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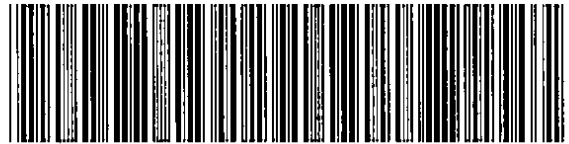
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TALLAHASSEE, FLORIDA

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MAR 17 2020

COVER LETTER

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

SUBJECT: VILLA DEL SAN MARCOS HOMEOWNERS 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: BRANDON R. BURG, BURG LAW FIRM P.A.
Name (Printed or typed)

14101 PANAMA CITY BEACH PARKWAY, SUITE 160
Address

PANAMA CITY BEACH, FL 32413
City, State & Zip

(850) 851-0621
Daytime Telephone number

BRANDON@BURGLAW.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

VILLA DEL SAN MARCOS HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby forms a corporation not for profit under Chapter 617, Florida Statutes, as amended, and does hereby certify:

ARTICLE I NAME

The name of the corporation shall be **Villa Del San Marcos Homeowner's Association, Inc.** For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles"

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address of the Association is:

3746 Swallowtail Trace
Tallahassee, FL 32309

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE III PURPOSE AND POWERS OF THE ASSOCIATION; DEFINITIONS

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members, and the specific purposes for which it was formed are to provide for maintenance, preservation, and architectural control of lots and common areas within the residential development known as Villa Del San Marcos as the same becomes subject to the Declaration of Covenants, Conditions, and Restrictions for Villa Del San Marcos to be recorded in the Public Records of Bay County, Florida (the "Declaration"), and to promote the welfare of the Owners within the Properties and to:

- a) Meet for the purpose of ascertaining the purposes or activities or eliciting the desires in which its membership is interested.
- b) Provide for the appointment of representatives, directors, and officers for the purposes of directing, managing, organizing the Association's activities.
- c) Exercise all powers and privileges and to perform all duties and obligations of the Association as set forth in the Declaration as recorded in the public records of Bay County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

- d) Promulgate or enforce rules, regulations, bylaws, covenants, restrictions, or agreements to effectuate any of the purposes, and to coordinate or manage all activities for which the Association is organized.
- e) Have and to exercise any and all powers, rights, and privileges which a nonprofit corporation organized under the laws of the State of Florida may now or hereafter have or exercise unless otherwise limited by the Association's Declaration or Bylaws.
- f) Establish, collect, and disburse General and Special Assessments to be used for attainment of any of its purposes or functions or for the improvement, maintenance, facilitation, and upkeep of the Common Areas.
- g) Manage, control, operate, maintain, repair, and improve Common Areas, incorporeal interests, easements, berms, and drainage easements, drainage retention areas, ponds, etc. that are located within or nearby the Properties (including adjacent or contiguous property that becomes part of the Properties or to the extent specifically authorized by the Board of Directors) in a manner consistent with the requirements of governmental rules and regulations and to assist in the enforcement of the restrictions and covenants contained therein.
- h) Enforce covenants, conditions, or restrictions affecting the Properties to the extent the Association may be authorized to do so under any Declaration.
- i) Enter into, make, perform, or enforce contracts of every kind and description, and do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association or in association with any person, entity, or public or private entity or agency.
- j) Levy and collect adequate assessments against Association's members and lots for the cost of maintenance and operation of all activities, Common Areas as authorized by the Declaration, the Association's Members, or Board of Directors.

The definitions contained in the Declaration are incorporated herein by reference and made a part hereof.

ARTICLE IV BOARD OF DIRECTORS; MANNER OF ELECTION

- a) **Number and Qualification.** The Properties, business, and affairs of the Association shall be managed by a Board of Directors initially consisting of three (3) directors. Directors must be Owners, or if a Lot is owned by an entity, directors must own an equitable or beneficial interest in the Owner.
- b) **Duties and Powers.** All of the duties and powers of the Association existing under Chapter 617, Florida Statutes, as amended, the Declaration, and these Articles.
- c) **Election; Removal.** The Villa Del San Marcos community is comprised of three residential properties and common area. Each residential property shall have director on the board. A single residential property may not have more than one director on the board. However, if

one person or entity owns more than one residential property in the Association, they are entitled to have a director representing each property on the board.

- d) **First Directors.** The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, are as follows:

Name: Carmela Ponce

Address: 127 12th Street
Panama City Beach, FL 32413

Name: T Wayne Revell

Address: 3746 Swallowtail Trace
Tallahassee, FL 32309

Name: Debra Carnegie

Address: 10009 NW 62nd Lane
Gainesville, FL 32653

ARTICLE V OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated herein. The officers shall be elected by the Owners of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Owners. Officers shall be elected, removed, or changed at any point and for any reason by a vote of a majority of the Owners. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Name: Carmela Ponce, Vice-President

Address: 127 12th Street
Panama City Beach, FL 32413

Name: T Wayne Revell, Secretary/Treasurer

Address: 3746 Swallowtail Trace
Tallahassee, FL 32309

Name: Debra Carnegie, President

Address: 10009 NW 62nd Lane
Gainesville, FL 32653

A. The Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be determined from time to time by the Owners. Officers

need not be members of the Board but must be an Owner. One person may serve multiple Officer positions except that the same person may not hold the position of President and Secretary simultaneously.

B. A vacancy in any office because of death, resignation, or other termination of service, may be filled by the Owners for the unexpired portion of the term.

C. All Officers serve at the pleasure and discretion of the Owners.

D. The President shall preside at all meetings, shall see that orders and resolutions are carried out and shall sign all notes, checks, leases, mortgages, deeds and all other written instruments.

E. The Vice President shall perform all of the duties of the President in his absence, including the execution of instruments. The Vice President shall perform such other acts and duties as may be assigned by the Owners.

F. The Secretary shall record the votes and keep the minutes of all meetings of the Members in a book to be kept for that purpose. The Secretary shall keep all records of the Association and shall record in the book kept for that purpose all the names of the Members of the Association together with their addresses as registered by such members.

G. The Treasurer or his appointed agent shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed. The Treasurer may, but need not, be a required signatory on checks and notes of the Association.

H. The Treasurer, or his appointed agent, shall keep proper books of account and cause to be prepared at the completion of each fiscal year an annual budget and an annual balance sheet statement, and the budget and balance sheet statement shall be open for inspection upon reasonable request by any Member.

I. Any or all of the Officers of the Association may delegate their respective duties and functions to a licensed and qualified property manager, provided, however, such property manager shall at all times be subject to the supervision and control of the Owners.

ARTICLE VI AMENDMENTS

Amendments to the Articles shall be proposed and adopted in the following manner:

- a) **Notice.** Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes, as amended. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- b) **Adoption.** Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes, as amended.

ARTICLE VII MEMBERSHIP AND VOTING

- a) **Mandatory Membership.** Every Owner as defined in the Declaration, must be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot. All of the Association's Members agree to be bound by the terms and provisions of the Declaration, these the Articles, and operating procedures as may be promulgated by the Association from time to time.
- b) **Voting Rights.** The voting rights in the Association shall be as follows:
 - i) Each Lot shall be entitled to one vote on all matters.
 - ii) In any situation where there is more than one Owner of a Lot, the vote for such Lot shall be exercised as the co-Owners determine among themselves and advise the secretary of the Association in writing prior to the vote being taken. Absent such advice, the Lot's vote shall be suspended if more than one person seeks to exercise it. No vote shall be exercised on behalf of any Lot if any assessment for such Lot is delinquent. In addition, no vote shall be exercised for any property which is exempt from assessment.

ARTICLE VIII REGISTERED AGENT

The name and Florida street address of the Association's registered agent is:

Brandon Burg
Burg Law Firm, P.A.
14101 Panama City Beach Parkway, Suite 160
Panama City Beach, FL 32413

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Debra Carnegie
10009 NW 62nd Lane
Gainesville, FL 32653

ARTICLE X DURATION

The Association shall have perpetual existence, unless dissolved in accordance with applicable law. In the event the Association is dissolved, and to the extent that responsibility for any surface water management system is the responsibility of the Association, then the properties consisting of such surface water management system shall be conveyed to an appropriate agency of local government.

If it is not accepted, then the surface water management system must be dedicated to a similar not for profit organization.

ARTICLE XI
Intentionally Omitted

ARTICLE XII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless every officer, every Director, and every committee member, their heirs, executors, and administrators against all damages, liabilities, and expenses, including reasonable attorneys' fees, incurred in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he, she, or it may be a party by reason of being or having been an officer, director, or committee member, except that such obligation to indemnify shall be limited to those actions for which liability is limited under the Declaration, these Articles, and Florida law.

The officers, directors, and committee members shall not be liable for any mistake of judgment, negligence, or otherwise, except for their own individual, willful misfeasance, malfeasance, willful misconduct, or bad faith. The officers and directors, and committee members shall have no personal liability with respect to any contract or other commitment made or action taken in good faith on behalf of the Association (except to the extent that such officers or directors, or committee members may also be a member of the Association). The Association shall indemnify and forever hold each such officer, director, and committee member harmless from any and all liability to others on account of any such contract, commitment, or action. This right to indemnification shall not be exclusive of any other rights to which any present or former officer, director, or committee member may be entitled.

IN WITNESS WHEREOF, the Incorporator has affixed its signature this 25 day of October, 2019.

**VILLA DEL SAN MARCOS HOMEOWNER'S
ASSOCIATION, INC.**



By: Debra Carnegie
Its: President and Incorporator

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20 FEB 28 PM 1:02
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

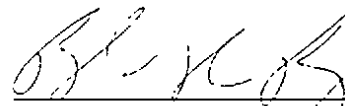
The name of the corporation is:

VILLA DEL SAN MARCOS HOMEOWNERS ASSOCIATION, INC.

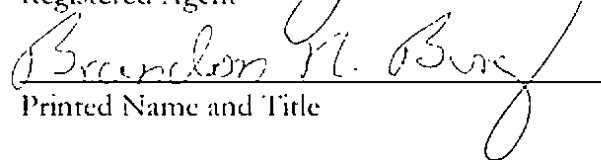
The name and address of the registered agent and office is:

Brandon R. Burg, Esquire
Burg Law Firm, P.A.
14101 Panama City Beach Parkway, Suite 160
Panama City Beach, FL 32413

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Registered Agent



Printed Name and Title

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA