

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0391 FAX

Doc 42-0086



PRESTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 107868 81040A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 3, 1996

ORDER TIME : 9:39 AM

ORDER NO. : 107868

CUSTOMER NO: 81040A

CUSTOMER: Rollin D. Davis, Jr
SHELL FLEMING DAVIS & MENGE

Ninth Floor, Seville Tower
226 Palafox Place
Pensacola, FL 32501

FILED
56 OCT -3 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100001968881
-10/03/96--01033--019
***122.50 ***122.50

DOMESTIC FILING

NAME: HAMILTON CROSSING HOMEOWNERS
ASSOCIATION OF ESCAMBIA
COUNTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

615,611

Dmc 10.3.96
W96-20939
10.10.96
KR

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESUBMIT

Please give original
submission data as file data.

October 3, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: HAMILTON CROSSING HOMEOWNERS ASSOCIATION OF
ESCAMBIA COUNTY, INC.
Ref. Number: W96000020939

We have received your document for HAMILTON CROSSING HOMEOWNERS ASSOCIATION OF ESCAMBIA COUNTY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 796A00045299

DIVISION OF CORPORATIONS

95 OCT -9 PM 1:55

RECEIVED



RECEIVED

96 OCT 10 AM 9:22

FLORIDA DEPARTMENT OF STATE
Sandra B. Morton, Secretary of State
DIVISION OF CORPORATIONS

October 9, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

RESUBMIT

Please give original
submission date as file date.

SUBJECT: HAMILTON CROSSING HOMEOWNERS ASSOCIATION OF
ESCAMBIA COUNTY, INC.
Ref. Number: W96000020939

We have received your document for HAMILTON CROSSING HOMEOWNERS ASSOCIATION OF ESCAMBIA COUNTY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 396A00046059

ARTICLES OF INCORPORATION
OF
HAMILTON CROSSING HOMEOWNERS ASSOCIATION
OF ESCAMBIA COUNTY, INC.
A CORPORATION NOT FOR PROFIT

FILED
96 OCT -3 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, each a "person" within the meaning of Section 617.01401(10), Florida Statutes, with other persons being desirous of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, hereby associate themselves to form that corporation not for profit.

ARTICLE 1. NAME

The name of this corporation is HAMILTON CROSSING HOMEOWNERS ASSOCIATION OF ESCAMBIA COUNTY, INC.

ARTICLE 11. PURPOSE AND POWERS

The association is not organized for pecuniary gain or profit to the members thereof, and it shall be prohibited from any distribution of income to its members, directors, and officers. The specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of that certain tract of property described as:

All common areas in Hamilton Crossing, a subdivision of a portion of Section 20, Township 1 North, Range 30 West, according to the plat of that subdivision recorded in Plat Book 15 at page 16 of the public records of Escambia County, Florida, and all lots owned by the signatories to the Supplemental Amendment to the Declaration of Covenants, Conditions, and Restrictions of said Hamilton Crossing which is to be recorded in the public records of Escambia County, Florida.

and to promote the health, safety and welfare of the residents within the above described property, 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", as amended by the Supplemental Amendment, applicable to the property described above 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 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, as applicable, and in accordance with the approval of the membership as delineated in the BY-Laws of the Association.

(d) Borrow money, and with the assent of two-thirds (2/3rds) of each class of members of the Association, 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, if any, 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 (2/3rds) of each class of membership, as applicable at the time, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit 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 (2/3rds) of the members;

(g) Have and to exercise any and all powers, rights, and privileges which a corporation organized under the Corporation Not for Profit Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE III. MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee simple interest in any lot which is subject to assessment by the Corporation, including contract sellers, shall be a member of the Corporation. 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 the ownership of any parcel which is subject to assessment by the Corporation. The ownership of such parcel shall be the sole qualification for membership.

Kimberly Developers, Inc., a Florida corporation, the original Declarant under the Declaration of Covenants, Conditions, and Restrictions of Hamilton Crossing, that document having been recorded in Official Record Book 3514 at page 602 of the public records of Escambia County, Florida, is a signatory hereto. As stated in the Supplemental Amendment being recorded in the official records of Escambia County, Florida, Kimberly Developers, Inc. has been excused from maintenance assessments until such time as it conveys a lot to a non-builder owner or January 1, 1999, whichever is earlier. Expressly, Kimberly Developers, Inc., shall be exempt from assessments until January 1, 1999, if it retains title to the

lots mentioned below, but also any person or corporation who purchases from Kimberly Developers, Inc. for purpose of construction of a dwelling on the premises not to be occupied by the person or corporation purchasing from Kimberly Developers, also shall be exempt from assessments until that person or corporation (hereafter called builder) has conveyed that lot to a non-builder. Such lot shall become liable for assessments the first day of the first month following conveyance by Kimberly Developers, Inc., or the builder. The lots to be excluded from assessments until the happening of those events are all lots owned now by Kimberly Developers, Inc. and any builder who has acquired title from Kimberly Developers, Inc.

ARTICLE IV. VOTING RIGHTS

There shall be only one class of voting membership, although for convenience Kimberly Developers, Inc. and builders purchasing from Kimberly Developers, Inc. shall be referred to as Class B Members. Class B Members shall have only one vote for each lot owned, so insofar as voting rights there is no distinction between Class A and Class B membership.

Class A and B Members shall be the Owners of lots affected hereby, and 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 determine, but in no event shall more than one vote be cast with respect to any lot. The Class B membership will cease to exist on January 1, 1999, although that term affects only the exemption from maintenance assessments as opposed to voting rights.

ARTICLE V. BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of not less than three (3) or more than nine (9) Directors, all of whom will be members of the Corporation. The Directors shall be elected at the annual meeting of the members in the manner specified in the BY-LAWS of the Corporation. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

NAME

ADDRESS

- | | |
|-------------------------|---|
| (1) Francis A. Montenes | 2014 Hamilton Crossing Drive
Cantonment, Florida 32533 |
| (2) Mark Huffman | 2007 Hamilton Crossing Drive
Cantonment, Florida 32533 |
| (3) Patrick Masterson | 2009 Hamilton Crossing Drive
Cantonment, Florida 32533 |
| (4) Randy Fern | 2020 Hamilton Crossing Drive
Cantonment, Florida 32533 |

(5) Kari Novak

2057 Hamilton Crossing Drive
Cantonment, Florida 32533

ARTICLE VI. LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which this Corporation may be subject at any one time shall not exceed \$1,000.00, provided that any additional indebtedness, liability, or obligations may be authorized at any time by the assent of two-thirds (2/3rds) of the membership.

ARTICLE VII. MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3rds) of the entire membership.

ARTICLE VIII. AUTHORITY TO MORTGAGE

Any Mortgage by the Corporation of the Common Area, as defined in the Declaration of Covenants, Conditions and Restrictions shall have the assent of two-thirds (2/3rds) of the entire membership.

ARTICLE IX. DISSOLUTION

The Corporation may be dissolved with the assent given in writing and by not less than two-thirds (2/3rds.) of the entire membership. Upon dissolution of the Corporation, the assets, both real and personal, of the Corporation shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. 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 purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Corporation.

ARTICLE X. DURATION

The Corporation shall exist perpetually.

ARTICLE XI. MEETINGS

There shall be an annual meeting of the membership to take place in the month of August in each year, beginning in 1997. The Board of Directors also may call special meetings. In any event, no meetings shall be held without written notice, setting forth the purpose of the meeting, which written notice shall be delivered or mailed, postage prepaid, to all members not less than 30 days nor more than

60 days in advance of the meeting. The notice should set forth a meeting agenda unless the business to be carried on at the meeting is substantially set forth in the notice.

The presence of members or of proxies entitled to cast 30% 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 60 days following the preceding meeting. In the event the required quorum is not present by person or by proxy at one of such meetings or at any meeting, members not present may give their written assent to the action taken there at, and said persons shall there upon be counted as present for the purpose of constituting a quorum.

ARTICLE XII. AMENDMENTS

Amendment of these Articles shall require the assent of 75% of the entire membership. The By-Laws may be amended by a majority of a quorum of the members at a regular or special meeting.

ARTICLE XIII. SUBSCRIBERS

The subscribers hereto are acting upon direction of all of those persons or entities who own lots in Hamilton Crossing and have executed, or may subsequently execute or adopt the Supplemental Amendment authorizing imposition of maintenance assessments being recorded simultaneous to the recording of a copy of this document in the public records of Escambia County, Florida. The names and residence of the subscribers hereto are:

Kimberly Developers, Inc., a Florida corporation, whose mailing address is 82 East 9 Mile Road, Pensacola, Florida, 32534, and Frank A. Montenes, whose mailing address is 2014 Hamilton Crossing Drive, Cantonment, Florida, 32533. His signature as a subscriber to this corporation below shall be deemed also a written acceptance of the appointment as a registered agent and his acknowledgment that he is familiar with and accepts the obligations of that position.

ARTICLE XIV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 2014 Hamilton Crossing Drive, Cantonment, Florida 32533, and the name of the initial registered agent at that address is Francis A. Montenes. The principal address shall be the same.

ARTICLE XV. OFFICERS

Section 1. The officers of the Corporation shall be a President, such number of Vice-presidents, a Secretary/Treasurer and such other officers as may be provided by the BY-LAWS of the Corporation.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are as follows:

OFFICE

NAME

President

Francis A. Montones

Vice-President

Mark Huffman

Secretary/Treasurer

Patrick Masterson

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the BY-LAWS of the Corporation.

IN WITNESS WHEREOF, the subscribers have executed this instrument this 7th day of August, 1996.

Kimberly Developers, Inc.
a Florida corporation,

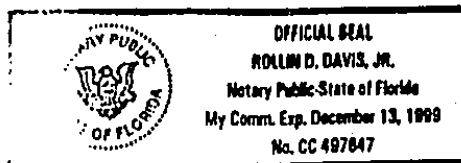
By

Don C. Paedae
Don C. Paedae, President

Francis A. Montones
Francis A. Montones

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 7th day of August, 1996, by Don C. Paedae, as President of Kimberly Developers, Inc. and Francis A. Montones. They are personally known to me.



Rollin D. Davis, Jr.
Notary Public
Print Name: Rollin D. Davis, Jr.
My commission expires 12/13/99

ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT
OF HAMILTON CROSSING HOMEOWNERS ASSOCIATION
OF ESCAMBIA COUNTY, INC.

The undersigned Francis A. Montones, having been named as resident agent and to accept service of process for Hamilton Crossing Homeowners Association of Escambia County, Inc., a Florida corporation not for profit, hereby accepts the appointment as resident agent for the corporation and agrees to act in that capacity. He further states that he is familiar with and accepts the obligations of his position as resident agent and agrees to comply with all of the provisions of the laws of Florida relative to the proper and complete performance of his duties as said resident agent.

DATED October 5, 1996.


Francis A. Montones

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96 OCT -3 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA