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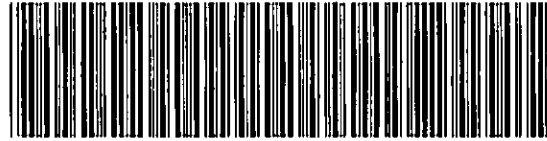
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FILED  
2021 FEB 15 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

SUBJECT: Bent TREE Phase II HOMEOWNERS ASSN, 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: DIANE ROWE  
Name (Printed or typed)

63 Hillcrest Dr  
Address

Shalimar, FL 32579  
City, State & Zip

850-598-1148  
Daytime Telephone number

BentTREE2HOA@gmail.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  
FOR  
**BENT TREE PHASE II HOMEOWNERS ASSOCIATION, INC.**  
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED  
2021 FEB 15 PM 12:40  
CLERK OF CIRCUIT COURT  
TALLAHASSEE, FL 32309

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

**ARTICLE I - NAME**

The name of the corporation is **BENT TREE PHASE II HOMEOWNERS ASSOCIATION, INC.**, hereinafter referred to as the "Association". The principal office of the Association is located at 63 Hillcrest Dr, Shalimar, FL 32579 and mailing address is the same.

**ARTICLE II – REGISTERED AGENT**

Diane Rowe, 63 Hillcrest Dr, Shalimar, FL 32579 is hereby appointed as the initial registered agent of this Association.

**ARTICLE III - PURPOSES**

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the lots and common elements within that certain tract of property (hereinafter called "the Property") described as follows:

BENT TREE PHASE II, a Single Family Planned Unit  
Development, as recorded in Plat Book 18, Page 95,  
of the Official Records of Okaloosa County, FL

And to promote the health, safety and welfare of the lots within the property for this purpose to:

- a) Exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Covenants, Restrictions, Easement and Reservations for BENT TREE PHASE II, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of Circuit Court of Okaloosa County, FL and as the same may be amended from time to time as therein provided, said Declaration being incorporated as if set forth at length;

- b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- c) Acquire (by gift, purchase, or otherwise own), hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- d) Borrow money, with the assent of two-thirds (2/3) of its members, pledge, mortgage, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- e) Dedicate, sell or transfer all or any part of the common area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer; or as provided in the Declaration;
- f) Participate in mergers and consolidation with other non-profit corporations organized for this same purposes or annex additional property and common area, provided that any such merger, consolidation or annexation, shall have the assent of two-thirds (2/3) of the members;
- g) Maintain, repair, replace, operate and manage the above-described property and any improvements therein including the right to reconstruct improvements owned by the Association after casualty and to make further improvements of the property or to purchase additional property and the improvements;
- h) Enter into contracts for management, insurance coverage, maintenance, leasing and to delegate all of the powers and duties of the Association except those the delegation of which may be required by the Declaration to have the approval of the Board of Directors of membership of the Association;
- i) Enforce the provisions of the proposed Declaration, these Articles of Incorporation, the By-Laws of the Association which may be hereafter adopted and the rules and regulations governing the use of the property and the improvements thereon as same may be hereafter established;

- j) Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration and;
- k) Have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 720, Florida Statutes for Homeowners Associations, and to the extent not in direct conflict with Declaration, of Chapter 617, Florida Statutes for not-for-profit Corporations, as regarding, corporations not- for-profit as both may be amended from time to time.

#### **ARTICLE IV – BOARD OF DIRECTORS ELECTION**

The affairs of the Association shall be managed by a Board of Directors of not less than 3 nor more than 5, exact number to be determined by By-laws and need not be members of the Association. Board of Directors are elected by majority vote of members of the Association at the annual meeting, for terms of one (1) year. Should a vacancy occur prior to their end of that time, the remaining directors may elect a person to fill the vacancy for any unexpired term. Some or all of the Board of Directors may/may not also serve simultaneously as Officers of the Association, who also serve a term of one (1) year and elected by majority vote of members of the Association and include the positions of President, Secretary, Treasurer and such other officers as may be deemed desirable or necessary by the Board of Directors.

