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95 MAY 25 AM 10:42
CORPORATION

Stowell, Anton & Wagner
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201 S Monroe St
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Tally FL (272)-1055
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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*****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- Flamingo Village Homeowners Assoc
(Corporation Name) (Document #)
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- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input checked="" type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

125
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Examiner's Initials

ARTICLES OF INCORPORATION
OF
FLAMINGO VILLAGE
HOMEOWNERS' ASSOCIATION, INC.
(A not-for-profit corporation)

95 MAY 25 11 11 AM '95
TALLAHASSEE FLORIDA

The undersigned hereby execute these Articles of Incorporation for the purpose of forming a corporation not-for-profit under Chapter 617 of the Florida Statutes in existence as of the date of execution of these Articles of Incorporation (the "Florida Not-For-Profit Corporation Act") and certifies as follows:

ARTICLE I

NAME AND ADDRESS

The name of the corporation shall be **FLAMINGO VILLAGE HOMEOWNERS' ASSOCIATION, INC.**, hereinafter referred to as the "Association", with an initial address of 3320 W. Hwy. 30-A, Santa Rosa Beach, Florida 32459, and its duration shall be perpetual.

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to engage as a non-profit organization in protecting the value of the property of Owners within Flamingo Village Subdivision and of the Members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants, Conditions and Restrictions for Flamingo Village (the "Declaration") recorded or to be recorded in the Public Records of Walton County, Florida, including the establishment and enforcement of payment of charges and Assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members, the Owners, and their property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein. Further, the Association shall operate and maintain any stormwater management system and any stormwater discharge facility exempted or permitted by the Florida Department of Environmental Protection or other state agency on the property of the Association, and shall have all powers necessary to establish rules and regulations, assess members, and contract for services for the maintenance and operation thereof.

ARTICLE III

POWERS

The powers of the Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

A. To operate and manage the Common Area in accordance with the purpose and intent contained in the Declaration;

B. To make and collect assessments against Owners to defray the common expenses in accordance with the Declaration;

C. To use the proceeds of assessments in the exercise of its powers and duties;

D. To maintain, repair, replace, and operate the Common Area as more fully described in the Declaration;

E. To reconstruct improvements upon the Common Area after casualty and to further improve it;

F. To make and amend Bylaws for the Association and regulations respecting the use of the Common Area;

G. To pay all taxes and other assessments by any governmental authority which are liens against the Common Area;

H. To provide for management and maintenance and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments and fines, preparation of records, and enforcement of rules and maintenance of the Common Property as more particularly described in the Declaration. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of assessments, the promulgation of rules, and the execution of contracts on behalf of the Association;

I. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV

QUALIFICATION AND ADMISSION OF MEMBERS

The qualifications of Members, the manner of their admission to and termination of membership, and voting by Members shall be as follows:

(a) The record owners (as defined in the Declaration of Covenants, Conditions and Restrictions), of all lots on the plat of Flamingo Village, according to the plat thereof recorded in the Public Records of Walton County, Florida, shall be Members of the Association, and no other persons or entities shall be entitled to membership.

(b) Membership shall be established by the acquisition of fee title to a lot or undivided interest therein, and the membership of any person or entity shall be automatically terminated when such persons or entity is divested of all fee ownership in such lot.

(c) The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the lot owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration of Covenants, Conditions and Restrictions and in the Bylaws.

(d) All matters on which the membership shall be entitled to vote, there shall be one, and only one, vote for each lot in the project, which vote may be exercised or cast by the owner(s) of each lot as they may agree. The Board may establish voting certificate procedure as it deems necessary. Should any member own more than one lot, such member shall be entitled to exercise or cast one vote for each lot.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) directors, as determined by resolution of the Board at least 60 days before any election. Until such time as Developer relinquishes control of the Association, as described in the Declaration, Developer shall have the right to appoint all members of the Board of Directors and to approve the appointment of all officers of the Association and no action of the membership of the Association shall be effective unless, and until, approved by the Developer. Further, until turnover of control by Developers, as aforesaid, no director or officer need be a Member of the Association. After turnover of control of the Association, and so long as Developer owns any property within Flamingo Village Subdivision, Developer shall have the right to appoint one (1) member of the Board of Directors; such director need not be a Member of the Association; however, all other directors and all officers must be Members of the Association. The number of directors constituting the initial Board is four (4) and they shall serve until such time as Developer relinquishes control of the Association or until replaced by Developer. Commencing with the first annual meeting of Members following the date on which Developer relinquishes control of the Association, the directors shall be elected by the Members of the Association at the annual meeting, except that Developer shall have the right to appoint one (1) member of the Board of Directors, as described herein above. The Developer shall be entitled at any time, and from time to time, to remove or replace any director originally appointed by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the directors it is entitled to appoint. The following persons shall constitute the initial Board of Directors:

NAME	ADDRESS
Max Mathews	3320 W. Hwy. 30-A Santa Rosa Beach, Florida 32459
James E. Ray	285 Gulf Shore Drive Santa Rosa Beach, Florida 32459
Mary F. Scott	285 Gulf Shore Drive Santa Rosa Beach, Florida 32459
Karen L. Geren	3320 W. Hwy. 30-A Santa Rosa Beach, Florida 32459

