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Market Shops of Lynn Haven Owners Association, Inc.

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**ARTICLES OF INCORPORATION OF
MARKET SHOPS OF LYNN HAVEN OWNERS ASSOCIATION, INC.**

The undersigned, by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, *Florida Statutes*, and certify as follows;

**ARTICLE I
NAME AND ADDRESS AND DEFINITIONS**

NAME AND ADDRESS. The name of the corporation shall be Market Shops of Lynn Haven Owners Association, Inc. (the "Association"), and the street address of its initial principal office is 940 Clifton Road NE, Atlanta, Georgia, 30307.

DEFINITIONS. The definitions set forth in the Declaration of Restrictions, Covenants and Conditions and Grant of Easements (Market Shops of Lynn Haven) Owners recorded in Official Records Book 3074, Page 71 of the public records of Bay County, Florida ("Declaration") shall apply to the terms used in these Articles.

**ARTICLE II
PURPOSE**

The purpose for which the Association is organized is to provide an entity to operate, manage, maintain and control all of the Common Area as described and defined in the Declaration. The Association shall make no distribution of income to its members, directors or officers.

**ARTICLE III
SUBMISSION TO JURISDICTION**

All parcels depicted on the Plat of Market Shops of Lynn Haven, said plat being recorded in Plat Book 24, Page 12 of the public records of Bay County, Florida (the "Plat"), shall be deemed to be submitted to the jurisdiction of the Association pursuant to the Declaration.

**ARTICLE IV
POWERS**

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

A. The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the Declaration.

B. The Association shall have all the powers and duties set forth in these Articles and the Declaration, and all of the powers and duties reasonably necessary to accomplish the above-referenced purpose in as permitted by applicable Florida law, and as it may be amended from time to time, including but not limited to the following:

1. To hold title to and own fee simple or other lesser interest in real, personal or mixed property, wherever situated, including Units in the Condominium, and to lease, mortgage and convey same.

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2. To make and collect assessments against the Owners.
 3. To use the proceeds of the assessments in the exercise of these powers and duties.
 4. To maintain, repair, replace and operate the Common Area or any other property of the Association.
 5. To purchase insurance upon Common Area or the other property of the Association and insurance for the protection of the Association and its members.
 6. To reconstruct improvements after casualty and to further improve the Common Area or any other property of the Association.
 7. To make and amend reasonable regulations respecting the use of the Common Area or the other property of the Association.
 8. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws of the Association and rules and regulations for the use of Common Area or the other property of the Association.
 9. To contract for the management of the Association, the Common Area, or any portion thereof, and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration to have approval of the Board of Directors or the membership of the Association.
 10. To contract with the Developer, its successors and assigns, and any of the partners of the Developer, their officers, directors, partners or shareholders.
 11. To employ personnel to perform the services required for the proper operation, management, maintenance or control of the Association, the Common Area, or any other property of the Association.
 12. To hire attorneys or other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the members of the Association where such actions or rights are common to all members, or a substantial number of the members; and to bring such action in the name of and on behalf of the members.
- C. All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, and by the Bylaws of the Association.

ARTICLE V

MEMBERS

- A. The members of the Association shall consist of all of the record owners of the parcels depicted on the Plat submitted to the jurisdiction of the Association and after termination thereof, if applicable, shall consist of those who are members at the time of such termination and their successors and assigns.

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B. The share of a member in the funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to said member's parcel

C. The Owner of each parcel depicted on the Plat shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE VI
TERM

The term of the Association shall be perpetual.

ARTICLE VII
BYLAWS

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VIII
DIRECTORS AND OFFICERS

A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors after the initial member meeting of the Association, and in the absence of such determination shall consist of three (3) Directors.

B. An initial meeting of the Members shall be scheduled by the incorporator of these Articles, and notice thereof shall be provided by U.S. Mail to the address of record for each Member as set forth with the Bay County Property Appraiser. The initial Directors of the Association shall be elected by a majority of the Members at said initial meeting. For purposes of said initial meeting and the election of initial directors of the Association, a majority of the Members shall constitute a quorum for said initial meeting. Bylaws shall be approved by a majority of the Members at such initial meeting as well. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

C. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE IX
AMENDMENTS

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

A. Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of two-thirds (2/3) of the owners of all parcels depicted on the Plat by instrument, in writing, signed by them.

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B. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

C. Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interest without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains the text of the proposed amendment.

D. Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Bay County, Florida.

ARTICLE X
INCORPORATOR

Pursuant to Article 13 of the Declaration, the Incorporator of the Association is:

<u>NAME</u>	<u>ADDRESS</u>
Market Shops of Lynn Haven, LLC	940 Clifton Road NE Atlanta, GA 30307

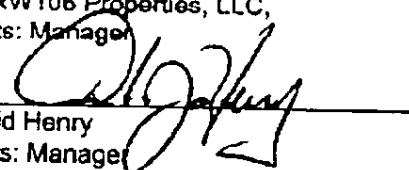
ARTICLE XI
APPOINTMENT OF REGISTERED AGENT AND OFFICE

Matthew C. Hoffman is hereby appointed to serve as Registered Agent of the Association. The street address of the Registered Office of the Registered Agent is 151 W. Main Street, Suite 200, Pensacola, FL 32502.

IN WITNESS WHEREOF, the subscriber has affixed his signature this 25th day of July, 2022.

Market Shops of Lynn Haven, LLC

By: DDRW106 Properties, LLC,
As its: Manager

By: 
David Henry
As its: Manager

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Market Shops of Lynn Haven Owners Association, Inc. at the place designated in the Articles of Incorporation, Matthew C. Hoffman agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: July 25th, 2022.


Matthew C. Hoffman

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