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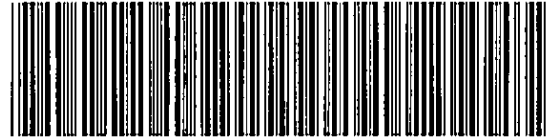
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21 JUL -8 PM 12:43
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JUL 1 2021

W21-92794



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 25, 2021

AMEDEO D'ASCANIO
EMERALD FLATS HOMEOWNER'S ASSOCIATION, I
11500 OVERSEAS HIGHWAY
MARATHON, FL 33050

SUBJECT: EMERALD FLATS HOMEOWNER'S ASSOCIATION, INC.
Ref. Number: W21000092794

We have received your document for EMERALD FLATS HOMEOWNER'S ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

DANIEL L O'KEEFE
Regulatory Specialist II

Letter Number: 021A00014606

21 JUL -8 PM 12:43

2021 JUL -8 PM 12:49

**ARTICLES OF INCORPORATION OF
EMERALD FLATS HOMEOWNER'S ASSOCIATION, INC.**

21 JUL -8 PM 12:43
RECEIVED
CLERK OF COURT
MONROE COUNTY
FLORIDA

The undersigned, desiring to form a not for profit corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is EMERALD FLATS HOMEOWNER'S ASSOCIATION, INC.
(the "Association").

ARTICLE II - TERM OF EXISTENCE

The period of the duration of the Association is perpetual, unless dissolved according to law.

ARTICLE III - PURPOSE

The purposes for which this Association is organized are the following:

1. To promote the health, safety and social welfare of the Owners of all Units located within "Emerald Flats" (the "Development") that are, or hereafter may be, subject to the terms of the "Declaration of Protective Covenants, Restrictions and Easements of Emerald Flats" ("Declaration") to be recorded in the Public Records of Monroe County, Florida. Any term not defined herein shall have the meaning set forth in the Declaration.
2. To own and maintain, repair and replace the general and/or Common Properties, parks, sidewalk and/or access paths, streets and other Common Areas, structures, landscaping on Common Properties and other improvements within the Development as defined or benefitting the Development provided the Association has specifically accepted such responsibility.
3. To control the specifications, architecture, design, appearance, elevation and location of landscaping around all buildings and improvements of any type, including walls, fences, swimming

pools, docks, antennae, sewers, as well as the alteration, improvement, addition and/or change thereto.

4. To carry out all of the duties and obligations assigned to it under the terms of the Declaration.
5. The Association shall levy and collect adequate assessments against the members of the Association for the cost of maintenance and upkeep of the Common Properties and other property owned or maintained by the Association.
6. To operate without profit and for the sole and exclusive benefit of its members.

ARTICLE IV – POWERS

In carrying out its purposes, the Association shall have all corporate powers now or hereafter provided by the laws of the State of Florida, including, but not limited to:

1. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.
2. To operate and maintain all property of the Association, including all Common Properties subject to the Declaration.
3. To do any and all things necessary, incidental, or desirable to accomplish any and all of the purposes and objectives for which the Association is organized, either alone or in cooperation with other corporations, firms, or individuals, and to carry on any lawful activity necessary or incidental to the accomplishment of the purposes and objectives of the Association.

4. To make and collect assessments against property owners in the Development and use the proceeds thereof in the exercise of its powers and duties, including, but not limited to, the defraying of costs and expenses of carrying out its purposes.
5. To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions, and agreements in order to effectuate the purposes for which the Association is organized.
6. To do and perform any obligations imposed upon the Association by law or by any permit or authorization for any unit of local, regional, state, or federal government, and to enforce by any legal means the provisions of these articles, the Declaration, the Bylaws of the Association, rules and regulations, and any restrictions affecting the Development.
7. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the Declaration.
8. In general, to have all powers which may be conferred upon a not for profit corporation by the laws of the State of Florida, except as prohibited herein.

ARTICLE V - MEMBERSHIP

The members of this Association shall consist of all Owners of Units that are made subject to the provisions of the Declaration. Owners of such Units shall automatically become members upon acquisition of the fee simple title to their respective Unit.

Rights of such members to vote, hold office as a director or officer of the Association, or otherwise exercise any rights of membership may be limited, as provided in the By-Laws, to those persons who have paid all annual dues and assessments and are otherwise in good standing pursuant to the By-Laws.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The initial registered office of the Association is 11500 Overseas Highway, Marathon, FL 33050. The name of its initial registered agent at such address is Amedeo D'Ascanio, who, by signing these Articles

of Incorporation, accepts appointment as such and acknowledges that she is familiar with the obligations of that position.

