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**FLORIDA PROFIT/NON PROFIT CORPORATION  
BAYVIEW BLUFFS HOMEOWNERS ASSOCIATION, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
BAYVIEW BLUFFS HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Florida Statute Section 617 (2020), the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Bayview Bluffs Homeowners Association, Inc., hereafter called the "Association."

ARTICLE II

The principal office of the Association is located at 120 E. Main Street, Suite A, Pensacola, Florida 32502.

ARTICLE III

William H. Mitchem, whose address is 501 Commendancia Street, Suite 1, Pensacola, Florida, 32501, is hereby appointed the initial registered agent of this Association.

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#### ARTICLE IV

##### PURPOSE AND POWERS OF THE ASSOCIATION

This 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 of the Subdivision and the Common Area, and architectural control of the Lots or Building Sites, including the purchase of necessary insurance for the protection of the Association and the Owners, with said Subdivision being described as follows (the "Subdivision"):

##### SEE ATTACHED EXHIBIT A

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the Subdivision and recorded or to be recorded in the public records of Escambia 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;

(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;

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(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 and, with the assent of two-thirds (2/3) of the entire membership, mortgage, pledge, 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 entire membership, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the entire membership;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

## ARTICLE V

### MEMBERSHIP

Every Owner of a Lot within the Subdivision shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

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## ARTICLE VI VOTING RIGHTS

Section 1. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Declarant (as defined in the Declaration), and shall be entitled to one vote for each Lot owned. When more than one person owns 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.

Class B. The Class B Member shall be the Declarant, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and shall be converted to Class A membership upon the transfer of the control of the Association as set forth in Section 2 below.

Section 2. Transfer of control of the Association from Declarant to the Members of the Association other than Declarant shall occur in accordance with applicable Florida law pertaining to and regulating the operation of homeowners associations, in effect as of the date of the execution of this Declaration (currently Section 720.307, Florida Statutes). In the event applicable Florida law does not regulate such transfer of control, the Members other than Declarant shall be entitled to elect at least a majority of the members of the Board of Directors upon the earlier of the following: (i) three (3) months after ninety percent (90%) of all Lots which may ultimately be operated by the Association have been conveyed to third parties; or (ii) upon the recording of an instrument in the public records of the County stating that Declarant has relinquished its right to elect a majority of the

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members of the Board of Directors.

The Declarant is entitled to elect at least one (1) member of the Board of Directors of the Association as long as the Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots in the Subdivision. After the Declarant relinquishes control of the Association, the Declarant may exercise the right to vote any Declarant-owned voting interests in the same manner as any other Member, except for purposes of reacquiring control of the Association or selecting the majority of the members of the Board of Directors.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than eleven (11) directors, the exact number to be determined by the existing Board of Directors at least thirty (30) days prior to the annual meeting. All Directors shall be members in good standing of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The Directors shall be elected at the annual meeting of the members of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Neal B. Nash	120 E. Main Street, Ste. A Pensacola, Florida 32502
Eric J. Nickelsen	120 E. Main Street, Ste. A Pensacola, Florida 32502

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Rodney A. Sutton

120 E. Main Street, Ste. A  
Pensacola, Florida 32502

## ARTICLE VIII

### OFFICERS

The affairs of the Association shall be administered by the Officers and shall be a President, Vice President, a Secretary, a Treasurer and such other officers as may be provided in the By-Laws. The same person can hold the office of both Secretary and Treasurer. 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:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	Neal B. Nash 120 E. Main Street, Ste. A Pensacola, Florida 32502
Vice President	Eric Nickelsen 120 E. Main Street, Ste. A Pensacola, Florida 32502
Secretary/ Treasurer	Rodney Sutton 120 E. Main Street, Ste. A Pensacola, Florida 32502

## ARTICLE IX

### MEMBERS' MEETINGS

The annual members' meetings shall be held at the office of the corporation at 7:00

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P.M., Central Standard Time, on the third Tuesday in January of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members; provided, if that day is a legal holiday, the meeting shall be held at the same hour on the next day that is not a holiday. Special members' meetings shall be held in accordance with the By-Laws. The Board of Directors shall have the authority to schedule the annual members' meeting for such other time and date as it determines to be appropriate, provided that appropriate notice of the meeting is provided to the members.

