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FLORIDA PROFIT/NON PROFIT CORPORATION
Cat Island Estates Homeowners' Association, Inc.

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(H23000274773)

**ARTICLES OF INCORPORATION
FOR
CAT ISLAND ESTATES HOMEOWNERS' ASSOCIATION, INC.
(A NOT FOR PROFIT CORPORATION)**

The undersigned persons associate themselves through these Articles of Incorporation in order to form a corporation not-for-profit under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation:

1. The name of the Corporation is CAT ISLAND ESTATES HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association".
2. The period of duration for the Association is perpetual.
3. The purpose of the Association is to establish a legal entity, in accordance with Florida Laws, to operate and maintain the land and home sites in the development known as Cat Island Estates in Walton County, Florida.
4. All terms used in these Articles of Incorporation have the same meaning as designated in the Declaration of Homeowners' Association for Cat Island Estates, ("Declaration") unless these Articles or the Bylaws for the Association specifically provide otherwise, or unless the context dictates a contrary meaning.
5. The Association shall have all common-law and statutory powers permitted a corporation not-for-profit under Florida law which do not conflict with these Articles, the Declaration, or the Association Bylaws. The Association shall also have all powers reasonably necessary to carry out its responsibilities for the operation of the Association, which shall include, but not be limited to, the following:
 - a. To make and collect assessments against members as property owners for the purpose of exercising its powers and carrying out its responsibilities for the operation of the Association.
 - b. To buy, sell, trade, lease, or encumber property, real or personal, and to construct additional improvements in, on, or about the development known as Cat Island Estates.
 - c. To maintain, repair, replace, reconstruct after casualty, operate and manage the Association and any property owned or leased by the Association for use by the members.
 - d. To acquire and pay for insurance on the development, Cat Island Estates, for the protection of the Association, its officers, directors, members, and owners.
 - e. In the manner provided in the Association Bylaws, to make and amend reasonable rules and regulations for the use and appearance of all property in the development, Cat Island Estates, for the benefit, health, safety, welfare, and happiness of the members and owners.
 - f. To approve or disapprove the leasing, transfer, mortgaging, ownership or possession of land, buildings, or structures in Cat Island Estates in the manner provided for in the Declaration or the Association Bylaws.
 - g. To enforce through legal or equitable means the Declaration, the Bylaws of the Association, these Articles, and any rule or regulation as contemplated by section 5(e) of these Articles.

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h. To contract for the management of Cat Island Estates, and delegate to a management entity which may be affiliated with the developer, those powers and duties which are not specifically required by the Association to be retained by the board of directors, and also to contract for the management or operation of those portions of the common elements which are susceptible to such management or operation, or to enter into leases for such common elements for the same purpose.

i. To hire employees to perform the services needed for the proper operation of the development.

J. In particular, the Association shall have all duties and all powers necessary or advisable to:

1. Operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the Environmental Resource Permit requirements for Cat Island Estates, agency permit number IND-131-295214-1, and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.
2. Levy and collect adequate assessments, and special assessments, against members of the Association for the costs of maintenance and operation of the surface water or storm water management system(s).
3. The assessments collected for surface water or storm water management purpose shall be used for the maintenance and repair of the surface water or storm water management systems including but not limited to work within retention areas, swales, drainage structures, rights of way, and drainage easements.
4. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system(s) must be transferred to and accepted by an entity which would comply with rule 62-330.310, F.A.C., and Applicant's Handbook Vol I, Section 12.3, and be approved by the Northwest Florida Water Management District prior to such termination, dissolution or liquidation.
5. Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida, and as stated above, the Association shall exist in perpetuity.
6. The Association shall, in exercising these and all other powers, be subject to and act in accordance with Florida Laws, the Declaration, the Association Bylaws, and these Articles.
7. The Association shall distribute no part of its income to its members, directors, or officers, and if the Association is dissolved, all assets not controlled by the provisions of Article 5(J), above, shall be transferred only to another nonprofit corporation or a public agency. All funds and all titles of any properties acquired by the Association and any proceeds there from shall be held in trust for the owners in accordance with the Declaration, the Association Bylaws, and these Articles.
8. All persons who own a vested present interest in fee to any property within Cat Island Estates, which is evidenced by a proper instrument properly recorded in the public records of Walton County, Florida, shall be members of the Association, and upon termination of the Association, the members at the time of the termination and their successors and assigns shall be members. Members' shares in the funds

and assets of the Association may not be assigned, hypothecated, or transferred in any way to any other member except as an appurtenance to the property for which the share is held. In all matters on which the membership is entitled to vote, each member of the association shall have a vote proportionate to his or her ownership interests in Cat Island Estates, unless modified by the Declaration or the Association Bylaws. The manner in which a vote is to be cast or exercised shall be determined by the Declaration and the Association Bylaws.

