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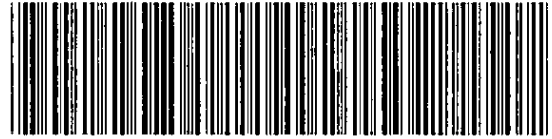
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: 107 Mosley Drive Owners 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: Denise H. Rowan

Name (Printed or typed)

558 Harrison Avenue

Address

Panama City, Florida 32401

City, State & Zip

850-338-6007

Daytime Telephone number

drowan@dhrllegal.com

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

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

ARTICLES OF INCORPORATION
OF
107 MOSLEY DRIVE OWNERS ASSOCIATION, INC.

ARTICLE I - NAME

The name of this non-profit corporation is 107 MOSLEY DRIVE OWNERS ASSOCIATION, INC., herein "Owners Association", "Association" or "OA".

ARTICLE II - PURPOSES

The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:

To promote the health, safety and welfare of the Unit Owners of Building 107 located at 107 Mosley Drive, Lynn Haven, Florida, according to the Plat recorded in the office of the Clerk of the Circuit Court of Bay County, Florida, and the preservation of all Common Properties appurtenant to the ownership of a Unit (the "Properties" or "Common Properties"), including:

A. To own, acquire, operate and maintain for the benefit of Unit Owners, the "Common Properties", together with any buildings or other improvements that may be constructed thereon.

B. To discharge all obligations of the Declaration of Termination of Building 107, A Condominium, and Declaration of Covenants, Conditions and Restrictions of 107 Mosley Drive Owners Association, Inc.

C. To enforce any and all covenants, restrictions and conditions of said Declaration.

D. To take such further actions deemed convenient or desirable to the purposes hereof by the Board.

ARTICLE III - DEFINITIONS

The definition of all terms set forth in the above Declaration are by reference incorporated herein and shall have the meanings as set forth in the Declaration of Covenants, Conditions and Restrictions of 107 Mosley Drive Associations, Inc.

Reference to the terms "Member" or "Members" and the percentage of votes required for any action shall in all instances refer to the Lot Owners.

ARTICLE IV - MEMBERSHIP

Every person or entity who is a record owner of a Unit which is subject to the Declaration of 107 Mosley Drive Owners Association, Inc., shall be a member of the Association from the date such member acquires title to or an interest in a Unit, provided, however, any such person or entity having a security interest for the performance of an obligation shall not be a member.

ARTICLE V - MEETINGS

The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE VI - TERM

This Corporation shall have perpetual existence.

ARTICLE VII - THE INCORPORATOR

The name and address of the Incorporator of this Corporation is: Denise H. Rowan.

ARTICLE VIII - OFFICERS

The officers shall be a president, a vice president, a secretary and a treasurer, and such other officers as may be determined by the Board of Directors. The President, Vice President, Secretary and Treasurer shall be members of the Board of Directors. The officers shall be chosen by majority vote of the directors. All officers shall serve a term of one year. All officers shall hold office at the pleasure of the Board of Directors.

ARTICLE IX - INITIAL OFFICERS

The name and address of the officers are:

<u>NAME</u>	<u>ADDRESS</u>
James Henry Slonina	600 Ohio Avenue Lynn Haven, FL 32444 E-mail: jhs@panhandleengineering.com
Tim Brock	3005 South Highway 77 Lynn Haven, FL 32444 E-mail: tbrock@brockpest.com

Denise Hallmon Rowan

558 Harrison Avenue
Panama City, FL 32401
E-mail: drowan@dhrllegal.com

ARTICLE X - BOARD OF DIRECTORS

The initial Board of Directors shall consist of the owners of a unit. The affairs of the Corporation shall be managed by a Board of not less than three (3). The Board shall at all times contain an odd number of members.

The name and address of the persons of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
James Henry Slonina	600 Ohio Avenue Lynn Haven, FL 32444
Tim Brock	3005 South Highway 77 Panama City, FL 32405
Denise Hallmon Rowan	558 Harrison Avenue Panama City, FL 32401

ARTICLE XI - INITIAL REGISTERED OFFICE, ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this Corporation shall be 558 Harrison Avenue, Panama City, FL 32401, with the privilege of having its office and branch offices at other places within or without the state of Florida. The initial registered agent and her address is Denise Rowan, 558 Harrison Avenue, Panama City, FL 32401.

