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LAW OFFICES OF
JOSEPH D. LORENZ
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Board Certified
Marital and Family Law
Certified Family Mediator
Certified Circuit Mediator

January 4, 1995

Mr. Jim Smith, Secretary of State
Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32399

RE: LEGION COVE OWNERS' ASSOCIATION, INC.
Our File No: 94-1065

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is check number 1683 in the amount of \$122.50 representing the filing fee and check number 1684 in the amount of \$8.75 representing the fee for a Certificate. Please file these Articles and return one copy along with the Certificate to this office. Please call if you have any questions.

Sincerely,

Kimberly A. Schamberger
Kimberly A. Schamberger
Secretary to
JOSEPH D. LORENZ
/kas

Enclosures: as stated

cc: client
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ARTICLES OF INCORPORATION
OF
LEGION COVE OWNERS' ASSOCIATION, INC.

IN COMPLIANCE with the requirement of Chapter 617 of Florida Statutes, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE 1: The name of the corporation is LEGION COVE OWNERS' ASSOCIATION, INC.

ARTICLE 2: The principal office of the Association is located at 505-A Hooper Drive, Ft. Walton Beach, Florida, 32548 and the registered office is located at 505-A Hooper Drive, Ft. Walton Beach, Florida, 32548.

ARTICLE 3: The individual who is hereby appointed as the initial registered agent of this Association is CLAY M. CARNATHAN.

ARTICLE 4: This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the common areas within that certain tract of property (hereinafter call the "property") described as follows:

LEGION COVE A PLANNED UNIT DEVELOPMENT IN UNDIVIDED TOWNSHIP 2 SOUTH, RANGE 22 WEST, CITY OF DESTIN, OKALOOSA COUNTY, FLORIDA ACCORDING TO PLAT BOOK 14, PAGE 86 OF THE OFFICIAL RECORDS OF OKALOOSA COUNTY, FLORIDA.

and to promote the health, safety and welfare of the owners within the property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for the 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

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Restrictions, hereinafter call the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of Circuit Court of Okaloosa 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 as length;

(b) fix, levy, collect and enforce payment by the imposition of liens and the foreclosure thereof and by any other 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) have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 of the Florida Statutes regarding corporations not for profit may now or hereafter have or exercise together with all other powers reasonably necessary to effectuate the purpose of the Association as set out herein.

ARTICLE 5: Every person or entity who is a record fee simple owner of a lot shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot. No member can assign, hypothecate or transfer in any manner, except as an appurtenance to his lot, his interest in the funds and assets of the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the proposed

Declaration, and in the By-Laws which may be hereafter adopted.

ARTICLE 6: The Association shall have two classes of voting membership.

Class A: Class A members shall be all owners with the exception of the Declarant (as defined in the Declaration), who shall become a Class A member when Declarant's Class B membership ceases as provided hereafter, 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 among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B: Class B members shall be Declarant and shall be entitled to four (4) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) 120 days after 80% of the lots have been conveyed to lot purchasers other than Declarant; or
- (b) 3 years following conveyance of the first lot.

References herein to quorum or voting requirements of members or the membership refers to the total number of votes authorized to be cast.

ARTICLE 7: The officers of the Association shall be a president, a secretary, a treasurer and such other officers as may be deemed desirable or necessary by the Board of Directors.

The officers shall be elected by the Board of Directors at the first meeting and at each annual meeting of the Board of Directors as provided by the By-Laws.

ARTICLE 8: The affairs of this Association shall be managed by a board of three directors who need not be members of the Association. The number of directors may be changed by amondmont of the By-Laws of the Association, but shall never be less than three. The names and addresses of the persons who are to act in the capacity of officers and directors until the selection of their successors are:

CLAY M. CARNATHAN
505-A Hooper Drive
Ft. Walton Beach, Florida

PRESIDENT/DIRECTOR

NANCY K. CARNATHAN
505-A Hooper Drive
Ft. Walton Beach, Florida

TREASURER/SECRETARY and
DIRECTOR

MARY A. CATOE
1401 Winged Foot Rd.
Niceville, FL. 32578

DIRECTOR

At the annual meeting the members shall elect directors for a term of one year. Should a vacancy occur prior to that time, the remaining directors may elect a person or persons to fill the vacancy or vacancies for an unexpired term.

