

N96000002186

CHARLES S. ISLER, III, P.A.  
ATTORNEY AND COUNSELOR AT LAW  
434 MAGNOLIA AVENUE  
POST OFFICE DRAWER 430  
PANAMA CITY, FLORIDA 32402

CHARLES S. ISLER, III  
SHER L. ALLAN  
JULIE ANN SOMMATHY

TELEPHONE (904) 769-5511  
FACSIMILE (904) 783-5852

APR 13 1996  
10:51 AM  
COMMUNICATIONS SECTION

April 12, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

500001 785545  
-04/18/96--01054--018  
+++122.50 +++122.50

Attn: New Filings

Re: Greenfield Village Homeowners, Inc.

Dear Sir or Madam:

Enclosed herewith you will find the original and one copy of the Articles of Incorporation, as well as a check in the sum of \$122.50 for your fee. After filing has been completed please forward the certified copy of the Articles to me at the above post office box.

If you have any questions, do not hesitate to contact Mr. Isler or myself.

Sincerely yours,

*Lynda Demme*

Lynda Demme  
Secretary to  
Charles S. Isler, III

SR/sm/Enclosures

*Lynda* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT # of directors  
DATE 4/23  
DOC. EXAM 51

c:\wp51\pending\greenfield\article2.1tr

51  
4/24

ARTICLES OF INCORPORATION OF  
GREENFIELD VILLAGE HOMEOWNERS, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, a resident of the State of Florida who is of full age, does hereby certify:

ARTICLE I  
CORPORATE NAME

The name of the corporation is Greenfield Village Homeowners, Inc.

ARTICLE II  
ADDRESS

The initial mailing address of the Association shall be 431 Oak Avenue, Panama City, Florida 32402. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

ARTICLE III  
REGISTERED AGENT

John N. Laymon whose address is 431 Oak Avenue, Panama City, Florida 32402, is hereby appointed the initial registered agent of this Association.

ARTICLE IV  
PURPOSE AND POWERS OF ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members of thereof and shall make no distributions of income to its members, directors, or officers. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots, common areas and improvements (as defined in the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS, referred to hereinafter as the "Declaration") according to the provisions of the Declaration, within that certain plat to be recorded among the public records of Bay County, Florida, to wit:

a residential planned development subdivision of Bay County, Florida, according to the plat thereof recorded in the Public Records of Bay 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 for this purpose.

The Association shall have the following powers:

RECEIVED  
APR 18 1961  
FBI - TAMPA

a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the By-Laws of the Association.

b) To 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 applicable to the property and recorded or to be recorded in the Public Records of Bay County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth in its entirety.

c) To 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 other expenses incident to the conduct of the business of Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association.

d) To maintain, repair and operate the property of the Association.

e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Lot Owners.

f) To reconstruct improvements after casualty and make further improvements upon the property.

g) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant thereto.

h) To employ personnel to perform the services required for proper operation of the Association.

i) To 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.

j) To borrow money, and with the assent of Sixty-Seven percent (67%) of each class 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.

k) To dedicate, sell or transfer all or any part of the common areas, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be provided in the Declaration. No such dedication or transfer shall be

effective unless an instrument has been signed by sixty-seven percent (67%) or each class of members, agreeing to such dedication, sale or transfer.

1) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common areas, provided that any such merger, consolidation, or annexation shall have the assent of sixty-seven percent (67%) of each class of members unless the annexation involves land the Developer has reserved the right to annex in the Declaration, in which case the Declaration shall control the annexation.

#### **ARTICLE V MEMBERSHIP**

Section 1. Membership Generally: No person except an Owner or a Developer, as such terms are defined in the Declaration, is entitled to membership in the Association; and all Owners and Developers, regardless of whether a Developer is also an Owner, shall be either Class A or Class B members of the Association, as provided in this Article.

Section 2. Class A Membership: Until termination of Class B membership, as provided in Section 3 of this Article, every Owner who holds record title to a residential lot that is subject to assessment under the Declaration, except a Developer, shall be a Class A member of the Association. Each Class A membership shall be appurtenant to the residential lot and shall be transferred automatically by a conveyance of record title to such lot. An owner of more than one lot is entitled to one Class A membership for each residential lot to which said Owner holds record title. If more than one person holds an interest in any residential lot, all such persons shall be members; provided, however, that only one vote shall be cast with respect to any one residential lot. No person other than an Owner may be a Class A member of the Association, and a Class A membership may not be transferred except by a transfer of record title to the residential lot to which it is appurtenant.

