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## FLORIDA PROFIT/NON PROFIT CORPORATION

Redfish Cove Owners' Association, Inc.

Certificate of Status	1
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This Instrument Prepared By:  
Kyle B. Stuart  
Maynard, Cooper & Gale, P.C.  
1901 Sixth Avenue North, Suite 1700  
Birmingham, AL 35203

STATE OF FLORIDA:  
COUNTY OF GULF:

**ARTICLES OF INCORPORATION**  
**OF**  
**REDFISH COVE OWNERS' ASSOCIATION, INC.**  
  
**A NONPROFIT CORPORATION**  
**UNDER THE LAWS OF THE STATE OF FLORIDA**

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BE IT KNOWN that the undersigned, acting as incorporator of a nonprofit corporation under the laws of the State of Florida, and in particular, Title XXXVI, Florida Statutes (2022), hereby adopts the following Articles of Incorporation for such nonprofit corporation (these "Articles").

**ARTICLE I**  
**NAME**

The name of the nonprofit corporation shall be Redfish Cove Owners' Association, Inc. (hereinafter referred to as the "Association").

**ARTICLE II**  
**PERIOD OF DURATION**

The existence of the Association shall commence with the filing of these Articles with the Secretary of State in Tallahassee, Florida. The period of duration of the Association shall be perpetual unless terminated according to the terms of these Articles.

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### **ARTICLE III** **PURPOSE**

The purposes for which the Association is organized are:

1. To furnish all services reasonably necessary for the health, comfort, safety, welfare, and enjoyment of the lot owners of the proposed subdivision to be known as Redfish Cove (the "Subdivision"), which may be developed on all or a portion of that certain real property located in Gulf County, Florida and more particularly described on Exhibit "A" attached hereto.
2. To own, manage, and control all of the common areas and improvements thereon located within the boundaries of the Subdivision which are intended to be devoted to the common use and enjoyment of the owners of lots in the Subdivision, including but not limited to, the maintenance of private easements or roads, any decorative fences, street islands, and any detention pond for storm water drainage.
3. To administer, enforce, and otherwise act in accordance with that certain Declaration of Conditions, Covenants, and Restrictions of Redfish Cove executed by Declarant (hereinafter defined) and recorded in the office of the Clerk of the Circuit Court of Gulf County, Florida, as may be amended from time to time (the "Declaration"), to the extent provided in the Declaration.
4. To assess, collect, and direct the proper disbursement of the lot owners' pro rata shares of the costs and expenses incurred in the carrying out of said purposes in accordance with the Declaration, these Articles, the Bylaws for the Association (the "Bylaws"), and the rules and regulations of the Subdivision.

### **ARTICLE IV** **GENERAL POWERS**

The powers of the Association are as follows:

1. The Association shall have the power to own, accept, acquire, mortgage, and dispose of real and personal property, and to obtain, invest, and retain funds, in advancing the purposes stated in Article III above.
2. The Association shall have the power to transact all business being not for profit consistent with the purposes for which this Association is organized and to protect the lawful rights and interests of the Members (as hereinafter defined) in connection therewith.
3. The Association shall have all powers granted to it in the Florida statutes, as amended, including those powers granted to nonprofit corporations in Title XXXVI, Chapter 617, Florida Statutes (2022).

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4. The Association shall operate, maintain, and manage the Stormwater Management System (as defined in the Declaration) in a manner consistent with the requirements of any Northwest Florida Water Management District ("NWFWM") permit issued to the Association, and applicable NWFWM rules, and shall assist in the enforcement of the restrictions and covenants contained in the Declaration.

5. The Association shall levy and collect adequate assessments against Members for the costs of maintenance and operation of the Stormwater Management System. The assessments shall be used for the maintenance and repair of the Stormwater Management System and mitigation or preservation areas, including but not limited to work within retention areas, drainage structures, and drainage easements.

**ARTICLE V**  
**NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator herein are as follows:

SPINNAKER WAY GULF LLC  
117 Sailors Cove  
Port St. Joe, Florida 32456

**ARTICLE VI**  
**NAME AND ADDRESS OF INITIAL PRINCIPAL OFFICE**

The name and address of the initial principal office are as follows:

SPINNAKER WAY GULF LLC  
117 Sailors Cove  
Port St. Joe, Florida 32456

**ARTICLE VII**  
**MEMBERSHIP AND VOTING RIGHTS**

There shall be only one (1) class of membership. The members of the Association shall be all of the record owners of platted lots within the Subdivision (singularly, a "**Member**" and collectively, the "**Members**"). Membership in the Association shall be established by recordation of, in the records of the Office of the Clerk of Gulf County, Florida, a deed of conveyance transferring record title to a platted lot in the Subdivision, and delivery to the Association of an executed true copy of said deed. The owner designated by such instrument shall thereby automatically become a Member. Membership shall be appurtenant to and may not be separated from ownership of any lot in the Subdivision and shall cease as to any owner upon transfer of title from such owner to another owner.

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Each Member shall be entitled to one (1) vote for each lot owned. When more than one (1) person holds an interest in any lot, the vote for such lot shall be exercised by the multiple owners of such lot in accordance with the Bylaws.

