

N96000004089

ELMWOOD PLANTATIONS HOMEOWNERS ASSOCIATION, INC.
117 PARADISE ISLAND DR.
DEFUNIAK SPGS, FL 32433

July 31, 1996

ATTENTION NEW FILING DIVISION
SECRETARY OF STATE, STATE OF FLORIDA
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314

SEALING 2 21 0 02

TALLAHASSEE FLORIDA

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-08/00/86-01078-006
*****70.00 *****70.00

Dear Sir:

Enclosed please find Articles of Incorporation, for ELMWOOD PLANTATIONS HOA, a non profit corporation and a check for \$70.00 for filing fees.

I have applied for an employers identification number as well.

Any questions, please write me or call my secretary Mary Beasley at (904) 892-2103.

Sincerely,

William D. Permenter

WILLIAM D. PERMENTER

WDP:meb
CC
Encl

Mary Beasley
conf no mem
acc. no. -
PH
16 358

WDP
2/4/96
8/6/96

ARTICLES OF INCORPORATION OF
ELMWOOD PLANTATIONS HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapters 607 and 617, Florida Statutes, the undersigned, for the purposes of forming a corporation not for profit, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the corporation shall be Elmwood Plantations Homeowners Association, Inc. (hereinafter "Association") whose principle address is 117 Paradise Island Dr., DeFuniak Springs, FL 32433

ARTICLE II

Non-Profit Purpose

The Association is formed exclusively for the purposes for which a corporation may be formed under the Not-for-Profit Corporation Law of the State of Florida, and not for any pecuniary profit or financial gain. No part of the assets, income or profit of the Association shall be distributed to its members, directors or officers. The Association shall not engage in any activity prohibited to a not-for-profit corporation under the laws of the State of Florida.

ARTICLE III

General and Specific Purposes and Powers

A. General Purposes. Subject to Article II hereof, the general purposes for which the Association is formed are to operate solely to provide for the acquisition, construction, management, maintenance and care of the real property in and about what is commonly known as Elmwood Plantations, located in Walton County, Florida; (hereinafter referred to Elmwood Plantations) as will qualify it as a tax exemption "residential real estate management association" under Section 528 of the Internal Revenue Code of 1954, as amended, or similar provisions of subsequent Federal tax laws.

B. Specific Purposes. Subject to Part (A) of this Article III, the specific purposes for which the Association is formed include, among other things, the following:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in those certain Declarations of Covenants, Conditions and Restrictions ("Declaration") pertaining to Elmwood Plantations, an unrecorded subdivision in Walton County, Florida, and as the same may be amended, supplemented, or restated from time to time as therein provided (all such Declarations of Covenants, Conditions and Restrictions referred to in this paragraph will hereinafter be referred to jointly as "Declaration").

2. To maintain and repair the road(s) throughout Elmwood Plantations. Such roads have not been accepted by Walton County and will not be maintained by the county until they meet county standards and are officially accepted into the county maintenance system.

3. To encourage the County of Walton and other appropriate governmental entities to provide property maintenance and upkeep of the public roads and public areas adjacent to and about Elmwood Plantations, and if found desirable, to provide such maintenance and upkeep by direct action.

4. To encourage the owners of residential properties in and about the Elmwood Plantations area to maintain their properties in a manner which will reflect favorably upon the entire area and to enforce, to the extent practicable, the aforesaid "Declaration"; and

5. To function as a clearinghouse and catalyst with respect to community betterment ideas, whether originating from individual residents or property owners in the Elmwood Plantations area, or with the Board of Directors of this Association.

C. **Powers.** Subject to Article II hereof, the Association shall have all the powers granted to a not-for-profit corporation under the laws of the State of Florida which are necessary or appropriate to carry out or implement the general and specific purposes set forth above and for which this Association is formed (except any power which would invalidate its status as a "residential real estate management association" under Section 528 of the Internal Revenue Code of 1954, as amended, or similar provisions of subsequent federal tax laws). Specifically, but without limitation, the Association shall have the following powers:

1. All powers and privileges to perform all of the duties and obligations of the Association as set forth in the aforesaid "Declaration", and as the same may be amended or restated from time to time as therein provided;

2. To fix, levy, collect and enforce payment, by any lawful means, all amounts, charges or assessments pursuant to the terms of the aforesaid "Declaration"; to pay all expenses in connection therewith and all reasonable expenses incident to the conduct of the business of the Association, including all licenses, taxes or other governmental charges levied or imposed against any property or assets of the Association;

3. To acquire (by a gift, devise, lease, purchase or otherwise), own, hold, improve, build upon, erect, annex, construct, equip, operate, maintain, manage, sell, transfer, lease or otherwise convey, or to dedicate for public or community use, any real or personal property, or any interest therein, all upon such terms and conditions as the Association may deem necessary or appropriate;

ARTICLE IV

Membership and Voting Rights

Only persons or entities who are an Owner (as defined in the "Declaration") of a Lot (as defined in the "Declaration") shall be a member of the Association.

Membership shall be a appurtenant to and may not be separated from ownership of any Lot. Except as otherwise expressly provided for in the Declaration, each Owner shall be entitled to one (1) vote for each Lot owned. When more than one person holds an ownership interest in any Lot, all such persons shall be members and the one (1) vote for each such Lot shall be exercised as they determine. In no event shall more than one (1) vote be cast with respect to any one (1) Lot.

