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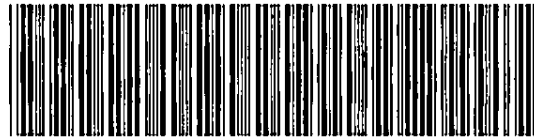
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D O'KEEFE

MAR 22 2021

COVER LETTER

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

SUBJECT: Oyster Lake Preservation Society, 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 L. Kauffman

Name (Printed or typed)

2063 County Highway 395 S.

Address

Santa Rosa Beach, FL 32459

City, State & Zip

850-231-3315

Daytime Telephone number

robert@dunlapshipman.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
OYSTER LAKE PRESERVATION SOCIETY, INC.
a Florida Corporation Not for Profit**

In order to form a corporation under the laws of the State of Florida for the formation of corporations not-for-profit, the undersigned hereby organizes a corporation for the purposes and with the powers herein specified and to that end sets forth these Article of Incorporation.

I. NAME

The name of the corporation shall be OYSTER LAKE PRESERVATION SOCIETY, INC. ("Preservation Society").

II. REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the Registered Agent for the Preservation Society is

Robert L. Kauffman, Esq.
Dunlap & Shipman, P.A.
2063 County Highway 395
Santa Rosa Beach, FL 32459

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TALLAHASSEE, FLORIDA

III. PRINCIPAL OFFICE

The initial mailing address and initial principal office of the Preservation Society shall be located at 497 Allen Loop Drive, Santa Rosa Beach, FL 32459, but the Preservation Society may maintain offices and transact business in such places as may from time to time be designated by the Board of Directors.

IV. PURPOSE

South Walton County has a long tradition of local community and general public use and enjoyment, consistent with environmental preservation goals, of South Walton County's rare coastal dune lakes. The purposes and objectives of the Preservation Society shall be to operate as a social welfare organization which shall advocate for and represent the interests of the Members of the Preservation Society, and the local community as a whole, in the use, enjoyment, and preservation of Oyster Lake and the immediately adjacent area, including but not limited to the Oyster Lake outfall and the Gulf of Mexico, and to perform the acts and duties incident to such representation in accordance with the provisions of these Articles of Incorporation and the Bylaws of the Preservation Society ("Bylaws") (which will be adopted pursuant hereto). Although the

primary focus of the Preservation Society's activities shall pertain to Oyster Lake, its outfall, development and planning matters in the Oyster Lake area, and community access to the adjacent portion of the Gulf of Mexico, the Preservation Society may, at the election of the Board of Directors, engage in activities which promote similar community interests throughout South Walton County, Florida. The Preservation Society shall be conducted as a non-profit organization and operated exclusively to promote social welfare, qualified to the extent permissible and approved under the Internal Revenue Code as a § 501(c)(4) tax-exempt organization. In furtherance of its corporate purposes, the Preservation Society may engage in political activities to the extent permitted by applicable law, but it shall not directly or indirectly participate in any political campaigns, nor shall it take any other political activity that is inconsistent with its intention to maintain tax-exempt status under IRC § 501(c)(4). Distributions to Members, other than upon dissolution in accordance with the Bylaws, are prohibited. In the event of dissolution, any contributions that have been received by the Preservation Society, other than Membership assessments, shall be donated to another I.R.C. § 501(c)(3) or (c)(4) organization with similar purposes and objectives to the Preservation Society.

V. POWERS

The Preservation Society shall have the following powers:

- 1) All of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this corporation is chartered, Chapter 617, Florida Statutes;
- 2) All of the powers reasonably necessary to implement and effectuate the purposes of the Preservation Society, including, without limitation, the power, authority and right to:
 - a) Levy and collect Assessments against Members of the Preservation Society, as will be provided in the Bylaws, to defray expenses incurred in furtherance of administration of the Preservation Society and the fulfillment of its purposes;
 - b) Enter into contracts and agreements with other persons, including, without limitation, agreements with professional representatives to assist the Association in furtherance of the purposes set forth herein and in the Bylaws;
 - c) Administer and enforce the provisions of these Articles of Incorporation and the Bylaws, now existing or which may hereafter be established, upon those persons consenting to become Members;
 - d) Purchase insurance for the protection of the Preservation Society, its officers, directors and Members;
 - e) Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Preservation Society in the Bylaws or applicable laws;
 - f) Contract to sue or be sued with respect to its purposes and the exercise or non-exercise of its powers;