## ARTICLE X

### AMENDMENTS

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

Section 1. Notice of 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 provided 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 exercise their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided:

- (a) Such approvals must be by not less than seventy-five percent (75%) of the entire membership of the Board of Directors and/or by not less than two-thirds (2/3) of the votes of the entire membership of the Association; or

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- (b) Until the sale of the first subdivision lot covered by these Articles, only by all the Directors of the Association.

#### ARTICLE XI

##### BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

#### ARTICLE XII

##### DURATION

The corporation shall exist perpetually.

#### ARTICLE XIII

##### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for 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.

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## ARTICLE XIV

## SUBSCRIBERS

The name and residence of the subscriber to these Articles are:

NAMERESIDENCE ADDRESS

Rodney A. Sutton

120 E. Main Street, Ste. A  
Pensacola, Florida 32502

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation on this 17<sup>th</sup> day of March, 2021.

  
William H. Mitchem2021 MAR 18 PM 2:17  
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STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before the undersigned subscriber, a Notary Public, personally appeared by means of X physical presence or \_\_\_ online notarization, William H. Mitchem, known to me to be the individual described in and who executed the foregoing instrument, and acknowledged that he executed the same for the uses and purposes therein set forth. He is personally known to me.

Given under my hand and official seal this 1<sup>st</sup> day of March, 2021.

Signature of Notary Public



STEPHNE L. JAY  
Notary Public, State of Florida  
My Comm. Expires April 22, 2021  
Commission No. GG 74040

Print Name: Stephne L. Jay  
State of Florida at Large  
My Commission Expires: 4/22/21  
Commission Number: GG 74040

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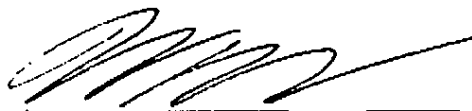
CERTIFICATE DESIGNATING REGISTERED OFFICE  
AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN  
THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 and Chapter 617.023, Florida Statutes, the following is submitted, in compliance with said Acts:

Bayview Bluffs Homeowners Association, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 120 E. Main Street, Ste. A, Pensacola, Florida 32502, has designated William H. Mitchem as its Registered Agent and has designated 501 Commendencia Street, Suite 1, Pensacola, Florida, 32501, as its Registered Office, for accepting service of process within the State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of this position, and I accept the obligations and agree to act in this capacity, and agree to comply with the provisions of said Statute relative to keeping open said office, along with all other obligations.



William H. Mitchem  
Registered Agent

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## EXHIBIT "A"

## LOT DESCRIPTIONS

## LEGAL DESCRIPTION: PARCEL 1

A portion of 4th Street (vacated Ordinance #94-81, 60' R/W), all of Lots 17 and 18, a portion of Lot 19, of Block 12, a portion of the 20-foot alley (vacated Ordinance #24-1965), East Pensacola Heights Subdivision, a subdivision of a portion of Section 5, Township 2 South, Range 29 West, Escambia County, Florida, according to the map of J.E. Kausser, dated January 1893, being more particularly described as follows:

Begin at the Northwest corner of Block 12 of the aforesaid East Pensacola Heights Subdivision, said point being on the Southeastern right of way line of Chipley Avenue (R/W varies); thence South 41 degrees 17'55" West along said southeastern right of way line for a distance of 75.66 feet; thence South 48 degrees 42'05" East for a distance of 153.00 feet; thence North 41 degrees 17'51" East for a distance of 107.74 feet to the centerline of said vacated 4th Street; thence North 49 degrees 28'52" West along said centerline for a distance of 153.01 feet to said Southeastern right of way line of Chipley Avenue (R/W varies); thence South 41 degrees 17'55" West along said southeastern right of way line for a distance of 30.00 feet to the point of beginning.

All lying and being in Section 5, Township 2 South, Range 29 West, Escambia County, Florida. Containing 0.37 acres, more or less.

## LEGAL DESCRIPTION: PARCEL 2

All of Lots 21, 22, 23, and 24, a portion of Lot 20, of Block 12, a portion of the 20-foot alley (vacated Ordinance #24-1965), East Pensacola Heights Subdivision, a subdivision of a portion of Section 5, Township 2 South, Range 29 West, Escambia County, Florida, according to the map of J.E. Kausser, dated January 1893, being more particularly described as follows:

Commence at the Northwest corner of Block 12 of the aforesaid East Pensacola Heights Subdivision, said point being on the Southeastern right of way line of Chipley Avenue (R/W varies); thence South 41 degrees 17'55" West along said southeastern right of way line for a distance of 45.66 feet to the point of beginning.