ARTICLE 9: The Board of Directors of this Association may provide such By-Laws for the conduct of its business in the carrying out of its purposes as they may deem necessary from time to time.

The By-Laws may be amended, altered or rescinded upon the proposal of a majority of the Board of Directors and approval in person or in writing of a majority of the members of the Association present at a regular or special meeting of the members, notice of which shall state that such proposal is to be voted upon at the meeting.

ARTICLE 10: This Association shall exist perpetually.

ARTICLE 11: The Association may be dissolved with the assent given in writing and signed by not less than 2/3 of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. 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 such similar purposes.

ARTICLE 12: An amendment or amendments to these Articles of Incorporation may be proposed either by a majority of the entire membership or by the Board of Directors of the Association acting upon a vote of the majority of the directors. To become effective, such amendment or amendments must be approved by an instrument signed by 2/3 of the entire membership of the Board of Directors and by an affirmative vote of 2/3 of the entire membership cast in person or by proxy at a specially called meeting for such purpose the notice of which shall describe the amendment or amendments being proposed.

ARTICLE 13: No part of the income of the Association shall inure to the benefit of any individual or member, and the Association shall not carry on propaganda, or otherwise act to influence legislation.

ARTICLE 14: Every director and every officer of the Association shall be indemnified by the Association against all

expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings 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, whether or not he is a director or officer at the time such expenses are incurred except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any such director or officer may be entitled.

ARTICLE 15: Any indebtedness or liability, direct or contingent, not otherwise contemplated by the budget, must be authorized by an affirmative vote of the majority of the Board of Directors.

ARTICLE 16: For those actions which, by the provisions of preceding articles, require a vote of the members, there must be a duly held meeting, except where members may assent by written instrument. Written notice, setting forth the purpose of the meeting shall be given to all members not less than fourteen (14) days nor more than sixty (60) days in advance of the meeting.

The presence of members or of proxies entitled to cast a majority 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.

At the first annual meeting the members shall elect directors for a term of one year. Should a vacancy occur prior to

the end of director's term the remaining directors may elect a person or persons to fill the vacancy or vacancies for an unexpired term.

ARTICLE 17: The names and addresses of the subscribers of these Articles of Incorporation are:

PATRICIAN BUILDERS INCORPORATED
505-A Hooper Drive
Ft. Walton Beach, FL. 32548

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscribing incorporators of this Association, have executed these Articles of Incorporation this the 4th day of January, 1995.

ATTEST:

PATRICIAN BUILDERS INCORPORATED

CLAY M. CARNATHAN
SAME AS PRESIDENT
Its Secretary

By: 

CLAY M. CARNATHAN
Its President and Secretary

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared CLAY M. CARNATHAN and CLAY M. CARNATHAN, to me known to be the President and Secretary respectfully of the above corporation, who executed the foregoing Articles of Incorporation and they acknowledged before me

that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County
aforesaid, this the 4th day of January, 1995.

Kimberly A. Moore

KIMBERLY A. MOORE

NOTARY PUBLIC

MY COMMISSION EXP:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES August 14, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

DESIGNATION OF REGISTERED AGENT

THE UNDERSIGNED accepts the designation of him as registered
agent of Legion Cove Owners' Association, Inc., and agrees to act
as same in accordance with Florida law and states that he is
familiar with the obligations of such designation.

Clay M. Carnathan
CLAY M. CARNATHAN
505-A Hooper Drive
Ft. Walton Beach, FL. 32548

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly
authorized in the State and County aforesaid to take
acknowledgments, personally appeared, CLAY M. CARNATHAN, to me
known to be the person described herein and who executed the
foregoing Designation of Registered Agent before me for purposes
therein described.

Kimberly A. Moore

KIMBERLY A. MOORE

NOTARY PUBLIC

MY COMMISSION EXP:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES August 14, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

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