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Email Address: Megan@OlsonLandPartners.com

FLORIDA PROFIT/NON PROFIT CORPORATION PINES AT CROFTON FARMS MAINTENANCE ASSOCIATION, INC.

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COVER LETTER

Department of State
 Division of Corporations
 P. O. Box 6327
 Tallahassee, FL 32314

SUBJECT: PINES AT CROFTON FARMS MAINTENANCE ASSOCIATION, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
 Filing Fee

☐ \$78.75
 Filing Fee &
 Certificate of
 Status

☐ \$78.75
 Filing Fee
 & Certified Copy

☐ \$87.50
 Filing Fee,
 Certified Copy
 & Certificate

ADDITIONAL COPY REQUIRED

FROM: Cohen Norris Wolmer Ray Telepman Berkowitz & Cohen
 Name (Printed or typed)

712 U.S. Highway One, Suite 400

Address

North Palm Beach, FL 33408

City, State & Zip

561-844-9600

Daytime Telephone number

megan@olsoniandpartners.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION
OF
PINES AT CROFTON FARMS MAINTENANCE ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, a resident of the State of Florida who is of full age, does hereby certify:

**ARTICLE I
Corporate Name**

The name of the corporation is **PINES AT CROFTON FARMS MAINTENANCE ASSOCIATION, INC.**, hereinafter called the "Association".

**ARTICLE II
Address**

The initial mailing address of the Association shall be 4300 Legendary Drive, Suite 234, Destin, FL 32541. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Agreement.

**ARTICLE III
Registered Agent**

C. RICHARD OLSON, as Manager of OLSON LAND PARTNERS, LLC, the Manager of OLP RW FC CROFTON PARTNERS, LLC, a Florida limited liability corporation, whose address is 4300 Legendary Drive, Suite 234, Destin, FL 32541, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV
Purpose and Powers of the Association**

This Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distributions of income to its members, directors, or officers and is therefore being incorporated as a not-for-profit corporation. The specific purposes for which it is formed are to provide for maintenance, repair and operation of the DRAINAGE areas and improvements, as defined in the DECLARATION OF COVENANTS AND RESTRICTIONS FOR THE PINES AT CROFTON FARMS, as amended from time to time, referred to hereinafter as the ("Declaration") according to the provisions of the Declaration, encumbering that certain property located in Santa Rosa County, Florida, and as more particularly described on the Exhibit "A" attached to said Declaration, and any additions thereto, as may hereafter be brought within the jurisdiction of this Association for this purpose. The Association shall have the following powers:

(a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles, or the Bylaws of the Association.

(b) To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the property and recorded or to be recorded, in the Public Records of Santa Rosa County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth in its entirety;

(c) To 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 other expenses incident to the conduct of the business of Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;

C) Upon Declarant filing a petition for bankruptcy under Chapter 7 of the United States Bankruptcy Code; or

D) Upon Declarant losing title to the Parcels through foreclosure or the transfer assignment of developer rights and responsibilities of a deed in lieu of foreclosure, unless the successor owner has accepted and arising after the date of such assignment; or

E) Upon a receiver for Declarant being appointed and not being discharged within 30 days after such appointment, unless the court determines within 30 days after such appointment that transfer of control would be detrimental to the association.

Upon Turnover and termination of Class B membership, all provisions of the Declarations, Articles, or Bylaws referring to Class B membership shall be without further force or effect.

ARTICLE VI Voting Rights

Section 1. Class A Voting: All Class A members shall be entitled to one (1) vote for each residential Lot owned. If more than one (1) person holds record title to a residential Lot, there shall be only one vote cast with respect to such Lot, exercised as the owners determine among themselves.

Section 2. Class B Voting: Class B members shall be entitled to one (1) vote for each residential Lot owned. In addition, until such time as the Class B membership is converted to Class A membership or otherwise terminated, the Class B membership shall have a right of veto on all questions coming before the membership for a vote thereon.

ARTICLE VII Board of Directors

The affairs of this Association shall be managed and governed by a Board of Directors consisting of at least 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 the Directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
C. Richard Olson	4300 Legendary Drive, Suite 234, Destin, FL 32541
Megan Magrath	4300 Legendary Drive, Suite 234, Destin, FL 32541
Robin Eads	4300 Legendary Drive, Suite 234, Destin, FL 32541

ARTICLE VIII Officers

The affairs of the Association shall initially be administered by a President, a Secretary and a Treasurer and such other Officers as may be designated from time to time by the Directors. The Officers shall be

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elected or designated by the Board of Directors at its first meeting following the annual meeting of the members of the Association.