- g) With the approval in writing or affirmative vote at a duly-noticed meeting of not less than two thirds (2/3) of the Members, borrow money, execute promissory notes and other evidences of indebtedness and grant security interests in the assets of the Preservation Society as collateral therefore;
- h) Prepare or cause to be prepared all financial reports required by the Bylaws, these Articles or applicable laws;
- i) Administer and enforce the Bylaws and these Articles, as each may be amended from time to time;
- j) Obtain and maintain, at the Preservation Society's cost and expense, a fidelity bond for all persons who control or disburse funds of the Preservation Society; and
- k) Hire and terminate managing agents and other employees, agents and independent contractors.

The powers of the Preservation Society shall be subject to and shall be exercised in accordance with the provisions hereof, the Bylaws and applicable laws, as amended from time to time.

VI. MEMBERS

1) In order to ensure a clarity of purpose, eligibility for membership in the Preservation Society is geographically limited. The qualifications of Members, the manner of their admission to and termination of membership, and the manner of voting by Members shall be as follows:

a) Only the record title owners of any parcel of property (i) within Dune Allen Subdivision, (ii) abutting Oyster Lake, or (iii) otherwise located (in whole or in part) within 500 feet of Oyster Lake and approved for membership by the Board of Directors in its sole discretion¹, are eligible to become Members of the Preservation Society (the foregoing shall be referred to as the "Geographic Area" of the Preservation Society's Membership eligibility). For any property within the Geographic Area that is owned by more than one natural person, by a trust, or by a corporation, limited liability company, partnership, or other form of business entity, an authorized voter for such owner shall be designated in writing at the request of the Association.

b) Membership shall be established by the execution of "Membership Agreement" in a form initially approved by the Incorporator and thereafter as may be modified from time to time by the Board of Directors.

c) Membership is voluntary and may be terminated at any time by the giving of written notice of termination to the Preservation Society at its principal office. The membership of any

¹ Coastal dune lake water levels vary based on several factors and are not typically susceptible to precise measurement. In the event of any ambiguity or disagreement regarding whether a parcel lies within 500 feet of the Oyster Lake water line, all parties shall use the most liberal and inclusive interpretation that can be reasonably supported through a stamped survey or any evidence of proximity that is ascertainable through a published governmental source.

person or entity shall be automatically terminated when such person or entity is divested of all title to his or her property that is located within the Geographic Area. A person is entitled to one membership (and correspondingly, one vote on matters in which the general Membership is required or permitted to vote) for each parcel of real property located within the Geographic Area as designated by separate Parcel ID Number by the Walton County Property Appraiser, provided that membership assessments shall also be levied for each such membership (*i.e.* one assessment per parcel).

2) The interest of a Member in the funds and assets of the Preservation Society cannot be assigned, hypothecated or transferred in any manner. The funds and assets of the Preservation Society shall be expended, held and used only for the purposes authorized herein, and in the Bylaws.

3) On all matters upon which the Membership is entitled to vote, as hereinafter provided, each Member shall be entitled to one (1) vote per membership.

4) Until such time as the Bylaws have been adopted, the membership of the Preservation Society shall be comprised of the Incorporator, who shall be entitled to cast one (1) vote on all matters upon which the membership would be entitled to vote.

VII. EXISTENCE

The Preservation Society shall have perpetual existence unless otherwise terminated as set forth in the Bylaws or as otherwise required by Florida law.