#### **ARTICLE VIII** **NONPROFIT CORPORATION**

The Association shall be without capital stock, will not be operated for profit, and will not distribute gains, profits, or dividends to any of its Members. The Members shall not be personally liable for the debts, liabilities, or obligations of the Association, but shall be personally liable to the Association for their pro rata share of costs and expenses that are attributable to Members under these Articles, the Bylaws, or the Declaration. The purposes of the Association shall be served without pecuniary profit to any director, officer, or Member.

#### **ARTICLE IX** **NAME AND ADDRESS OF INITIAL REGISTERED AGENT**

The name of the initial registered agent of the Association, and the address of the initial registered office of the Association are as follows:

William J Rish, Jr  
117 Sailors Cove  
Port St. Joe, Florida 32456

The initial registered agent's written acceptance of appointment as a registered agent as required by Section 617.0501, Florida Statutes (2022), is attached hereto as Exhibit "B".

#### **ARTICLE X** **BOARD OF DIRECTORS**

Except as provided herein, the affairs of the Association shall be managed by a Board of Directors (the "**Board of Directors**"). Notwithstanding anything contained in these Articles, the Bylaws, or the Declaration to the contrary, until Turnover (as defined in the Declaration), SPINNAKER WAY GULF LLC, a Florida limited liability company, and its successors and assigns (the "**Declarant**"), shall have the sole and exclusive right to (1) appoint all of the members of the Board of Directors of the Association (subject to the rights of Members other than the Declarant to elect at least one member of the Board of Directors under Section 720.307(2), Florida Statutes (2022)); (2) appoint all of the officers of the Association; (3) remove and replace any members of the Board of Directors; (4) appoint the members of the Architectural Review Committee ("**ARC**") of the Association as defined in and in accordance with the Bylaws; (5) remove and replace any members of the ARC; (6) amend these Articles and the Bylaws; and (7) take all other action on behalf of the Association and vote on all other matters required to be voted on or approved by the Members. Turnover has the meaning set forth in the Declaration. Upon

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Turnover, the then-current Members shall be entitled to vote on all the foregoing matters subject to any restrictions set forth in the Declaration and the Bylaws.

The initial Board of Directors shall be composed of three (3) directors, none of which must be a Member. The names and addresses of the initial three (3) Directors of the Association are as follows:

	NAME:	ADDRESS:
1.	William J Rish, Jr	117 Sailors Cove Port St. Joe, Florida 32456
2.	Grant Rish	117 Sailors Cove Port St. Joe, Florida 32456
3.	Ralph Rish	117 Sailors Cove Port St. Joe, Florida 32456

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Within sixty (60) days after Turnover, Declarant shall call a meeting of the Members for the purposes of (i) transitioning control of the Association to the Members, (ii) electing new directors to the Board, and (iii) electing new members of the ARC. After Turnover, all Board of Directors must be Members, or representatives of entities that are Members, the number of directors shall be as set forth in the Bylaws and the Members shall have the right to elect the Board of Directors as provided in the Bylaws. Notice of the meeting may be delivered according to the provisions set forth in the Bylaws. The number of directors may be changed by amendment of the Bylaws. The initial Bylaws shall be adopted by the Board of Directors. After Turnover, the power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors.

#### ARTICLE XI INDEMNIFICATION

The Association shall indemnify every officer and director of the Association against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or director in connection with any action, suit, or other proceeding (including the settlement of any such suit or proceeding, if approved by the then Board of Directors) to which he may be made a party by reason of being or having been an officer or director of the Association, whether or not such person is an officer or director at the time such expenses are incurred. The officers and directors of the Association shall not be liable to the Members for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and directors of the Association shall have no personal liability with respect to any contract or other commitment made by them in good faith on behalf of the Association and the Association shall indemnify and forever hold each such officer and director free and harmless against any and

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all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the Association may be entitled.

#### **ARTICLE XII** **CONFLICTS OF INTEREST**

The directors shall exercise their powers and duties in good faith and with a view to the interest of the Association and the Subdivision. No contract or other transaction between the Association and any corporation, firm, or association (including the Declarant) in which one (1) or more of the directors of the Association is a director or officer or is pecuniarily or otherwise interested, shall be either void or voidable for such reason or because such director or directors are present at the meeting of the Board of Directors or any of the committee thereof which authorizes or approves the contract or transaction or because his or their votes are counted for such purpose, if any of the conditions specified in any of the following paragraph exists:

- (a) The fact of the common directorate or interest is disclosed or known to the Board of Directors or a majority thereof or noted in the minutes and the Board authorizes, approves, or ratifies such contract or transaction in good faith by a vote sufficient for the purpose;
- (b) The fact of the common directorate or interest is disclosed or known to the Members or a majority thereof and they approve or ratify the contract or transaction in good faith by a vote sufficient for the purpose; or
- (c) The contract or transaction is commercially reasonable to the Association at the time it is authorized, ratified, approved, or executed.