ARTICLE VII - PRINCIPAL OFFICE

The principal office of the Association is 11500 Overseas Highway, Marathon, FL 33050 and the mailing address of the Association is the same.

ARTICLE VIII - BOARD OF DIRECTORS

The Association shall have a Board of Directors which shall consist of five (5) persons. The names and addresses of the persons who shall serve as initial Directors as appointed by the Declarant are:

NAME	ADDRESS
Amedeo D'Ascanio	11500 Overseas Highway, Marathon, FL 33050
Tony D'Ascanio	11500 Overseas Highway, Marathon, FL 33050
Franco D'Ascanio	11500 Overseas Highway, Marathon, FL 33050
Judy Zimmerman	603 Bank Avenue, Riverton, NJ 08077
Harold Zimmerman	603 Bank Avenue, Riverton, NJ 08077

The Board of Directors shall be elected in the manner provided in the By-Laws of the Association.

ARTICLE IX - OFFICERS

The Officers of the Association shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year in terms in accordance with the procedures set forth in the By-Laws.

ARTICLE X - DISPOSITION OF ASSETS UPON DISSOLUTION

No part of the income of the Association shall be distributable to its members, directors, or officers either during the existence of the Association or upon its dissolution; provided, however, that upon dissolution the assets of the Association shall be transferred to a successor entity or to the then property

owners in the Development in such a manner as to assure that the Common Properties, and all other property owned by the Association for the benefit of the property owners, shall be used for the benefit of the several property owners in the Development.

ARTICLE XI - BY-LAWS AND AMENDMENT OF ARTICLES OF INCORPORATION

By-Laws will be adopted and may be amended by the directors or members consistent with these Articles of Incorporation and any declaration of protective covenants and restrictions affecting the Development. Amendments to these Articles of Incorporation may be adopted by the directors or members in the manner permitted by law.

ARTICLE XII - INITIAL CONTROL BY DECLARANT

Any other provisions in these articles to the contrary notwithstanding, BOAT WORKS INVESTMENTS LLC, a Florida limited liability company, or its successors in interest, (herein "Declarant") shall maintain initial control of the Development until Declarant has relinquished control to this Association, or relinquishes such rights or ceases to be the owner of any tract in the Development.

ARTICLE XIII - NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is:

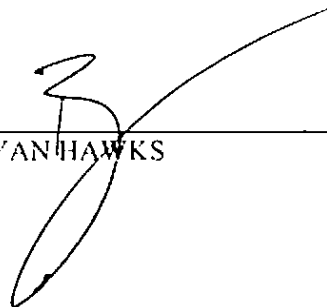
NAME

BRYAN HAWKS

ADDRESS

Smith Hawks, PL
138 Simonton Avenue
Key West, FL 33040

IN WITNESS OF, the undersigned incorporator has executed these Articles of Incorporation, this 17th
day of June, 2021.



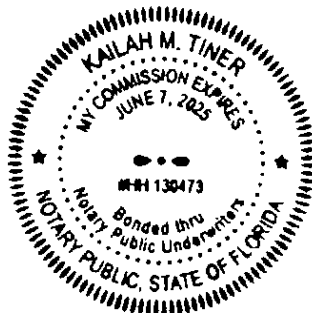
BRYAN HAWKS

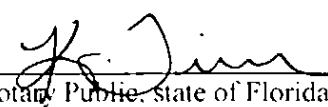
STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 17th day of June, 2021 by BRYAN HAWKS, the incorporator named in the foregoing Articles of Incorporation, who is personally known to me.

(NOTARIAL SEAL)





Notary Public, State of Florida

(print of type name)

My Commission Expires: _____

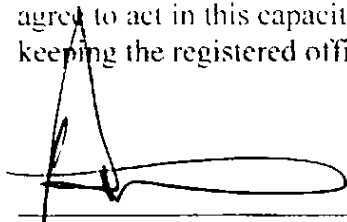
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21 JUL -8 PM 12:43
CLERK OF COURT
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CLERK OF COURT

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, in the County of Monroe, State of Florida, the Association named in the said articles has named Amedeo D'Ascanio, located at 11500 Overseas Highway, Marathon, Florida 33050, as its statutory registered agent.

Having been named the statutory agent of said Association at the place designated in this certificate, I am familiar with the obligations of that position, and hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Amedeo D'Ascanio, Registered Agent

Dated this 6th day of July, 2021

FILED
21 JUL -8 PM 12:43
MARATHON, FLORIDA