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To:

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Fax Number : (850)617-6381

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Account Name : DENISE HALLMON ROWAN & ASSOCIATES, PA
Account Number : I20180000039
Phone : (850)215-4155 **338-4667**
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Email Address: drawan@dnrlegal.com

FLORIDA PROFIT/NON PROFIT CORPORATION
Hidden Cove of Panama City Beach Owner's Association, Inc.

Certificate of Status	0
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Page Count	07
Estimated Charge	\$70.00

APR 29 2020

T. SCOTT

APR 28 AM 11:30

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**Articles of Incorporation
of
Hidden Cove of Panama City Beach Owner's Association, Inc.**

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, *Florida Statutes*, and certify as follows:

**ARTICLE I: NAME, PRINCIPAL OFFICE
MAILING ADDRESS AND REGISTERED AGENT**

Section 1. Name. The name of this corporation is **Hidden Cove of Panama City Beach Owner's Association, Inc.** For convenience, the corporation shall be referred to in these Articles as the "Association".

Section 2. Principal Office. The street address of the principal office of the Association is 103 Trenovia Place, Panama City Beach, Florida 32407.

Section 3. Mailing Address. The mailing address of the corporation is PO Box 18914, Panama City Beach, Florida 32417.

ARTICLE II: DURATION

The duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence at the time of the filing of the Articles of Incorporation with the Department of State.

ARTICLE III: PURPOSE

Section 1. The specific purpose and primary purpose for which this Association is organized is to enforce restrictive covenants in a subdivision known as Hidden Cove of Panama City Beach and to maintain the common areas, including but not limited to the operation and maintenance of a retention pond and to assess owners for the costs thereof.

Section 2. The Association is formed and shall be operated exclusively for the benefit of the members of the Association and for non-profit purposes. No part of the net earnings shall inure to the benefit of any member, trustee or officer of the Association except as provided by law.

Section 3. This Association shall have and exercise all power conferred upon non-profit corporations under the laws of the State of Florida generally, and specifically as provided in Chapters 617 and 720 of the Florida Statutes.

ARTICLE IV: POWERS

The powers of the Association shall include and be governed by the following provisions:

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Section 1. The Association shall have all the common law and statutory power of a corporation not for profit not in conflict with the terms of these Articles or the Declaration of Covenants and Restrictions of Hidden Cove of Panama City Beach.

Section 2. The Association shall have all the powers and duties set forth in these Articles and the Declaration of Covenants and Restrictions of Hidden Cove of Panama City Beach and in §720.30, *Florida Statutes*, et.seq., including but not limited to the following:

- a. To hold title to and own fee simple or other lesser interest in real, personal, or mixed property, wherever situated, and to lease, mortgage and convey same.
- b. To make and collect assessments against the members as lot owners to defray the costs, expenses and losses related to the common property of the Association.
- c. To use the proceeds of the assessments in the exercise of these powers and duties.
- d. To maintain, repair, replace and operate the common property operated by the Association.
- e. To purchase insurance upon the common property operated by the Association, or the other property of the Association and insurance for the protection of the Association and its members.
- f. To reconstruct improvements after casualty and to further improve the common property operated by the Association, or any other property of the Association.
- g. To make and amend reasonable regulations respecting the use of the common property operated by the Association, or any other property of the Association.
- h. To enforce by legal means the provisions of the Declaration of Covenants and Restrictions of Hidden Cove of Panama City Beach, these Articles, the By-Laws of the Association, and regulations for the use of the common property operated by the Association, or any other property of the Association.
- i. To contract for the management of the Association, the common property, and to delegate to such contractor all powers and duties of the Association except such as are specifically required to have approval of the Board of Directors or the membership of the Association.
- j. To contract with Thompson Residential, LLC (the "Declarant"), its successors and assigns, and any of the partners of the Declarant, their officers, directors, partners or shareholders.

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k. To employ personnel to perform the services required for the proper operation, management, maintenance, or control of the Association, the common property, or any other property of the Association.

l. To hire attorneys or other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the members of the Association where such actions or rights are common to all members, or a substantial number of the members, and to bring such action in the name of and on behalf of the members.

Section 3. All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in equal shares.

ARTICLE V: QUALIFICATION AND ADMISSION OF MEMBERS

The members of this Association, their qualifications and manner of admission, the property, voting and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection thereof, and the termination and transfer of membership shall be by ownership of a lot within the Hidden Cove of Panama City Beach subdivision.

ARTICLE VI: REGISTERED OFFICE AND REGISTERD AGENT

The street address of the Association's initial registered office is 1022 West 23rd Street, Suite 600 Panama City, Florida 32405 and the name of the Association's initial registered agent at such address is Denise Hallmon Rowan, Esq.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

Section 1. The affairs of the Association will be managed by a Board of Directors consisting of three (3) directors who shall be designated or elected as hereinafter set forth. Directors need not be members of the Association.