ARTICLE IX Indemnification

Every Director and every Officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement of any proceeding to 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, or by reason of his having served the Association at its request, whether or not he is a Director or Officer or member serving the Association at the time such expenses or liabilities are incurred, except when the Director, Officer or member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or member serving the Association may be entitled.

ARTICLE X Bylaws

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded, by the Declarant prior to Turnover, in Declarant's sole discretion, and following Turnover at a duly called regular or special meetings of the Members, by an affirmative vote of a majority of all the members present in person or by proxy.

ARTICLE XI Dissolution

Unless the Board of Directors determines that because of a conflict of interest or other substantial reason it should not make any recommendation, the Board of Directors must adopt a resolution recommending that the Association be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of Members entitled to vote, which may be either an annual or special meeting. The Association may be dissolved upon written assent signed by members holding not less than seventy-five percent (75%) of the total number of votes of each class of members. Written notice stating that the purpose or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation must be given to each Member as of thirty days prior to the date of transmitting such notice to those entitled to vote at such meeting. This notice shall be sent at least ten (10) days and not more than sixty (60) days before the date named for the meeting to each Member by United States mail, to the Owner's address appearing on the books of the Association. A resolution to dissolve the corporation shall be adopted upon receiving 75% of the votes which Members present at such meeting or represented by proxy are entitled to cast. At any time after dissolution is authorized, the corporation may dissolve by delivering to the Department of State articles of dissolution for filing.

In the event of 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 Section 12.3 of ERP Applicant's Handbook Volume I, and be approved by the NFWFMD prior to such termination, dissolution, or liquidation.

**ARTICLE XII
EXISTENCE AND DURATION**

The existence of the Association shall commence with the filing of these Articles of Incorporation with the State of Florida Secretary of State, Division of Corporations in Tallahassee, Florida. The duration of the Association shall exist in perpetuity.

**ARTICLE XIII
Amendments**

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

Section 1. Notice: 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. Vote: A resolution for the adoption of an amendment may be proposed by either 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, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions must be adopted by not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

Section 3. Limit on Amendments: Any amendments of these Articles prior to Turnover shall require the approval of the Declarant. Following Turnover no amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all Members. Any and all amendments to these Articles that alter the provisions regarding the maintenance of and assessments for Stormwater Management System, must have the prior approval of the NWFWM.

Section 4. Certification: A copy of each amendment shall be filed with, and certified by, the Secretary of State.

**ARTICLE XIV
Incorporator**

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

<u>Name</u>	<u>Address</u>
Richard Olson	4300 Legendary Drive, suite 234, Destin, FL 32541

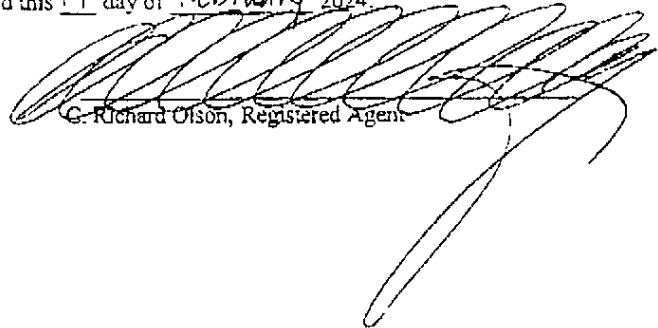
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, as the incorporator of this Association, have executed these Articles of Incorporation this 14th day of February 2024.


Richard Olson

ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT

I, Richard Olson, as Manager of Olson Land Partners, LLC, being the Manager of OLP RW FC CROFTON PARTNERS, LLC, a Florida limited liability corporation, whose address is 4300 Legendary Drive, Suite 234, Destin, FL 32541, hereby accept the appointment as resident agent for PENES AT CROFTON FARMS MAINTENANCE ASSOCIATION, INC., as set forth in the Articles of Incorporation set forth above.

IN WITNESS WHEREOF, I have hereunto set my hand this 14th day of February 2024.


G. Richard Olson, Registered Agent

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FILED