9. The business and affairs of the Association shall be managed by a board consisting of the number of directors determined by the Association Bylaws, but in any event not less than three (3) directors. Directors need not be members of the Association nor reside in Cat Island Estates. The board of directors, its agents, contractors, or employees, shall exclusively exercise all of the powers of the Association existing under Florida Laws, the Declaration, the Association Bylaws, and these Articles, subject only to the approval of the unit owners when such approval is specifically required. The directors shall elect from among the board of directors a president and vice-president and may delegate such duties as may be necessary to carry out the decisions of the board of directors. The directors shall be elected at the annual meeting of the Association members in the manner provided for by the Association Bylaws. Directors may be removed, and vacancies on the board may be filled as provided for in the Association Bylaws. The members of the first board of directors, the president and vice president, and their replacements shall be appointed by the Developer. The members of the first board of directors shall serve terms as provided for in the Association Bylaws, and they or their replacements appointed by the Developer shall serve until such time as unit owners other than the Developer are permitted to elect directors, or at an earlier date at the discretion of the Developer as provided for in the Association Bylaws. The names and addresses of the first board of directors who shall hold office until their successors are elected and have qualified or until removed, are as follows:

John G. Henderson, 27 Turquoise Beach Drive, Santa Rosa Beach, Florida 32459
Helen P. Henderson, 27 Turquoise Beach Drive, Santa Rosa Beach, Florida 32459
Kay H. Story, 27 Turquoise Beach Drive, Santa Rosa Beach, Florida 32459

10. The affairs of the Association shall be administered by the officers provided for in the Bylaws. At the first meeting of the board of directors following the Association's annual meeting, the board shall elect the officers who will thereafter serve at the pleasure of the board.
11. The Association shall indemnify the directors, officers, members, employees, or agents of the association against all expense and liabilities including attorney's fees, costs, judgments, fines, and settlements reasonably incurred or imposed as a result of any proceeding to which any director, officer, member, employee, or agent of the Association may have been a party or may have been otherwise involved by reason of his or her serving or previously having served the Association at the Association's request. However, the board of directors must first approve the indemnification as being in the best interest of the Association and place the reasons for such indemnification in the minutes of the meeting at which such decision is made. No indemnification shall be permitted where a court of competent jurisdiction decides that the party seeking indemnification was guilty of willful misfeasance or malfeasance in the performance of his duties, or such person is convicted of a criminal act. The right of indemnification shall not be exclusive of any rights to which a person seeking indemnification might be entitled.

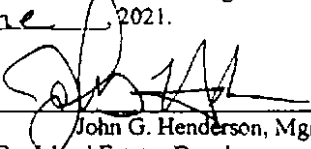
The Association may assume the defense of any person seeking indemnification pursuant to the provisions of these Articles upon a preliminary determination of the board of directors that such person has met the standards of conduct set forth immediately above. If the Association elects to assume the defense of said person and retains counsel, such person shall bear the fees and expenses of any additional counsel retained by the person, unless there are conflicting interests between or among such

persons and other parties represented in the same action, suit, or proceeding. Any objections to the Association retained counsel must be presented in writing by the person, and determined by the board of directors to be valid and reasonable. In this case, the reasonable expenses of such additional counsel shall be within the scope of the indemnification intended.

12. The first Bylaws of the Association shall be adopted by the board of directors. The Bylaws may be amended, altered, or rescinded in any manner provided for in the Bylaws.
13. These Articles may be amended as provided for in this Article. Notice of the subject of a proposed amendment must be included in the notice of the meeting at which the amendment is to be considered. Said notice may be delivered by any legal means, at least one day before the meeting. A resolution for the adoption of the amendment may be proposed by either the board of directors or any member of the Association. Any director or member of the Association not present in person or by proxy at the meeting may express his or her approval in writing prior to the meeting and the approval must be in the possession of the Secretary of the Association at the meeting.

Amendments to the Articles may be approved by a simple majority vote of the directors, or members of the Association represented at a meeting at which a quorum has been attained. No amendment shall change the qualifications for membership, voting, or property rights for members, the Association's obligation under Article 5 of these Articles to exercise its powers in accordance with Florida Laws, the Declaration, the Bylaws, and these Articles, or its obligation under Article 5 concerning distribution of association income, dissolution, and the holding of all funds and titles to properties acquired by the Association for the benefit of the owners, without written approval by all members and the joinder of all mortgagees of record. No amendment may be made which conflicts with the Declaration or Florida Laws. A copy of any amendment which is adopted shall be recorded in the public records of Walton County, Florida.

14. The initial registered office of this corporation shall be 27 Turquoise Beach Drive, Santa Rosa Beach, Florida 32459, and the initial registered agent at that address is John G. Henderson. The principal address and mailing address of this corporation shall be 27 Turquoise Beach Drive, Santa Rosa Beach, Florida 32459.
15. IN WITNESS WHEREOF, the undersigned subscriber has affixed his signature below at Walton County, Florida, on the 30 day of June, 2021.

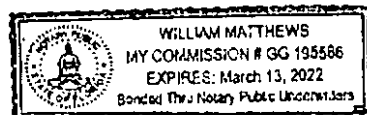

John G. Henderson, Mgr.
Cat Island Estates Development, LLC

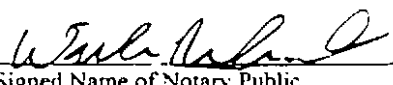
STATE OF FLORIDA
COUNTY OF WALTON

BEFORE ME, the undersigned Notary Public in and for said County and State, appeared John Garrett Henderson, who is personally known to me or who has produced FL DL as identification, and who executed the foregoing instrument.

Given under my hand and seal this 30th day of June, 2021.

{Seal}




Signed Name of Notary Public

Printed Name of Notary Public