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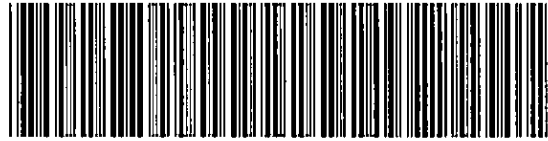
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N49975

Lonnie L. Simmons, P.A.
Attorney at Law
Suite 302, 3000 Langley Avenue
Pensacola, Florida 32501

(904) 474-0336

July 14, 1992

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Articles of Incorporation of Playa Bonita Townhouse Association, Inc.

Dear Sir/Madam:

I have enclosed for filing the original and one copy of the Articles of the Incorporation for Playa Bonita Townhouse Association, Inc. I have enclosed a check payable to the Secretary of State for the following:

Fee for filing Articles of Incorporation	\$35.00
Fee for naming Registered Agent	<u>35.00</u>
TOTAL	\$70.00

FILED
1992 JUL 17 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the Articles of Incorporation and return a certified copy to me at the above address. If there are any problems, please do not hesitate to call. Your assistance and cooperation is appreciated.

Sincerely,

Laura L. DeLoach
Laura L. DeLoach
Legal Assistant

/lld

Enclosure

Dmc
7/21/92

N49975

ARTICLES OF INCORPORATION
OF
PLAYA BONITA TOWNHOUSE ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I - NAME

The name of this corporation is PLAYA BONITA TOWNHOUSE ASSOCIATION, INC., a corporation not for profit.

ARTICLE II - PURPOSE

No part of the net earnings of this corporation shall inure to the benefit of any individual or member. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

The general nature of the objects and purposes of this corporation shall be to provide for grounds maintenance, including landscaping and sprinkler system, maintenance of parking and paved areas and preservation and architectural control of the owners' parcels, homes and common area, if any, to contract for utility services and to provide, if requested by all members of the Association, all insurance necessary, including but not limited to, fire and extended coverage, liability and windstorm coverage within that certain tract of property described as:

Lots Twenty Five (25) through Forty Four (44), according to the Plat thereof as recorded in Plat Book 8, at Page 79 of the Public Records of Escambia County, Florida.

and to promote the health, safety and welfare of the residents within the above-described property, and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the public records of Escambia County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length:

(b) 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 office and other expenses incident to the conduct of the business of the Association; including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3rds) of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or

transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of members;

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE III - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee simple interest in any lot which is subject by covenants of record to assessment by the Corporation, including contract sellers, shall be a member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from the ownership of any parcel which is subject to assessment by the Corporation. The ownership of such parcel shall be the sole qualification for membership.

ARTICLE IV - VOTING RIGHTS

The Association shall have one class of voting membership which shall be comprised of all Owners, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall

be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE V - BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of three (3) Directors, who need to be members of the Corporation. The Directors shall be elected at the annual meeting of the members in the manner specified in the By-Laws. The number of Directors may be changed by amendment of the By-Laws of the Corporation. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Bart C. Warner	1681 Bulevar Mayor Pensacola Beach, FL 32561-2401
David B. Murdoch	1693 Bulevar Mayor Pensacola Beach, FL 32561-2401
Joyce A. Clark	1707 Bulevar Mayor Pensacola Beach, FL 32561-2403

ARTICLES VI - LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which this Corporation may be subject at any one time shall not exceed \$10,000.00, provided that any additional indebtedness liability or obligations may be authorized at any time by the assent of two-thirds (2/3) of the membership.

ARTICLE VII - MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Corporation may participate in mergers and consolidations with other non-profit corporations organized for

the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the entire membership.

ARTICLE VIII - AUTHORITY TO MORTGAGE

Any mortgage by the Corporation of the Common Area, if any, as defined in the declaration of Covenants, Conditions and Restrictions shall have the assent of two-thirds (2/3) of the entire membership.

ARTICLE IX - DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by less than two-thirds (2/3) of the entire membership. Upon dissolution of the Corporation, the assets, both real and personal, of the Corporation shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Corporation.

ARTICLE X - DURATION

The Corporation shall exist perpetually.

ARTICLE XI - MEETINGS FOR ACTIONS GOVERNED BY ARTICLES VI THROUGH X

In order to take action under Articles VI through X, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than 30 days nor more than 60 days in advance.

of the meeting. The presence of members or of proxies entitled to cast 60% of the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than 60 days following the preceding meeting. In the event the required quorum is not present by person or by proxy at one of such meetings or at any meeting, members not present may give their written assent to the action taken thereat and said persons shall thereupon be counted as present for the purpose of constituting a quorum.

ARTICLE XII - AMENDMENTS

Amendment of these Articles shall require the assent of 75% of the entire membership. The By-Laws may be amended by a majority of quorum of the members at a regular or special meeting.

ARTICLE XIII - SUBSCRIBERS

The name and residence of the subscribers to these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Bart C. Warner	1681 Bulevar Mayor Pensacola Beach, FL 32561-2401

ARTICLE XIV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be 1681 Bulevar Mayor, Pensacola Beach, Florida 32561-2401 and the name of the initial registered agent is Bart C. Warner.

ARTICLE XV - OFFICERS

SECTION 1: - The officers of the Corporation shall be a President, such number of Vice Presidents, a Secretary/Treasurer and such other officers as may be provided in the By-Laws.

SECTION 2: - The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

OFFICE

NAME

President

Bart C. Warner

Vice President

David B. Murdoch

Secretary/Treasurer

Joyce A. Clark

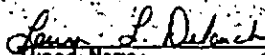
SECTION 3: - The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 7 day of JULY, 1992.


BART C. WARNER

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was sworn to and subscribed to before me this 7th day of July, 1992, by BART C. WARNER who is personally known to me or who has produced FL W/66-663-41-24 as identification and who did take an oath.


Typed Name: LAURA L. DELOACH
Notary Public
My Commission expires: 5/10/93

**CERTIFICATE DESIGNATION PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

FILED

1992 JUL 17 PM 1:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That PLAYA BONITA TOWNHOUSE ASSOCIATION, INC., a Corporation Not For Profit, desiring to organize under the laws of the State of Florida, with its principal office, at 1681 Bulevar Mayor, at the City of Pensacola Beach, County of Escambia, State of Florida, has named Bart C. Warner at 1681 Bulevar Mayor, of Pensacola Beach, County of Escambia, State of Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above named Corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


BART C. WARNER - Resident Agent