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FLORIDA PROFIT/NON PROFIT CORPORATION

Emerald Heights of Pensacola Homeowners Association,

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

T. SCOTT

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ARTICLES OF INCORPORATION OF EMERALD  
HEIGHTS OF PENSACOLA HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirement of Chapter 617 of the Florida Statutes, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I  
DEFINITIONS

Section 1.1 For ease of reference, these Articles of Incorporation shall be referred to as the "Articles". The terms used in these Articles shall have the same definition and meaning as those set forth in the Declaration of Covenants, Restrictions, Easements, and Assessment for Muldoon Pointe, to be recorded in the Public Records of Escambia County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE II  
NAME

The name of this corporation is EMERALD HEIGHTS OF PENSACOLA HOMEOWNERS ASSOCIATION, INC. ("Association").

ARTICLE III  
PRINCIPAL OFFICE

The principal office is located at: 120 E. Main St., Suite A  
Pensacola, Florida 32507

ARTICLE III  
REGISTERED AGENT

The individual who is hereby appointed as the initial registered agent of this Association is:

Name: William H. Mitchem

Address: 501 Commendancia Street, Pensacola, Florida 32502

ARTICLE IV  
INCORPORATOR

The incorporator of the Association is:

Name: William H. Mitchem

Address: 501 Commendancia Street, Pensacola, Florida 32502

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ARTICLE V  
PURPOSE AND POWERS OF THE ASSOCIATION

5.1 This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the residence Lots and Common Areas within that certain tract of property described in the Declaration. In addition, it is the Association's purpose to promote the health, safety, and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- a. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length; and
- b. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person; and
- c. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association; and
- d. Acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association; and
- e. Borrow money, and with the assent of a majority vote at a meeting where a quorum is present, in person or proxy; and
- f. Dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by fifty percent (50%) of each class of members, agreeing to such dedication, sale or transfer; and
- g. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided such merger, consolidation or annexation shall have the assent of fifty percent (50%) of each class of members; and

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- h. Maintain, repair, replace, operate and manage the above described property and any improvements therein including the right to reconstruct improvements owned by the association after casualty and to make further improvements of the property or to purchase additional property and improvements; and
- i. Enter into contracts for management, insurance coverage, maintenance and to delegate all of the powers and duties of the association except those the delegation of which may be required by the Declaration to have approval of the board of directors or membership of the Association; and
- j. Enforce the provisions of the proposed Declaration, these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the property and the improvements thereon as same may be hereafter established; and
- k. Exercise, undertake, and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the association pursuant to the Declaration; and
- l. Operate, maintain, and manage the stormwater management system(s) in a manner consisted with the requirements of the Environmental Resource Permit and other applicable rules of the Water Management District; and
- m. Demonstrate that the land on which the stormwater management system is located is owned or otherwise controlled by the Association to the extent necessary to operate and maintain the system or convey operation and maintenance to another entity in accordance with the Declaration and Environmental Resource Permit; and
- n. Have and to exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617 of the Florida Statutes regarding corporations not for profit may now or hereafter have or exercise together with all other powers reasonably necessary to effectuate the purpose of the association as set out herein.

5.2 The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration and no part of any net earnings of the Association will inure to the benefit of any member.

#### ARTICLE VI MEMBERSHIP

6.1 The Declarant, to the extent provided in the Declaration, and every person or entity who is a record Owner of a fee or undivided fee interest in any residential lot which is subject by the Declaration to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for performance of an obligation. Membership shall be appurtenant to and

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may not be separated from ownership of any unit which is subject to assessment by the Association.

#### ARTICLE VII ELECTION OR APPOINTMENT OF DIRECTORS

7.1 The manner in which Directors are elected or appointed is set forth in the Bylaws.

#### ARTICLE VIII INITIAL OFFICES AND/OR DIRECTORS

8.1 The affairs of this Association shall be managed by a Board of three (3) Directors who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

NAME	ADDRESS
- President	Ncal Nash
- Secretary	Rodney Sutton
- Treasurer	Eric Nickelsen

8.2 The officers of this Association shall be a President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

#### ARTICLE IX BYLAWS

9.1 The Bylaws of the Association shall be adopted by a vote of a majority of the members of the Board of Directors. The Bylaw may be amended or altered at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, in the manner and subject to any other condition set forth in the Bylaws.

#### ARTICLE X DISSOLUTION

10.1 The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members as set forth in the Declaration of Covenants, Conditions and Restrictions. Upon dissolution of the Association other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval on dissolution pursuant to Florida Statutes 617.05.

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10.2 Upon any such termination, any stormwater management system or discharge facility for which the Association is responsible shall be accepted by and maintained by local government units, including county or municipal service taxing unit, an active water control district, a drainage district created by special act, a community development district created under Chapter 190, Florida Statutes, a special assessment district created under Chapter 170, Florida Statutes, a state or federal agency, any duly constituted communication, water, sewer, electrical or other public utility, any entity acceptable to the Department of Environmental Regulation or its successor under its rules and regulations.

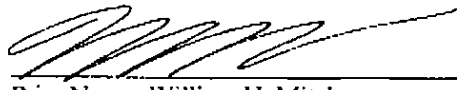
ARTICLE XI  
EXISTENCE

11.1 The corporation shall exist perpetually.

ARTICLE XII  
AMENDMENTS

12.1 Amendment of these Articles shall require the assent of seventy-five (75%) percent of the entire membership.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation, this 11<sup>th</sup> day of August, 2022.

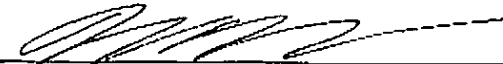
  
Print Name: William H. Mitchem  
Title: Incorporator  
Date: 8/11/22

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## OATH OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
Print Name: William H. Mitchem  
Title: Registered Agent  
Date: 8/11/22

STATE OF FLORIDA

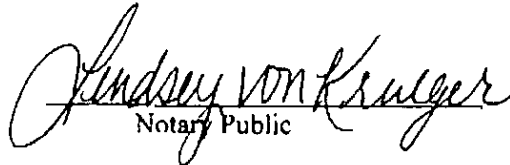
COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared William H. Mitchem to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and seal in the County and State aforesaid this 11th day of August, 2022.



LINDSEY VON KRUEGER  
Notary Public, State of Florida  
My Comm. Expires January 8, 2023  
Commission No. HH 178275

  
Notary Public

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