Common or interested directors may be counted in determining the presence of a quorum at any meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies any contract or transaction and may vote thereat to authorize any contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### **ARTICLE XIII** **ASSESSMENTS**

1. To provide the total sum necessary for the insurance, reserve fund for replacements, maintenance, and operation of the common areas and improvements within the Subdivision, each Member for each lot owned shall pay a portion of the total amount necessary for such purposes to the Association. The portion to be paid by each Member for each lot owned shall be equal to a fraction, the numerator of which shall be the number of lots owned by such lot owner and the denominator of which shall be the total number of lots in the Subdivision, and which the quotient of such fraction shall be multiplied by the total sum necessary for such purposes. The total number

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of lots in the Subdivision may be increased from time-to-time by the Declarant in its sole and absolute discretion so long as the Declarant continues to have the right to add additional property to the Subdivision in accordance with the terms of the Declaration.

2. The amount of assessment against each Member as provided under the paragraph immediately above, shall be assessed by the Association as a lien as provided in the Declaration.

3. In addition to the annual assessments authorized above, the Association may levy in any assessment year special assessments for the purposes and in the manner set forth in the Declaration, as the same may be amended from time to time.

4. Each assessment shall be assessed and shall be due and payable as provided in the Declaration and the Bylaws, and upon default or payment within such period of time, the assessment shall be a lien against each lot owned by the defaulting Member and against that undivided portion of the common area owned by the defaulting Member, and the Association shall be entitled to enforce the payment of said lien according to the laws of the State of Florida and to take any other actions for collection from the defaulting party or parties. Any such lien against a lot or against the common area shall be subordinate to a recorded first mortgage covering such lot.

5. Both annual and special assessments shall be collected in the time and manner specified in the Declaration or as otherwise directed by the Association's directors.

#### **ARTICLE XIV** **MISCELLANEOUS**

1. **Amendment.** Until Turnover, these Articles may be amended at any time and from time to time by Declarant, without the consent or approval of any of the other Members. After Turnover, these Articles may be amended, subject to the terms and provisions of the Declaration, by the affirmative vote or at least sixty-seven percent (67%) of the total voting interests of all Members. All amendments to these Articles become effective only upon being placed of record in the Office of the Clerk of the Circuit Court of Gulf County, Florida.

2. **Headings.** The headings and captions herein are used solely as a matter of convenience and shall not define, limit, or expand any term or provision of these Articles.

3. **Termination, Dissolution, or Liquidation.** In the event of a termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity which complies with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume 1, Section 12.3, and be approved by the NFPWMD prior to such termination, dissolution or liquidation.

4. **Incorporation by Reference.** All of the terms, provisions, definitions, covenants, and conditions set forth in the Declaration are hereby expressly incorporated herein by reference as if fully set forth herein. In the event of any conflict or ambiguity between the terms, provisions,

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definitions, covenants and conditions set forth herein in these Articles and Section 720, Florida Statutes (2022), then the provisions of Section 720, Florida Statutes (2022) shall at all times control. In the event of any conflict or ambiguity between the terms, provisions, definitions, covenants and conditions set forth herein in these Articles and the Declaration, then the provisions of the Declaration shall at all times control. In the event of any conflict or ambiguity between the terms, provisions, definitions, covenants and conditions set forth herein in these Articles and the Bylaws, then the provisions of these Articles shall at all times control.

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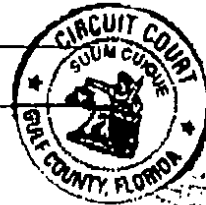
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation, by and through its duly authorized representative, on this the day of 27th of March, 2023.

SPINNAKER WAY GULF LLC,  
 a Florida limited liability company

By: G. Rish

Name: Grant Rish

As its: Manager

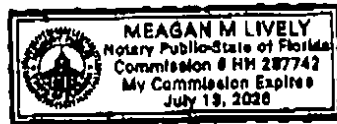


STATE OF Florida

COUNTY OF Gulf

The foregoing instrument was signed, sealed, delivered, and acknowledged before me by means of ☒ physical presence or ☐ online notarization this 27th day of March, 2023, by Grant Rish as Manager of SPINNAKER WAY GULF LLC, a Florida limited liability company, on behalf of the company. Such person ☒ is personally known to me or ☐ has produced a \_\_\_\_\_ as identification.

[SEAL]



Megan M. Lively  
 Notary Public Signature

Megan M. Lively  
 Notary Public Printed Name

July 13, 2026  
 My Commission Expires

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**EXHIBIT "A"**

**Description of Subdlvision Property**

The land referred to herein below is situated in the County of Gulf, State of Florida, and described as follows:

All of that certain property designated on that certain plat entitled "Redfish Cove" recorded in Plat Book 8, Page 57 in the Office of the Clerk of the Circuit Court of Gulf County, Florida,

and any additional real property made subject to the Declaration in accordance with the terms thereof.

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**EXHIBIT "B"**

**Acceptance of Appointment as Registered Agent**

I hereby accept the appointment as registered agent for REDFISH COVE OWNERS' ASSOCIATION, INC., and agree to act in this capacity. I 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.

  
\_\_\_\_\_  
Registered Agent Signature

William J Rish, Jr

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