VIII. FIRST BOARD OF DIRECTORS AND INCORPORATOR

The name and addresses of the members of the first Board of Directors who, subject to the provisions of the laws of the State of Florida, these Articles of Incorporation and the Bylaws, shall hold office until the first Annual Meeting of the Membership of the Preservation Society, and thereafter until their successors are selected and have qualified, are as follows:

John "Jack" Lovick Turner IV – Director and Incorporator
497 Allen Loop Drive
Santa Rosa Beach, FL 32459

Greg R. Hood
755 Grand Blvd. Suite B105-178
Miramar Beach, FL 32550

Alexander P. Metz
135 Oyster Lake Drive
Santa Rosa Beach, FL 32459

IX. FIRST OFFICERS

The officers of the Preservation Society, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the Bylaws, and have qualified, shall be the following:

President – Jack Turner

Vice President – Greg R. Hood

Secretary/Treasurer – Alexander P. Metz

X. BYLAWS

The original Bylaws of the Preservation Society shall be adopted by a majority vote of the initial Board of Directors ("Board") at a meeting at which a majority of the Directors are present, and, thereafter, the Bylaws may be amended, altered or rescinded by affirmative vote of (i) not less than two-thirds (2/3) of those Members present in person or by proxy at a membership meeting in which a quorum is established, or (ii) not less than two-thirds (2/3) of the Members by written consent, which consents may be executed in counterparts. In the event of a conflict between the Bylaws and these Articles of Incorporation, these Articles of Incorporation shall control.

XI. INDEMNIFICATION

Every Director and every officer of the Preservation Society shall be indemnified by the Preservation Society against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of being or having been a Director or officer of the Preservation Society, whether or not he or she is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance his or her duties; provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board approves such settlement and reimbursement as being in the best interests of the Preservation Society. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

XII. AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be amended in the following manner:

(a) 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.

(b) A resolution adopting a proposed amendment may be proposed for Member vote by either the Board of Directors of the Preservation Society or by a petition signed by at least 25% of the voting interests of the Preservation Society. At the ensuing meeting of the Members to consider such amendment, approval of the amendment must be by not less than two-thirds (2/3) of those present in person or by proxy. In the alternative, approval of the amendment may occur by the approval of not less than two-thirds (2/3) of the Members by written consent, which consents may be executed in counterparts.

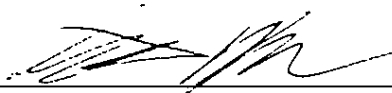
(c) No Article shall be revised or amended by reference to its title or number only. Proposals to amend existing Articles shall contain the full text of the Articles to be amended; new words shall be inserted in the text underlined, and the words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, understanding the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language:

"substantial rewording of Article. See Article _____ for present text."

Non-material errors or omissions in the Article amendment process shall not invalidate an otherwise properly promulgated amendment.

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TALLAHASSEE, FLORIDA

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.



Robert L. Kauffman

2/15/21

Date

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 s.817.155, F.S.

[signature on following page]

IN WITNESS WHEREOF, the Incorporator, John "Jack" Lovick Turner IV, has executed these Articles of Incorporation on this the 15th day of February 2021.

ATTEST:

By: Andrea Davies

Print Name: Andrea Davies

By: Debbie J. Ritter

Print Name: Debbie J. Ritter

By: John "Jack" Lovick Turner IV

Print Name: John "Jack" Lovick Turner IV

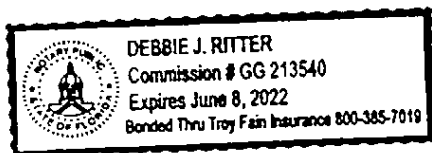
Its: Incorporator and President

STATE OF FLORIDA

COUNTY OF Walton

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 15th day of February, 2021 by John "Jack" Lovick Turner IV, as Incorporator of the OYSTER LAKE PRESERVATION SOCIETY, INC., a Florida corporation not-for-profit, on behalf of the corporation. He is personally known to me or has produced FLDL as identification.

[Notary Seal]



Debbie J. Ritter

Notary Public

Debbie J. Ritter

Name typed, printed or stamped

My Commission Expires: June 8, 2022

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TALLAHASSEE, FLORIDA