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**FLORIDA PROFIT/NON PROFIT CORPORATION  
CHOCTAW SURF VILLAS OWNERS' ASSOCIATION, INC**

Certificate of Status	0
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Page Count	06
Estimated Charge	\$78.75

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DIVISION OF CORPORATIONS  
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## **Articles of Incorporation of Choctaw Surf Villas Owners' Association, Inc.**

The undersigned, acting as incorporator, by these Articles for the purpose of forming a corporation not for profit under Chapter 617, *Florida Statutes*, does hereby adopt and certify as follows:

### **ARTICLE I: NAME, PRINCIPAL OFFICE MAILING ADDRESS AND REGISTERED AGENT**

**Section 1. Name.** The name of this corporation is **Choctaw Surf Villas Owners' Association, Inc.** For convenience, the corporation shall be referred to in these Articles as the "Association".

**Section 2. Principal Office.** The street address of the principal office of the Association is 1022 West 23<sup>rd</sup> Street, 3<sup>rd</sup> Floor, Panama City, Florida 32405.

**Section 3. Mailing Address.** The mailing address of the corporation is 1022 West 23<sup>rd</sup> Street, 3<sup>rd</sup> Floor, Panama City, Florida 32405.

**Section 4. Registered Agent.** The initial registered agent of the Association shall be Denise H. Rowan, Esq. whose address shall be 558 Harrison Avenue, Panama City, Florida 32401.

### **ARTICLE II: PURPOSE**

This corporation shall be a not-for-profit corporation in accordance with Chapter 617, *Florida Statutes*, the primary purpose for which the Association is organized is to provide an entity to operate, manage, maintain and control all or such parts thereof of the real property located in Bay County, Florida, described on Exhibit "A" hereto together with ingress and egress, utilities and other related amenities as may be from time to time constructed thereon. The Association shall make no distribution of income to its members, directors or officers.

### **ARTICLE III: POWERS**

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

**Section 1.** The Association shall have all the common law and statutory power of a corporation not for profit not in conflict with the terms of these Articles or the Declaration of Covenants and Restrictions of Choctaw Surf Villas (the "Declaration").

**Section 2.** The Association shall have all the powers and duties set forth in these Articles, the Declaration of Covenants and in §720, *Florida Statutes*, et seq., including but not limited to the following:

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

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- b. To make and collect assessments against the members as lot owners to defray the costs, expenses and losses related to the common property of the Association.
- c. To use the proceeds of the assessments in the exercise of these powers and duties.
- d. To maintain, repair, replace and operate the common property operated by the Association.
- e. To purchase insurance upon the common property operated by the Association, or the other property of the Association and insurance for the protection of the Association and its members.
- f. To reconstruct improvements after casualty and to further improve the common property operated by the Association, or any other property of the Association.
- g. To make and amend reasonable regulations respecting the use of the common property operated by the Association, or any other property of the Association.
- h. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws of the Association, and regulations for the use of the common property operated by the Association, or any other property of the Association.
- i. To contract for the management of the Association, the common property, and to delegate to such contractor all powers and duties of the Association except such as are specifically required to have approval of the Board of Directors or the membership of the Association.
- j. To contract with Biltmore Beach Club, LLC (the "Declarant"), its successors and assigns, and any of the partners of the Declarant, their officers, directors, partners or shareholders.
- k. To employ personnel to perform the services required for the proper operation, management, maintenance, or control of the Association, the common property, or any other property of the Association.
- l. 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.

**Section 3.** All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in equal shares.

## ARTICLE IV: MEMBERS

**Section 1.** The members of the Association shall consist of all of the record owners of townhouse parcels (hereafter referred to as "Townhouse Parcel" individually and "Townhouse Parcels" collectively) submitted to the jurisdiction of the Association. The term "Townhouse Parcel" shall have the meaning given in the Declaration.

**Section 2.** A change of membership in the Association shall be established by recording in the public records of Bay County, Florida, a deed or other instrument establishing a record title to a Townhouse Parcel within Choctaw Surf Villas and the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

**Section 3.** 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 a Townhouse Parcel.

**Section 4.** The owner of Townhouse Parcel A shall be entitled to two (2) votes as a member of the Association. The owners of Townhouse Parcels B, C and D shall be entitled to one (1) vote as members of the Association.

## ARTICLE V: DIRECTORS

**Section 1.** The affairs of the Association will be managed by a Board consisting of not less than three (3) directors, the exact number of which and the manner of election from whom shall be as determined by the By-Laws of this corporation.

**Section 2.** The names and addresses of the members of the first Board of Directors who have been designated as such by the Declarant and who shall hold office until their successors are designated or elected as herein provided and have been qualified or until removed as herein provided are as follows:

NAME	ADDRESS
<u>John W. Lewis</u>	<u>1022 W 23<sup>rd</sup> Street 3<sup>rd</sup> Fl.</u> <u>Panama City, FL 32405</u>
<u>William Clemo</u>	<u>1022 W 23<sup>rd</sup> Street 3<sup>rd</sup> Fl.</u> <u>Panama City, FL 32405</u>
<u>Ashley Sweat</u>	<u>1022 W 23<sup>rd</sup> Street 3<sup>rd</sup> Fl.</u> <u>Panama City, FL 32405</u>

## ARTICLE VI: OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of

Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

NAME	ADDRESS
<u>John W. Lewis, President</u>	<u>1022 W 23<sup>rd</sup> Street 3<sup>rd</sup> Flr</u> <u>Panama City, FL 32405</u>
<u>William Clemo, Vice President</u>	<u>1022 W 23<sup>rd</sup> Street 3<sup>rd</sup> Flr</u> <u>Panama City, FL 32405</u>
<u>Ashley Sweat, Secretary Treasurer</u>	<u>1022 W 23<sup>rd</sup> Street 3<sup>rd</sup> Flr</u> <u>Panama City, FL 32405</u>

#### ARTICLE VII: INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors' and officers' liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

#### ARTICLE VIII: BY-LAWS

The first By-Laws of the Association shall be adopted by the initial Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

#### ARTICLE IX: AMENDMENTS

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

**Section 1.** Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

**Section 2.** A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the President or Vice President at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than a majority of the vote of the entire membership of the Association.

**Section 3.** Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon any Townhouse Parcels within Choctaw Surf Villas.

**Section 4.** A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Bay County, Florida.

#### **ARTICLE X: TERM**

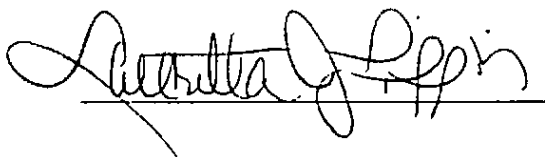
The term of the Association shall be perpetual.

#### **ARTICLE XI: INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is as follows:

Name	Address
<u>Lauretta Pippin</u>	<u>1022 W 23<sup>rd</sup> Street 3<sup>rd</sup> Flr</u> <u>Panama City, FL 32405</u>

In witness whereof, the Incorporator has affixed his hand this 30<sup>th</sup> day of August 2022.

  
\_\_\_\_\_

#### **CONSENT OF REGISTERED AGENT**

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

  
\_\_\_\_\_  
Denise H. Rowan