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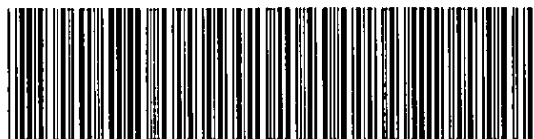
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2023 JUL -5 AM 12:37 2023 APR -5 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FL
REGISTRATION
FLORIDA

MEMORANDUM

To: Sec. of State, Division of Corp.

From: Annie Kendall

Date: 07-05-2023

The attached revised Articles of Incorporation are for a pending new filing listed as Doc. #W23000046729. Summer Chatum with the Division of Corporation is in possession of the original filing. Thank you.



2023 JUL -5 AM 11:21

**ARTICLES OF INCORPORATION OF HEMINGS POND
HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Chapter 617, Florida Statutes (the "Act"), do hereby make and adopt the following Articles of Incorporation:

**ARTICLE 1.
NAME AND ADDRESS.**

The name of the Corporation is: "HEMINGS POND HOMEOWNERS' ASSOCIATION, INC." (the "Corporation") and its address is 2732 Capital Circle NE, #3, Tallahassee, Fl 32308.

**ARTICLE 2.
NOT FOR PROFIT.**

The Corporation is a nonprofit corporation as defined in the Act. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees, or Officers, except to the extent permissible under law.

**ARTICLE 3.
DURATION.**

The duration ("term") of the Corporation is perpetual.

**ARTICLE 4.
PURPOSES.**

The Corporation is organized, and shall be operated exclusively for, the following purposes:

- A. To enforce the Declaration of Covenants, Conditions, and Restrictions of Hemings Pond (the "Declaration"), consisting of home sites in Jefferson County, Florida, to be the Association referred to in said Declaration, and to assess homeowners in accordance with said Declaration;
- B. To exercise all rights and powers conferred by the laws of Florida upon nonprofit corporations;
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

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**ARTICLE 5.
LIMITATION.**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees, or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 ("Purposes") hereof.

**ARTICLE 6.
MEMBERS.**

The Corporation shall have Voting Members who shall be selected as provided in the Bylaws and shall have all the rights and privileges of members of the Corporation. The Bylaws shall also provide for Nonvoting Members, who shall consist of all of those persons who are, from time to time, the record fee simple title holders of homes in Hemings Pond, as set forth in the Declaration recorded in the Public Records of Jefferson County, Florida. The Developer of Hemings Pond shall transfer control of the Association to the homeowners not later than: (a) sixty (60) days after the Developer has sold the last home site to its final retail purchaser, or (b) five (5) years after the date of the Declaration, whichever is later; and each homeowner shall thereafter be a Voting Member of the Association and its voting privileges cannot thereafter be suspended or removed as long as it remains a homeowner. Nailed It Tallahassee, LLC, shall be the sole initial Voting Member.

**ARTICLE 7.
INITIAL REGISTERED OFFICE AND AGENT.**

The street and mailing address of corporation is 2732 Capital Circle NE, #3, Tallahassee, FL 32308, and the name of its initial Registered Agent at that address is Amber McKinney.

**ARTICLE 8.
INITIAL BOARD OF TRUSTEES.**

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three (3). The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Trustees at the annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges.

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**ARTICLE 9.
OFFICERS.**

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Amber McKinney, President/Treasurer
William McKinney, III, VP/Secretary

2732 Capital Circle NE, #3, Tallahassee, FL 32308
2732 Capital Circle NE, #3, Tallahassee, FL 32308

**ARTICLE 10.
INCORPORATORS.**

The name and address of each Incorporator is as follows:

Nailed It Tallahassee, LLC

2732 Capital Circle NE, #3, Tallahassee, FL 32308

**ARTICLE 11.
BYLAWS.**

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended, or rescinded by the Board of Trustees.

**ARTICLE 12.
AMENDMENT.**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees, and Officers are subject to this reservation.

**ARTICLE 13.
INDEMNIFICATION.**

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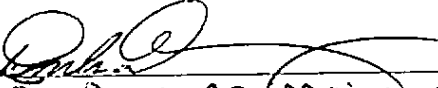
The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by Florida law.

**ARTICLE 14.
COMMENCEMENT OF CORPORATE EXISTENCE.**

In accordance with the Act, the date when corporate existence shall commence is the date of execution and acknowledgement of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 5th day of ~~March~~ April, 2023.

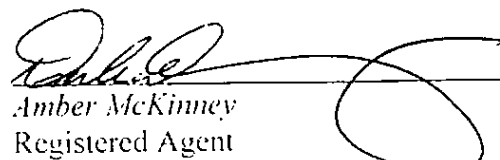
Nailed It Tallahassee, LLC


By: Amber McKinney
Its: Manager

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of HEMINGS POND HOMEOWNERS ASSOCIATION, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 5th day of April, 2023.


Amber McKinney
Registered Agent

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