Section 2. The names and addresses of the members of the initial Board of Directors who have been designated as such by the Declarant and who shall hold office until their successors are designated or elected as herein provided and have qualified or until removed as herein provided are as follows:

NAME	ADDRESS
Russell Thomspen	PO Box 18914, Panama City Beach, Florida 32417
Jeff Gintolli	222 Wiregrass Lane, Panama City Beach, Florida 32407

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Kimberly Thompson

PO Box 18914, Panama City Beach, Florida
32417

Until owners other than the Declarant are entitled to elect members of the Board of Directors, the members of the Board of Directors shall be designated by the Declarant and may be changed from time to time as the Declarant, in its sole discretion, may determine.

Section 3. Members other than the Declarant are entitled to elect at least a majority of the members of the Board of Directors within three (3) month after ninety percent (90%) of the lots within Hidden Cove of Panama City Beach have been conveyed to members.

Section 4. The Declarant is entitled to elect as least one (1) member of the Board of Directors as long as the Declarant holds for sale in the ordinary course of business at least five percent (5%) of the lots in Hidden Cove of Panama City Beach. After the Declarant relinquishes control of the Association, the Declarant may exercise the right to vote any lot which Declarant owns in the same manner as any other member, except for the purposes of regaining control of the Association or selecting the majority of the members to the Board of Directors.

ARTICLE VIII: OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

NAME	ADDRESS
Russell Thompson, President	Post Office Box 18914, Panama City Beach, Florida 32417
Jeff Gintoli, Vice President	222 Wiregrass Lane, Panama City Beach, Florida 32407
Kimberly Thompson, Secretary and Treasurer	Post Office Box 18914, Panama City Beach, Florida 32417

ARTICLE IX: INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such

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director or officer may be entitled. The directors shall be authorized to purchase directors' and officers' liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE X: 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 XI: AMENDMENTS

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

Section 1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

Section 2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the President or Vice President at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than two-thirds (2/3) of the vote of the entire membership of the Association.

Section 3. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon any lot within Hidden Cove of Panama City Beach.

Section 4. A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Bay County, Florida.

ARTICLE XII: BASIS UNDER WHICH ASSOCIATION IS ORGANIZED

Section 1. This Association is organized under a non-stock basis.

Section 2. The Association is a not-for-profit corporation as defined by the Florida Not-For-Profit Corporation Act in Chapter 617 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of and its net earnings nor any part thereof is distributable to, its members, directors, officers or other private persons except as specifically permitted under the provisions of the Florida Not-For-Profit Corporation Act.

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ARTICLE XIII: STANDING COMMITTEES

This Association shall have the authority to establish standing committees in the manner as provided for in the By-Laws. The powers and duties of the standing committees shall be specified in the By-Laws.

ARTICLE XIV: INCORPORATOR

The name and address of the initial incorporator is as follows: Thompson Residential, LLC, Post Office Box 18914, Panama City Beach, Florida 32417.

ARTICLE XV: DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) or 170 (c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such Code as subsequently amended, or to the federal, state or local government to be used exclusively for public purposes.

IN WITNESS WHEREOF, the Incorporator has affixed her signature this 15th day of April, 2020.

Thompson Residential, LLC, a Florida
limited liability company

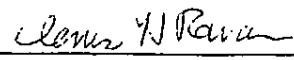
By: 

Name: Russell Thompson

Title: Manager

CONSENT OF REGISTERD AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


Denise Hallmon Rowan, Esq.

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Scott, Tyrone K.

From: Denise Rowan <drowan@dhrlegal.com>
Sent: Wednesday, April 29, 2020 10:10 AM
To: Scott, Tyrone K.
Cc: Jodena Beranek
Subject: Hidden Cove of Panama City Beach Owner's Association
Attachments: Hidden Cove of Panama City Beach Owner's Association Inc - Articles of Incorporation (3).pdf

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The attachments/links in this message have been scanned by Proofpoint.

Mr. Scott:

Thank you for providing your email address. As you know my office has been trying to file the attached Articles of Incorporation for over a week now without success. We have been rejected three times. If you would be kind enough to please help us understand what we are doing wrong so that we do not ever do it again, I would greatly appreciate it. I routinely file new entities with your department and do not generally have this trouble, so I am at a loss as to what we have done differently in this instance. Your attention, patience and help is greatly appreciated.

Kind regards,
Dede Rowan

Denise H. Rowan, Esq.*
Denise Hallmon Rowan & Associates, P.A.
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