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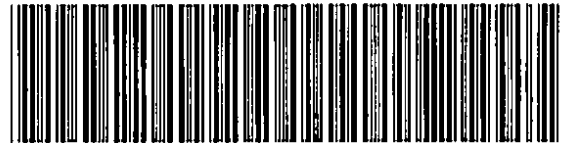
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COVER LETTER

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

SUBJECT: Buffalo South Roadway Association, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Judy Pinette
Name (Printed or typed)
Post Office Box 13290
Address
Pensacola, FL 32591
City, State & Zip
850-434-3541
Daytime Telephone number
jpinette@mhw-law.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
Buffalo South Roadway Association, Inc.**

**ARTICLE I
NAME**

The name of the corporation is the Buffalo South Roadway Association, Inc. (the "Association").

**ARTICLE II
DURATION**

The duration of the Association is perpetual.

**ARTICLE III
PLACE OF BUSINESS**

The principal place of business and mailing address of the corporation is 5568 Woodbine Road No. 730, Pace, FL 32571 (street address needed; mailing address can be POB).

**ARTICLE IV
COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence of the Association commences on at the time the Articles of Incorporation are filed with the Department of State for the State of Florida.

**ARTICLE V
PURPOSES AND POWERS**

The Association is not organized for pecuniary profit or financial gain, and no part of the Association's assets or income can inure to the benefit of any Director, Officer or Member of the Association except as may be authorized by the Board of Directors in accordance with the terms and provisions of the Bylaws of the Association. The purpose for which the Association is formed is to maintain and repair a private roadway, with the powers that may be exercised by the Board of Directors of the Association set forth in the Declaration of Covenants and Conditions, as well as the Bylaws and the laws of Florida.

**ARTICLE VI
BOARD OF DIRECTORS**

The business and affairs of the Association must be managed and governed by a Board of Directors. The number of Directors must be three. Directors appointed by the Declarant before turnover need not be Members of the Association, but upon turnover, Directors must be Members.

Initial Directors of the initial Board of Directors, who will hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

Harrell Downey
5568 Woodbine Road No. 730
Pace, FL 32571

Kole B. Downey
5568 Woodbine Road No. 730
Pace, FL 32571

Milan Korec
5568 Woodbine Road No. 730
Pace, FL 32571

ARTICLE VII OFFICERS

The affairs of the Association must be administered by the Officers as designated by the Bylaws. The names and addresses of the Officers who will serve until their successors are designated by the Board of Directors are as follows:

President	Harrell G. Downey 5568 Woodbine Road No. 730 Pace, FL 32571
Vice President	Kole B. Downey 5568 Woodbine Road No. 730 Pace, FL 32571
Secretary/Treasurer	Milan Korec 5568 Woodbine Road No. 730 Pace, FL 32571

ARTICLE VIII MEMBERSHIP

Every person or entity who is a record title owner of any Parcel as set forth in the Declaration is a Member of the Association. Any person or entity who holds an interest in any Parcel merely as security for the performance of an obligation shall not be a Member of the Association. Membership in the Association is appurtenant to a Parcel and cannot be conveyed other than by conveyance of fee simple title to the Parcel.

ARTICLE IX AMENDMENT

Amendments to these Articles can be proposed by the Board of Directors at a duly noticed meeting of the Board at which the amendment is to be considered. A Resolution adopting the proposed amendment must be presented to the Members at a duly noticed meeting at which a quorum is present in person or by proxy. Approval must be by not less than a majority of all voting interests. The Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected solely by the Declarant. A copy of each amendment must be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy recorded in the Public Records of Santa Rosa County, Florida.

ARTICLE X BYLAWS

The Bylaws of the Association may be altered, amended, rescinded in the manner provided in the Bylaws and the Declaration.

ARTICLE XI INCORPORATOR

The name and address of the incorporator of the Association is: Jessica L. Scholl, 350 West Cedar Street, Suite 100, Pensacola, Florida 32502.

ARTICLE XII DISSOLUTION

Unless the Board of Directors determines that because of a conflict of interest or other substantial reason it should not make any recommendation, the Board of Directors must adopt a resolution recommending that the Association be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of Members entitled to vote, which may be either an annual or special meeting. Written notice stating that the purpose or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation must be given to each Member as of thirty days prior to the date of transmitting such notice to those entitled to vote at such meeting. This notice shall be sent at least ten (10) days and not more than sixty (60) days before the date named for the meeting to each Member by United States mail, to the Owner's address appearing on the books of the Association. A resolution to dissolve the corporation is adopted upon receiving 80% of the voting interests present in person or by proxy at a duly noticed meeting. At any time after dissolution is authorized, the corporation may dissolve by delivering to the Department of State articles of dissolution for filing.

ARTICLE XIII
INITIAL REGISTERED OFFICE AND AGENT AND CORPORATE OFFICE

The street address of the initial registered office of the Association is:

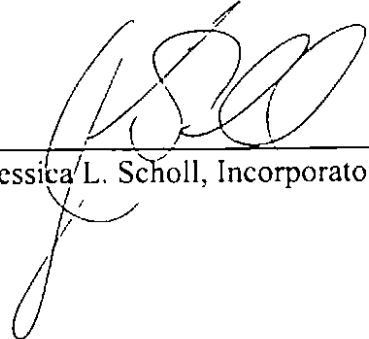
350 West Cedar Street, Suite 350
Pensacola, Florida 32502

The name of the initial registered agent of the Association at said address is Jessica L. Scholl.

The address of the principal corporate office of the Association is:

5568 Woodbine Road No. 730
Pace, Florida 32571

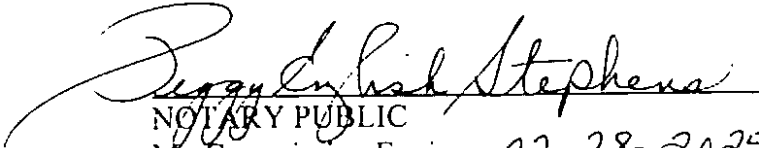
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 18th day of June, 2021.



Jessica L. Scholl, Incorporator

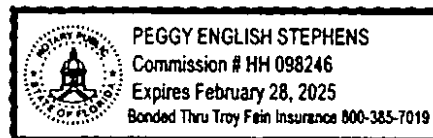
STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me by ☐physical presence or ☐online authorization this 18th day of June, 2021 by Jessica L. Scholl who is personally known to me or who produced _____ as identification.



NOTARY PUBLIC

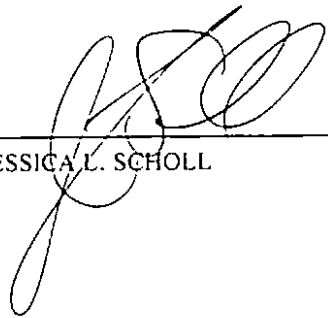
My Commission Expires: 02-28-2025



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Jessica L. Scholl, accept the appointment as registered agent for BUFFALO SOUTH ROADWAY ASSOCIATION, INC., as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have signed this 18th day of June, 2021.



JESSICA L. SCHOLL