Section 3. Class B Membership. The Developer, as defined in the Declaration shall be a Class B member of the Association. The Class B membership shall terminate and be converted to Class A membership upon the happening of either of the following, whichever occurs first:

a) The total votes outstanding in Class A membership equals seventy-five percent (75%) of the total votes outstanding of Class A and Class B membership combined; or

b) January 1, 2000.

Upon termination of Class B membership, all provisions of the Declarations, Articles, or Bylaws referring to Class B membership

shall be without further force or effect.

#### ARTICLE VI VOTING RIGHTS

Section 1. Class A Voting: All Class A members shall be entitled to one (1) vote for each residential lot owned. If more than one (1) person holds record title to a residential lot, there shall be only one vote cast with respect to such lot, exercised as the owners determine among themselves.

Section 2. Class B Voting: The Class B members shall be entitled to one vote for each residential lot owned. In addition, until such time as the Class B membership is converted to Class A membership, the Class B membership shall have a right of veto on all questions coming before the membership for a vote thereon.

#### ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed and governed by a Board of Directors consisting of three (3) Directors who need not be a member of the Association. The Director may be changed by amendment of the Bylaws of the Association.

#### ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer and such other Officers as may be designated from time to time by the Directors. The Officers shall be elected or designated by the Board of Directors at its first meeting following the annual meeting of the members of the Association. The name and address of the Officer who shall serve until the successors are elected or designated by the Board of Directors is as follows:

John N. Laymon	President
431 Oak Avenue	
Panama City, Florida 32402	

#### ARTICLE IX INDEMNIFICATION

Every Director and every Officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or

imposed upon such person in connection with any proceeding or any settlement of any proceeding 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, or by reason of his having served the Association at its request, whether or not he is a Director or Officer or member serving the Association at the time such expenses or liabilities are incurred, except when the Director, Officer or member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest 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 member serving the Association may be entitled.

#### ARTICLE X BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote of a majority of all the members present in person or by proxy.

#### ARTICLE XI DISSOLUTION

The Association may be dissolved upon written assent signed by members holding not less than sixty-seven percent (67%) of the total number of votes of each class of members. 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 nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

#### ARTICLE XII TERM

The term of the Association shall be perpetual.

#### ARTICLE XIII AMENDMENTS

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

Section. 1. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting

at which a proposed amendment is to be considered.

Section 2. Vote: A resolution for the adoption of an amendment may be proposed by either 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 express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions must be adopted by not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

Section 3. Limit on Amendments: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members.

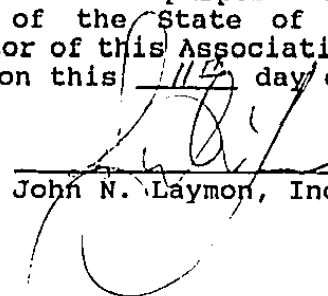
Section 4. Certification: A copy of these Articles shall be certified by the Secretary of State.

#### ARTICLE XIV INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

John N. Laymon  
431 Oak Avenue  
Panama City, Florida 32402

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, as the incorporator of this Association, have executed these Articles of Incorporation this 11<sup>th</sup> day of April, 1996.

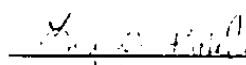
  
\_\_\_\_\_  
John N. Laymon, Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing Articles of Incorporation was acknowledged before me this 11<sup>th</sup> day of April, 1996, by John N. Laymon.

[ ☒ ] Who is personally known by me.  
[ ] Who produced \_\_\_\_\_ as identification.



  
\_\_\_\_\_  
(Print Name)  
Notary Public

My commission expires: 4-4-00

Commission #: CC 545448

(Notary Seal)

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

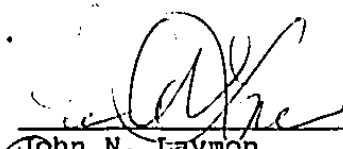
RECEIVED  
CLERK OF DISTRICT COURT  
JAN 10 1986  
STATE OF FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That GREENFIELD VILLAGE HOMEOWNERS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in Articles of Incorporation, Panama City, County of Bay, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
\_\_\_\_\_  
John N. Laymon  
431 Oak Avenue  
Panama City, Florida 32402  
904/785-7174