ARTICLE XII - INDEMNIFICATION

1. Indemnity. The Association shall indemnify any person who was or is a part or is threatened to be made a part to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in

connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. Expenses. If indemnity insurance coverage is not provided on behalf of the Board Members and its Agents and Employees, to the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. Advanced Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XII.

4. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall insure to the benefit of the heirs and personal representatives of such person.

5. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

6. Amendment. Anything to the contrary notwithstanding, the provisions of this Article XII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XIII - BY-LAWS

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

ARTICLE XIV - VOTING RIGHTS

The membership shall consist of those Unit Owners as defined in Article IV. A Member shall be entitled to one vote for each Unit in which he or she holds an interest required for membership by Article III. When more than one person holds such interest or interests in any Unit, all such persons shall be Members and the vote for such Unit shall be divided among them fractionally as their interest appears on the deed of conveyance but each Unit shall be entitled to only one vote.

ARTICLE XV - ASSIGNMENT

No right to any funds or assets of the Association can be assigned, hypothecated or transferred except as an appurtenant right to a Lot or by dissolution of the association.

ARTICLE XVI - QUORUM FOR OTHER ACTIONS

Except as otherwise provided, the presence at a meeting of two (2) Members, each of whom own a separate lot or unit by proxy shall constitute a quorum for any action governed by the Articles of Incorporation, except where a super-majority vote is required by the Declaration of 107 Mosley Drive Owners Association or the By-Laws of the Corporation.

ARTICLE XVII - DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The Corporation may be dissolved only with the assent given in writing and signed by a majority of the Lot Owners entitled to vote. Written notice of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets (which shall be consistent with Article XIX hereof) shall be mailed to every Unit Owner or posted on the front door of the Units that are owner-occupied at least ninety (90) days in advance of any action taken and sent to the electronic address of the unit owners.

ARTICLE XIX - DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the assets, both real and personal of the Corporation, shall be dedicated to an appropriate public agency or utility that is or will be devoted to the same or similar purposes as those of the Corporation. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any

non-profit corporation, association, trust or other organization having the same orientation, with due regard, however, for the practicalities of such a situation.

ARTICLE XX

In the event of any conflict between these Articles of Incorporation and Bylaws and the Declaration of Covenants, Conditions and Restrictions of 107 Mosley Drive Owners Association the latter shall control, provided such provisions are not contrary to law.

IN WITNESS WHEREOF, the Incorporator has affixed its authorized signature and seal, this 21 day of March, 2024.

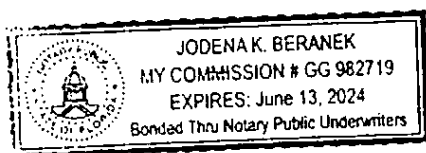
Denise H. Rowan
Denise H. Rowan

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that before me personally appeared **Denise H. Rowan**, by means of ☒ physical presence or ☐ online notarization, who is personally known to me or who has produced an identification, and who did take an oath, and who is known to me to be the individual described herein and who executed the foregoing document and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid on this 21st day of March 2024.

(Seal)



JODEN K. BERANEK
Notary Public: JODEN K. BERANEK
My Commission Expires: 06-13-2024
My Commission Number: GG982719

Acceptance of Designation of Registered Agent

Registered Agent:
Denise H. Rowan, Esq.
558 Harrison Avenue
Panama City, Florida

The undersigned, having been named as registered agent to accept service of process for the above stated corporation at the place designated herein, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Denise H Rowan
Required Signature/Registered Agent

4/23/24
Date

I submit this document and affirm that the facts stated herein are true. I am aware that the fals information submitted in a documents to the Department of State constitutes a third degree felony as provided for in Fl. Stat. § 817.155.

Denise H Rowan
Required Signature/Incorporator

4/23/24
Date

FILED
2024 MAR 25 AM 4:09
CLERK OF STATE
TALLAHASSEE, FLORIDA