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April 9, 1996

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

Re: Edgemonte Homeowners Association  
of Pensacola, Inc.

Gentlemen:

Enclosed please find the following:

- (1) The original and one copy of the Articles of Incorporation for the above non-profit corporation.
- (2) Our check for \$122.50 to cover the filing fee, registered agent fee, and certified copy cost.
- (3) Self-addressed mailing envelope for use in returning the certified copy of the Articles to us.

We would appreciate your filing the enclosed Articles of Incorporation and immediately returning a certified copy to us in the enclosed mailing envelope.

If you should have any questions concerning the enclosures, or if you should require anything further from us, please call.

We thank you for your kind assistance in these matters.

Very truly yours,

*James M. Weber*  
James M. Weber  
For the Firm

JMW:jrf  
Enclosures

4/14/96

FILED  
DIVISION OF STATE  
CORPORATIONS  
APR 11 PM 12:55

ARTICLES OF INCORPORATION  
OF

96 APR 11 PM 12:55

EDGEMONTE HOMEOWNERS ASSOCIATION OF PENSACOLA, INC.

In compliance with the requirements of Florida Statute Section 617, 1995, the undersigned, being of full age, 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 Edgemonte Homeowners Association of Pensacola, Inc., hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 4531 Baybrook Drive, Pensacola, Florida, 32514.

ARTICLE III

Carlton D. Bowers, whose address is 4531 Baybrook Drive, Pensacola, Florida, 32514, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

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 of the subdivision and the Common Areas and architectural control of the residential lots or building sites, including the purchase of necessary insurance for the protection of the Association and the Owners, with said subdivision property being described as follows:

Edgemonte, a residential subdivision of a portion of Section 16, Township 1 South, Range 29 West, City of Pensacola, Escambia County, Florida, according to plat thereof recorded in Plat Book 15, at Page 63 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 any additions thereto as may hereafter be brought within the jurisdiction of this Association 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 Office of the Clerk 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 (2/3) of the entire membership 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 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 (2/3) of the entire membership, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit 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 (2/3) of the entire membership;

(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 V

##### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot or building site which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot or building site which is subject to assessment by the Association.

#### ARTICLE VI

##### VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each lot or building site owned. When more than one person holds an interest in any lot or building site, all such persons shall be members. The vote for such lot or building site shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot or building site.

Class B. The Class B member(s) shall be the Declarant, Scenic Properties of N. W. Fla., Inc., and shall be entitled to three (3) votes for each lot or building site 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) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on December 31, 1998.

## ARTICLE VII

### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than eleven (11) directors, the exact number to be determined by the existing Board of Directors at least thirty (30) days prior to the annual meeting. All Directors shall be members in good standing of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The Directors shall be elected at the annual meeting of the members of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Carlton D. Bowers	4531 Baybrook Drive Pensacola, Florida 32514
John L. Toole	4591 Baybrook Drive Pensacola, Florida 32514
Holly Hope Bowers	4531 Baybrook Drive Pensacola, Florida 32514

## ARTICLE VIII

### OFFICERS

The affairs of the Association shall be administered by the Officers and shall be a President, Vice President, a Secretary, a Treasurer and such other officers as may be provided in the By-Laws. The same person can hold the office of both Secretary and Treasurer. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	Carlton D. Bowers 4531 Baybrook Drive Pensacola, Florida 32514
Vice President	John L. Toole 4591 Baybrook Drive Pensacola, Florida 32514

Secretary/  
Treasurer

Holly Hope Bowers  
4531 Baybrook Drive  
Pensacola, Florida 32514

#### ARTICLE IX

##### MEMBERS' MEETINGS

The annual members' meetings shall be held at the office of the corporation at 7:00 P.M., Central Standard Time, on the first Tuesday in December of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members; provided, if that day is a legal holiday, the meeting shall be held at the same hour on the next day that is not a holiday. Special members' meetings shall be held in accordance with the By-Laws.

#### ARTICLE X

##### AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Section 1. Notice of subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

Section 2. A resolution for the adoption of a proposed amendment may be provided either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may exercise their approval in writing, provided such approval is delivered to the Secretary or prior to the meeting. Except as elsewhere provided:

- (a) Such approvals must be by not less than seventy-five percent (75%) of the entire membership of the Board of Directors and/or by not less than two-thirds (2/3) of the votes of the entire membership of the Association; or
- (b) Until the sale of the first subdivision lot covered by these Articles, only by all the Directors of the Association.

## ARTICLE XI

### BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

## ARTICLE XII

### DURATION

The corporation shall exist perpetually.

## ARTICLE XIII

### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets 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 XIV

### SUBSCRIBERS

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

<u>NAME</u>	<u>RESIDENCE ADDRESS</u>
Carlton D. Bowers	4531 Baybrook Drive Pensacola, Florida 32514

## ARTICLE XV

### FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of

Common Area, dedication of Common Area, dissolution and amendment of the Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation on this 5<sup>th</sup> day of April, 1996.

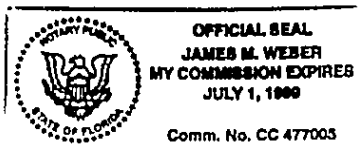
  
Carlton D. Bowers

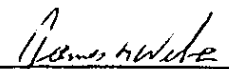
STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before the undersigned subscriber, a Notary Public, personally came and appeared Carlton D. Bowers, known to me to be the individual described in and who executed the foregoing instrument, and who is personally known to me, and acknowledged that he executed the same for the uses and purposes therein set forth. He did not take an oath.

Given under my hand and official seal this 5<sup>th</sup> day of April, 1996.



  
Notary Public, State of Florida  
at Large  
Print Name: James M. Weber  
My Commission Expires: July 1, 1999



CERTIFICATE DESIGNATING REGISTERED OFFICE AND  
REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN  
THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 and Chapter 617.023, Florida Statutes, the following is submitted, in compliance with said Acts:

EDGEMONTE HOMEOWNERS ASSOCIATION OF PENSACOLA, INC.,  
desiring to organize under the laws of the State of Florida, with  
its principal office at 4531 Baybrook Drive, Pensacola, Florida,  
has designated Carlton D. Bowers as its Registered Agent and has  
designated 4531 Baybrook Drive, Pensacola, Florida, as its  
Registered Office, for accepting service of process within the  
State.

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ACKNOWLEDGMENT: (Must be signed by designated Agent)

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

  
\_\_\_\_\_  
Carlton D. Bowers  
Registered Agent

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UNCLASSIFIED  
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