Thence continue South 41 degrees 17'55" West along said southeastern right of way line for a distance of 105.66 feet to the south line of said Lot 24; thence South 48 degrees 46'59" East along said south line for a distance of 153.00 feet; thence North 41 degrees 17'51" East for a distance of 105.44 feet; thence North 48 degrees 42'05" West for a distance of 153.00 feet to the point of beginning.

All lying and being in Section 5, Township 2 South, Range 29 West, Escambia County, Florida. Containing 0.37 acres, more or less.

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## LEGAL DESCRIPTION: PARCEL 3

A portion of Bay Boulevard (vacated Official Record Book 2731, page 643 and Official Record Book 2582, page 7 of the public records of said County, all of Lots 9, 10, 11, and 12, a portion of Lots 13 and 20, of Block 12, and a portion of the 20-foot alley (vacated Ordinance #24-1965), East Pensacola Heights Subdivision, a subdivision of a portion of Section 5, Township 2 South, Range 29 West, Escambia County, Florida, according to the map of J.E. Kausser, dated January 1893, being more particularly described as follows:

Commence at the Northwest corner of Block 12 of the aforesaid East Pensacola Heights Subdivision, said point being on the Southeastery right of way line of Chipley Avenue (R/W varies); thence South 41 degrees 17'55" West along said Southeastery right of way line for a distance of 85.66 feet to the point of beginning.

Thence continue South 41 degrees 17'55" West along said Southeastery right of way line for a distance of 10.00 feet; thence South 48 degrees 42'05" East for a distance of 153.00 feet; thence South 41 degrees 17'51" West for a distance of 105.44 feet to the northwesterly extension of the south line of said Lot 9; thence South 48 degrees 46'54" East along said extension and south line for a distance of 169.97 feet to the centerline of said Bay Boulevard; thence North 41 degrees 16'49" East along said centerline for a distance of 115.20 feet; thence North 48 degrees 42'05" West for a distance of 322.93 feet to the point of beginning.

All lying and being in Section 5, Township 2 South, Range 29 West, Escambia County, Florida, Containing 0.49 acres, more or less.

## LEGAL DESCRIPTION: PARCEL 4

A portion of Bay Boulevard (vacated Official Record Book 2731, page 643 and Official Record Book 2582, page 7 of the public records of said County), a portion of 4th Street (vacated Ordinance #34-01, 60' R/W), all of Lots 14, 15, and 16, a portion of Lots 13 and 20, of Block 12, and a portion of the 20-foot alley (vacated Ordinance #24-1965), East Pensacola Heights Subdivision, a subdivision of a portion of Section 5, Township 2 South, Range 29 West, Escambia County, Florida, according to the map of J.E. Kausser, dated January 1893, being more particularly described as follows:

Commence at the Northwest corner of Block 12 of the aforesaid East Pensacola Heights Subdivision, said point being on the Southeastery right of way line of Chipley Avenue (R/W varies); thence South 41 degrees 17'55" West along said Southeastery right of way line for a distance of 75.66 feet to the point of beginning.

Thence continue South 41 degrees 17'55" West along said Southeastery right of way line for a distance of 10.00 feet; thence South 48 degrees 42'05" East for a distance of 322.93 feet to the centerline of said Bay Boulevard; thence North 41 degrees 16'49" East along said centerline for a distance of 90.05 feet to the Southeastery right of way line of said 4th Street; thence North 49 degrees 28'52" West along said Southeastery right of way line for a distance of 53.77 feet to the northwesterly right of way line of said Bay Boulevard; thence North 41 degrees 02'26" East along said northwesterly right of way line for a distance of 30.00 feet to the centerline of said 4th Street; thence North 49 degrees 28'52" West along said centerline for a distance of 136.02 feet; thence South 41 degrees 17'51" West for a distance of 107.74 feet; thence North 48 degrees 42'05" West for a distance of 153.00 feet to the point of beginning.

All lying and being in Section 5, Township 2 South, Range 29 West, Escambia County, Florida, Containing 0.48 acres, more or less.

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