#### **ARTICLE V – BOARD OF DIRECTORS**

The names/addresses of the initial Directors as well as the HOA officers of the Association are:

Ray Velez, Director and HOA President  
930 Ibis Way  
Fort Walton Beach, FL 32547

Jennifer Patterson, Director and HOA Secretary  
941 Ibis Way  
Fort Walton Beach, FL 32547

Diane Rowe, Director and HOA Treasurer  
63 Hillcrest Drive  
Shalimar, FL 32579

## **ARTICLE VI- MEMBERSHIP**

Every person or entity who is a record fee simple owner of a lot within BENT TREE PHASE II shall be a member of the Association. Membership shall be appurtenant and may not be separated from the ownership of any parcel.

## **ARTICLE VII – VOTING RIGHTS**

Members shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot. The declarant, as identified under the Covenants, Restrictions, Easement and Reservations for Bent Tree Phase II, shall reserve the right to appoint the Board of Directors so long as the Declarant holds title to any lot within the subdivision. Voting rights of any member whose dues are not current will be suspended; reinstatement of voting privileges shall be made upon the member's dues being brought current.

## **ARTICLE VIII – NON-PROFIT STATUS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Statement of Purpose hereof. No part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE IX – IDEMNITY**

Every director and every other officer of the Association, present or past shall be indemnified and held harmless by the Association to the full extent permitted by law. Said indemnification shall include but not limited to the expenses, liabilities, counsel fees, judgements, fines, settlements incurred in connection with by reason of his/her being or having been or is currently a director or officer of the Association. Exception to this indemnification is such cases wherein the director or officer is adjudged guilty of willful misfeasance or misfeasance in the performance of this duties. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which any such director of officer may be entitled.

## **ARTICLE X – DURATION**

The Association shall exist perpetually.

## **ARTICLE XI – DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of members. Upon dissolution of the Association, other an incident to a merger or consolidation, the assets both real and personal of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those of which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

## **ARTICLE XII – NOTICE AND QUORUM**

For those actions which, by the provision of the preceding articles required a vote of the members, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than ten (10) days nor more than sixty (60) days in advance of the meeting. The presence of members or of proxies entitled to cast fifty-percent 50% of the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called subject to the notice requirement set forth above and the required quorum at such subsequent meeting shall be one-half 1/2 the required quorum of the preceding meeting. In the event that fifty-percent 50% of the members are not present in person or by proxy, the members not present may give their written assent to the action taken thereat.

## **ARTICLE XIII - AMENDMENTS**

An amendment to these Articles of Incorporation may be proposed either by fifty-percent 50% of the entire membership or by the Board of the Directors of the Association acting upon a vote of the majority of the directors. To become effective, such amendment(s) must be approved by an affirmative vote of two-thirds 67% of the entire membership cast in person or by proxy at a specially called meeting for such purpose, the notice of which shall describe the amendment or amendments being proposed.

## **ARTICLE XIV – INCORPORATOR**

The Incorporator of the Corporation is Diane Rowe, whose address is 63 Hillcrest Drive, Shalimar, FL.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Diane Rowe  
Signature of Registered Agent

2/8/2021  
Date

DIANE ROWE  
Printed Name of Registered Agent

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in the S.817.155.F.S.

Diane Rowe  
Signature of Incorporator  
DIANE ROWE  
Printed Name of Incorporator

2/8/2021  
Date

State of Florida

County of Okaloosa

The foregoing instrument was acknowledged before me by means of ☒ physical presence OR ☐ online notarization this 8th day of February, 2021.

by Diane Keen Rowe

[Signature]  
(Signature of Notary Public)

Heather Chafin  
(Print Name of Notary Public)

Personally known ☐ OR produced identification ☒

Type of Identification Produced FL Driver License