ARTICLE V

Term

The term for which this Association is to exist shall be perpetual, commencing with the date of filing of the Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE VI

Management of Corporate Affairs

A. Board of Directors. The powers of the Association shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of three (3) directors, who will be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association provided that there shall never be less than three (3) nor more than seven (7) directors. The names and addresses of the initial directors of the Association, and their initial term of office are as follows:

<u>Name</u>	<u>Address</u>	<u>Initial Term of Office</u>
William D. Permenter	236 Sabine Drive Pensacola Bch, FL 32561	From date of incorporation until the fourth annual meeting of property owners association.
Elizabeth A. Permenter	236 Sabine Drive Pensacola Bch, FL 32561	From date of incorporation until the fourth annual meeting of property owners association.
Mary E. Beasley	1302 North First St. DeFuniak Spgs, FL 32433	From date of incorporation until the fourth annual meeting of property owners association.

The first election of directors shall be held at the First Meeting of the property owners, at which time the directors shall be divided into three (3) classes whose terms of office shall expire in consecutive years.

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary/Treasurer, and such other officers as the Bylaws of the Association may authorize the directors to elect

from time to time. Officers shall be elected by a majority of the directors and at the annual meeting of the directors, the following persons shall serve as corporate officers:

<u>Office</u>	<u>Name</u>
President	William D. Permenter
Vice President	Mary E. Beasley
Secretary/Treasurer	Elizabeth A. Permenter

ARTICLE VII

Bylaws

The bylaws of the Association are to be made, and may be amended, altered or rescinded, by the Board of Directors of the Association. Such amendment, alteration, or rescission may only take effect by two-thirds vote of the Association's membership.

ARTICLE VIII

Amendment

Amendment of these Articles of Incorporation shall be proposed by motion of five members of the Association or by resolution of the Board of Directors, and shall be adopted by a vote of two-thirds of the members present at the time of the regular meeting of the members of the Association, or at any special meeting of the members of the Association called for that purpose.

ARTICLE IX

Registered Agent

Until changed, the Registered Agent of the Association upon whom process may be served is William D. Permenter, and the address of the registered office of this corporation is 117 Paradise Island Drive, DeFuniak Springs, FL 32433.

ARTICLE X

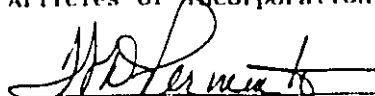
Distribution on Dissolution

Upon the dissolution of the Association the directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational or scientific purposes as shall then qualify it as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United Circuit Court of Walton County, Florida, exclusively for such purposes or to such organization

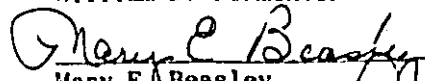
or organizations as such court shall determine, which are organized and operated exclusively for such purpose.

IN WITNESS WHEREOF, for the purpose of forming the Association under the laws of the State of Florida, we, the undersigned, constituting the incorporators of the Association, have executed these Articles of Incorporation on the day indicated.


Dated: July 31, 1996


William D. Permenter

Dated: July 31, 1996


Mary E. Beasley

Dated: July 31, 1996


Elizabeth A. Permenter

STATE OF FLORIDA
COUNTY OF WALTON

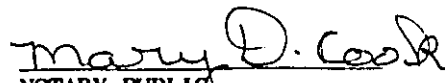
BEFORE ME, the undersigned Notary Public in and for said State and County, personally appeared William D. Permenter, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, the undersigned authority, according to law that he made and subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 31st day of July, 1996.

(SEAL)



MARY D COOK
My Commission CC407144
Expires Sep. 14, 1998
Bonded by HAI
800-422-1555


NOTARY PUBLIC
My Commission Expires:
Commission Number:

STATE OF FLORIDA
COUNTY OF WALTON

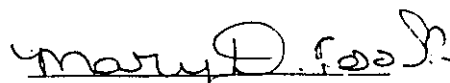
BEFORE ME, the undersigned Notary Public in and for said State and County, personally appeared Mary E. Beasley, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, the undersigned authority, according to law that he made and subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 31st day of July, 1996.

(SEAL)



MARY D COOK
My Commission CC-144
Expires Sep. 14, 1998
Bonded by HAI
800-422-1555


NOTARY PUBLIC
My Commission Expires:
Commission Number:

STATE OF FLORIDA
COUNTY OF WALTON

STATE OF FLORIDA

WALTON COUNTY, FLORIDA

BEFORE ME, the undersigned Notary Public in and for said State and County, personally appeared Elizabeth A. Permenter, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, the undersigned authority, according to law that he made and subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 31st day of July, 1996.

(SEAL)



MARY D. COOK
My Commission CC407144
Expires Sep. 14, 1998
Bonded by HAI
800-422-1555

Mary D. Cook

NOTARY PUBLIC

My Commission Expires:
Commission Number:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, William D. Permenter, hereby accept the appointment as registered agent for Elmwood Plantations Homeowners Association, Inc. as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the 31st day of July, 1996.

William D. Permenter
William D. Permenter