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FLORIDA PROFIT/NON PROFIT CORPORATION

Gulf Pearl Home Owners Association, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	18
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ARTICLES OF INCORPORATION
OF
GULF PEARL HOME OWNERS ASSOCIATION, INC.

The undersigned incorporator, for the purpose of forming a not for profit corporation under the Florida Not For Profit Corporations Act, Chapter 617, Florida Statutes, and Chapter 720, Florida Statutes hereby adopts the following Articles of Incorporation:

ARTICLE I-NAME

The name of this Corporation is GULF PEARL HOME OWNERS ASSOCIATION, INC. (hereinafter sometimes referred to as the "Corporation" or the "HOA").

ARTICLE II-PRINCIPAL OFFICE: MAILING ADDRESS

The street address of the initial principal place of business of this Corporation shall be 1516 East Gulf Beach Drive, Eastpoint, FL 32328.

The mailing address of this Corporation shall be c/o Michael Pollack, Magic Lyon Chocolatier, 6000 Peachtree Industrial Blvd., Norcross, GA 30071.

ARTICLE III- PURPOSES

The purposes for which the HOA is organized are:

(A) To be and constitute the HOA to which reference is made in the Declaration of Restrictive Covenants as applicable to Gulf Pearl Estates ("Declaration") as recorded in the Public Records of Franklin County, Florida, at OR Book 249, Page 323.

(B) To perform all obligations and duties of the HOA, and to exercise all rights and powers of the HOA, as specified in the Declaration, these articles, in the Bylaws and as provided by law; and

(C) To provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration.

ARTICLE IV. POWERS

The powers of the HOA shall include and be governed by the following provisions:

(A) The HOA shall have all of the powers conferred upon a not-for-profit corporation under Florida statutory and common law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration, including, without limitation, the power:

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i. To fix and to collect assessments and other charges to be levied against property subject to the Declaration;

ii. To manage, control, operate, maintain, repair and improve property subject to the Declaration or any other property for which the HOA by rule, regulation, covenant or contract has a right or duty to provide such services;

iii. To enforce covenants, conditions or restrictions affecting any property to the extent the HOA may be authorized to do so under the Declaration or Bylaws;

iv. To engage in activities which will actively foster, promote and advance the common interests of all owners of real property subject to the Declaration;

v. To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purpose of the HOA subject to such limitations as may be set forth in the Declaration or Bylaws;

vi. To borrow money for any purpose, subject to such limitations as may be contained in the Bylaws;

vii. To enter into, make, perform or enforce contracts of every kind and description and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the HOA with or in association with any other individual, association, corporation or other entity or agency, public or private;

viii. To act as agent, trustee, or other representative of other corporations, firms or individuals, and as such to advance the business or ownership interests in such corporations, firms or individuals;

ix. To adopt, alter and amend, or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the HOA; provided, however, such Bylaws may not be inconsistent with or contrary to any provision of the Declaration; and

x. To provide any and all supplemental municipal or county services to the real property subject to the Declaration as may be necessary or proper.

xi. To levy and collect adequate assessments against members of the HOA for the costs of maintenance and operation of the real property. The assessments shall be used for maintenance and repair of the real property.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or thereafter be permitted by law; the powers specified in each of

the paragraphs of this Article III are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

(B) The HOA shall make no distributions of income to its members, directors or officers.

ARTICLE V-REGISTERED AGENT AND ADDRESS

The name of the registered agent of the corporation is Michael Pollack. The address of this registered agent is 1516 East Gulf Beach Drive, Eastpoint, FL 32328. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE VI-INDEMNIFICATION

Directors, and officers of the HOA shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law. To the fullest extent that the Florida Not-for-Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of officers and directors, no officer nor director of the HOA shall be personally liable to the HOA or its members for monetary damages for breach of duty of care or other duty as an officer or director. This limitation of liability shall not extend to an officer's or director's intentional acts of fraud, misrepresentation, theft, or other intentional acts causing damages to the HOA and Members. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any officer or director of the HOA for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.

ARTICLE VII-MEMBERS and DIRECTORS

7.1 Members.

(A) The Owner of each Parcel, as those terms are defined in the Declaration, shall be a Member of the HOA (hereafter "Member") and shall be entitled to vote in accordance with terms of the Declaration and Bylaws, except there shall be no vote for any Parcel owned by the HOA. The manner of exercising voting rights shall be as set forth in the Declaration and in the Bylaws of the HOA.

(B) Transfer of membership in the HOA shall be established by recording in the Official Records a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the owner designated by such instrument shall become a Member of the HOA and the membership of the prior owner shall be terminated.

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(C) The share of a Member in the funds and assets of the HOA cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such Member's ownership of a lot subject to the Declaration.

7.2 Directors. The business and affairs of the HOA shall be managed and conducted by its Board of Directors. The number, qualifications, selection, and terms of office of the members of the Board of Directors shall be in accordance with the Bylaws of the HOA. The initial Directors are:

Michael Pollack;
Martha Hodge;
William Bradley; and
Patrick Shipley.

ARTICLE VIII-BYLAWS

The directors of the HOA shall adopt Bylaws for the HOA and the Board of Directors from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by unanimous written consent of all of the members of the Board of Directors.

ARTICLE IX-AMENDMENTS

The HOA may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

ARTICLE X. DISSOLUTION

The HOA may be dissolved only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Owners representing at least a majority of the total Class "A" votes in the HOA, and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant. Upon dissolution of the HOA, any remaining real property assets of the HOA shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the HOA was created. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2 day of November, 2021.


MICHAEL POLLACK, Incorporator

Address: 1516 East Gulf Beach Drive
Eastpoint, FL 32328

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ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT OF
GULF PEARL HOME OWNERS ASSOCIATION, INC.

Having been named as registered agent and to accept service of process for the GULF PEARL HOME OWNERS ASSOCIATION, INC., at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligations of my position as registered agent.


MICHAEL POLLACK

Date: November 3 2022

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