ARTICLE VI

OFFICERS

Officers shall be elected by the Board of Directors at the annual meeting of the directors, as provided in the Bylaws. Until such time as Developer relinquishes control of the Association, as provided in the Declaration, however, Developer shall have the right to approve all of the officers elected. The initial officers shall consist of a President, Vice-President, Secretary, and Treasurer. The following persons shall serve as officers until the first election, or until replaced or removed by Developer whichever shall first occur:

NAME	TITLE
James E. Ray	President
Max Mathews	Vice-President
Mary F. Scott	Secretary
Karon L. Geron	Treasurer

ARTICLE VII

INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

Every director, officer and committee member of the Association shall be defended, and is hereby indemnified by the Association, to the full extent authorized or permitted by law, against all expenses and liability, including attorney's fees, incurred by or imposed upon him in connection with any proceeding to which he is made, or threatened to be made a party, or in which he may become involved (whether civil or criminal or otherwise), by reason of the service of such person in his official capacity as a director, officer or committee member, except in such cases wherein the director, officer or committee member is adjudged guilty of gross negligence or willful misconduct in the performance of his duties; provided, however, that with the exception of any director, officer or committee member appointed by Developer, in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the director, officer or committee seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests 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 committee member may be entitled. The indemnification shall only apply to the extent that officers or directors or committee members follow the procedures set forth in this subsection.

Not later than seven (7) days after receipt by an officer, director or committee member of notice of the commencement of any action, suit or proceeding or any official inquiry, hearing, or investigation that such officer, director or committee member in good faith believes might lead to the institution of any such action, suit or proceeding, the officer, director or committee member shall, if a claim in respect thereof is to be made against the Association under this indemnification, notify in writing the president to the Association of the commencement thereof, which notice shall be received by said person at the Association's address within the aforementioned time frame. With respect to any such action, suit or proceeding as to which the officer, director or committee member notifies the

Association of commencement thereof: (i) the Association will be entitled to participate therein at its own cost and expense; and (ii) the Association jointly with any other indemnifying party will be entitled to assume the defense thereof, with counsel satisfactory to the Association.

After notice from the Association to the officer, director or committee member of its election to assume the defense thereof, the Association will not be liable to such officer, director or committee member for any legal or other expenses subsequently incurred by such officer, director or committee member in connection with the defense thereof. The officer, director or committee member shall have the right to employ its own counsel in such action, suit or proceeding, but the fees of such counsel incurred after notice from the Association of its assumption of the defense thereof shall be at the expense of such officer, director or committee member unless: (i) the employment of counsel by the officer, director or committee member has been authorized by the Association; (ii) the Association shall have concluded that there may be a conflict of interest between the Association and the officer, director or committee member in the conduct of the defense of such action, suit or proceeding; (iii) the Association shall not in fact have employed counsel to assume defense of such action, suit or proceeding after reasonable request and opportunity to do so. The Association shall not be liable to indemnify any officer, director or committee member pursuant to this indemnification for any amounts paid in settlement of any action or claim settled without the Association's written consent. The Association shall not settle any action or claims in any manner which would otherwise impose any penalty on such officer, director or committee member without the officer's, director's or committee member's written consent. Neither the Association nor any officer, director or committee Member will unreasonably withhold their consent to any proposed settlement.

ARTICLE VIII

INCORPORATOR

The names and addresses of the incorporators of the Association are:

Max Mathews
3320 W. Hwy. 30-A
Santa Rosa Beach, Florida 32459

and

James E. Ray
285 Gulf Shore Drive
Santa Rosa Beach, Florida 32459

ARTICLE IX

BYLAWS

The Bylaws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration. The original Bylaws of the Association shall be adopted by a majority vote of the subscribers to these Articles of Incorporation at a meeting at which a majority of the subscribers are present, and, thereafter, the Bylaws may be amended or altered only by affirmative vote of two-thirds (2/3) of the votes entitled to be cast by members of the Association at a duly called meeting.

**ARTICLE X
AMENDMENTS**

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the Florida Not-For-Profit Corporation Act, provided however, that no such amendments shall conflict with the terms of the Declaration, or adversely affect the rights of Developer, without Developer's prior written approval. Any attempt to amend, alter, or rescind contrary to these prohibitions shall be of no force or effect.

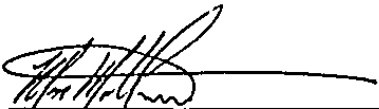
**ARTICLE XI
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the initial registered agent shall be Mary K. Kraemer and the street address of the registered office of the Association shall be 727 Highway 98 East, Destin, Florida, 32540. The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation. The principal place of business shall be 3320 W. Hwy. 30-A Santa Rosa Beach, Florida 32459.


**ARTICLE XII
NON-CONDOMINIUM**

The Association is created pursuant to the Declaration and these Articles of Incorporation and is expressly not intended to be a condominium association and is not created in accordance with Florida Statutes, Chapter 718, in existence as of the date of execution of these Articles of Incorporation.

IN WITNESS WHEREOF, the Incorporators have executed these Articles of Incorporation at Walton County, Florida this 24th day of May, 1995.



Max Mathews



James E. Ray

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing Articles of Incorporation were acknowledged before me by Max Mathews and James E. Ray, who are personally known to me this 24th day of May, 1986.

Mary K. Kraemer

MARY K. KRAEMER

NOTARY PUBLIC
My Commission Expires



(soal)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping said office open for service of process.

Mary K. Kraemer

Mary K. Kraemer

FILED
95 MAY 25 AM 10:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA