managed and governed by a Board of Directors composed of two (2) members.

The persons who are to act in the capacity of Director shall be the following:

**Robert R. Parrish, Jr.**  
~~Terry~~ Parrish

## ARTICLE VIII

### OFFICERS

The officers of this Association shall be a President, a Vice President, a Secretary, Treasurer, and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of members. The names of the offices who are to serve until the first election of officers are:

PRESIDENT

Robert R. Parrish, Jr.

VICE PRESIDENT/TREASURER

~~Terry~~ Parrish

TREASURER

Robert R. Parrish, Jr.

## **ARTICLE IX**

### **INDEMNIFICATION**

The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, or investigative, for an act alleged to have been committed by such person in his capacity of Director or Officer of the Association. This indemnification applies against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon pleas of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

The Board of Directors shall determine whether any amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

## **ARTICLE X**

### **TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

A. No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of its Directors or Officers are Directors or Officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the

Director or Officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. However, such Director or Officer must disclose such financial or other interest. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

## **ARTICLE XI**

### **BYLAWS**

Bylaws shall be initially adopted by the Board of Directors after which these Bylaws may be amended, at a regular or special meeting of the members, by a vote of no less than a majority of the Lots.

## **ARTICLE XII**

### **AMENDMENTS**

Amendment of these Articles of Incorporation may at a regular or special meeting of the Members be made by a vote of no less than a majority of the Lots.

## **ARTICLE XIII**

### **DISSOLUTION**

The Association may be dissolved with the assent given via a unanimous vote of all Lots.

## **ARTICLE XIV**

### **DURATION**

The corporation shall exist perpetually.

**ARTICLE XV**  
**INCORPORATOR**

The name and address of the incorporator is as follows:

NAME

Robert R. Parrish, Jr.

ADDRESS

2623 Centennial Boulevard, Suite 205  
Tallahassee, FL 32308

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of Florida, I, the undersigned, constitution the incorporator of this Association, have executed these Articles of Incorporation this 21<sup>st</sup> day of October, 2019.

A handwritten signature in black ink, appearing to read 'Robert R. Parrish, Jr.', is written over a horizontal line.

Robert R. Parrish, Jr.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

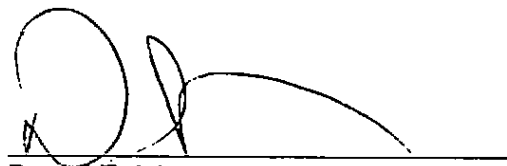
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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Statute:

AVERY PARK HOMEOWNERS ASSOCIATION OF TALLAHASSEE, INC., desiring to organize under the laws of the State of Florida, with its principal offices at 2623 Centennial Boulevard, Suite 205, Tallahassee, Florida 32308 has named Daniel E. Manausa whose office is located at 1701 Hermitage Blvd., Suite 100, Tallahassee, Florida 32308 as its agent to accept service of process with the State.

-----  
**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Daniel E. Manausa