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April 26, 1995

Department of State  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, Florida 32314

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\$\$\$122.50 \$\$\$122.50

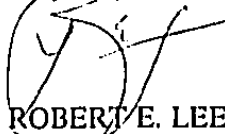
Re: Kimbrough Estates Owners' Association, Inc.

Gentlemen:

I am enclosing the original and one counterpart of the Articles of Incorporation of the above-named corporation and would appreciate it if you would file the same and return to me one certified copy.

Also enclosed is my check in the sum of \$122.50 to cover the filing fee, certified copy cost, and registered agent designation.

Very truly yours,

  
ROBERT E. LEE

REL:mat

Encls.

NANCY HENDRICKS MAY - 2 1995

FILED  
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FBI

ARTICLES OF INCORPORATION  
OF

KIMBROUGH ESTATES OWNERS' ASSOCIATION, INC.

FILED  
95 APR 27  
1995

In compliance with the requirement of Chapter 617 of the 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 I. The name of the corporation is Kimbrough Estates Owners' Association, Inc.

ARTICLE II. The principal office of the association is located at 16 Kimbrough Road, Mary Esther, FL 32569.

ARTICLE III. The individual who is hereby appointed as the initial resident agent of this association is Duane D. Clark.

ARTICLE IV. 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 residence lots and common areas within that real property (hereinafter called the "property") described as follows:

Kimbrough Estates, a subdivision, according to the plat thereof recorded in Plat Book 12, Page 27 of the Public Records of Okaloosa County, Florida.

and to promote the health, safety and welfare of the residents within the properties 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 the Declaration of Covenants, Conditions and Restrictions (herein called "Declaration") which has been recorded in the Public Records of Okaloosa County, Florida, and made applicable to the property, and as the same may be amended from time to time, 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;

(e) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property, provided that any such merger, consolidation or annexation, shall have the assent of two-thirds (2/3) of the members;

(f) maintain, repair, replace, operate and manage the above-described properties;

(g) enter into contracts for management, insurance coverage, maintenance, and to delegate all of the powers and duties of the association except those the delegation of which may be required by the Declaration to have approval of the board of directors or membership of the association;

(h) enforce the provisions of the Declaration, these Articles of Incorporation, the By-laws of the association which may be hereafter adopted, and the rules and regulations governing the use of the properties and the improvements thereon as same may be hereafter established;

(i) exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the association pursuant to the Declaration, and

(j) 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 V.** Every person or entity who is a record fee simple owner of a lot within Kimbrough Estates, a subdivision, 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 Declaration, and in the By-Laws which may be hereafter adopted.

**ARTICLE VI.** Every 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. Each member 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.

**ARTICLE VII.** The officers of the association shall be a president, a vice 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 at the first meeting and at such annual meeting of the board of directors as provided by the By-Laws.

**ARTICLE VIII.** The affairs of this association shall be managed by a board of not less than three nor more than seven directors, who need not be members of the association. The number of directors may be changed by amendment 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 officer directors until the selection of their successors are:

Duane D. Clark  
President

abrough Road  
Mary Esther, Fl 32569

William W. Killingsworth  
Vice President

2 Kimbrough Road  
Mary Esther, Fl 32569

Patricia L. Sheppard  
Secretary/Treasurer

4 Kimbrough Road  
Mary Esther, Fl 32569

At the first 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 IX.** 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 X.** This association shall exist perpetually.

ARTICLE XI. The association may be dissolved with the assent given in writing and signed by not less than 75% 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 purpose.

ARTICLE XII. An amendment or amendments to these Articles of Incorporation may be proposed either by 60% 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 affirmative vote of 75% 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 XIII. 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 XIV. Every director and every other 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 XV. Any indebtedness or liability, direct or contingent, must be authorized by an affirmative vote of members entitled to cast two-thirds (2/3) of the votes of the association at a lawfully held meeting of the membership.

ARTICLE XVI. For those actions which, by the provisions of preceding articles, require a vote of the members, 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 14 days nor more than 60 days in advance of the meeting.

The presence of members or of proxies entitled to cast sixty percent (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 sixty (60) days following the preceding meeting.

At the first 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. In the event that sixty percent (60%) of the members are not present in person or by proxy, the members not present may give their written assent to the action taken thereat.

**ARTICLE XVII. The names and addresses of the subscribers of these Articles of Incorporation are:**

**Duane D. Clark**

**16 Kilmbrough Road  
Mary Esther, FL 32569**

**William W. Killingsworth**

**2 Kimbrough Road  
Mary Esther, FL 32569**

**Patricia L. Sheppard**

**4 Kimbrough Road  
Mary Esther, FL 32569**

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribing incorporators of this association, have executed these Articles of Incorporation this 28<sup>th</sup> day of April, 1995.

Notary Public, State of Florida  
My Commission Expires Nov. 25, 1995  
Bonded thru Troy Fain - Insurance, Inc.

**DUANE D. CLARK**

**WILLIAM W. KILLINGSWORTH**

PATRICIA L. SHEPPARD

STATE OF FLORIDA )

COUNTY OF OKALOOSA )

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of April, 1995, by DUANE D. CLARK, who ( h ) is personally known to me or ( ) has produced \_\_\_\_\_ Identification and who ( ) did or ( X ) did not take an oath.

Joyce M. Malpass  
Notary Public

Type or Print Name: JOYCE M. MALPASS

My Commission Expires:

Notary Public, State of Florida  
My Commission Expires Nov. 25, 1995  
Bonded thru Troy Fain - Insurance Inc.

STATE OF FLORIDA )

COUNTY OF OKALOOSA )

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of April, 1995, by WILLIAM W. KILLINGSWORTH, who ( X ) is personally known to me or ( ) has produced \_\_\_\_\_ Identification and who ( ) did or ( X ) did not take an oath.

Joyce M. Malpass  
Notary Public

Type or Print Name: JOYCE M. MALPASS

My Commission Expires:

Notary Public, State of Florida  
My Commission Expires Nov. 25, 1995  
Bonded thru Troy Fain - Insurance Inc.

STATE OF FLORIDA )

COUNTY OF OKALOOSA )

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of April, 1995, by PATRICIA L. SHEPPARD, who ( X ) is personally known to me or ( ) has produced \_\_\_\_\_ Identification and who ( ) did or ( X ) did not take an oath.

Joyce M. Malpass  
Notary Public

Type or Print Name: JOYCE M. MALPASS

My Commission Expires:

Notary Public, State of Florida  
My Commission Expires Nov. 25, 1995  
Bonded thru Troy Fain - Insurance Inc.

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

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

First, that KIMBROUGH ESTATES OWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, at 16 Kimbrough Road, Mary Esther, Florida 32569, has named DUANE D. CLARK, at such address as its agent to accept service of process within the State of Florida.

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

  
\_\_\_\_\_  
DUANE D. CLARK  
Resident Agent

FILED  
95 APR 27 11 10 AM  
TALLAHASSEE, FLA.