

CLARK, PARTINGTON, HART, LARRY, BOND, STACKHOUSE & STONE

ATTORNEYS AT LAW
POST OFFICE BOX 13010
PENSACOLA, FLORIDA
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TELEPHONE (904) 434-0200
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ONE PENSACOLA PLAZA
125 WEST ROMANA STREET, SUITE 100
PENSACOLA, FLORIDA 32501

N9600005436

October 1, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-10/03/96--01042--006
****122.50 ****122.50

Re: Toni Place Homeowners' Association, Inc. -
Articles of Incorporation

Dear Sir/Madam:

I enclose the original and one copy of Articles of Incorporation for the above corporation, together with our check in the amount of \$122.50 for the filing and certified copy fees. Please file the Articles of Incorporation and return a certified copy of same to our office in the self-addressed, stamped envelope provided.

If you have any questions concerning this filing, please contact Lisa Watson of my office. Thank you.

Yours truly,

[Signature]
LAWRENCE C. SCHILL

lw
Encls.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Handwritten signatures and initials]
10/23 R.A. (602)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 8, 1996

LAWRENCE C SCHILL
CLARK PARTINGTON HART LARRY BOND STACKHO
P.O. BOX 13010
PENSACOLA, FL 32591-3010

SUBJECT: TONI PLACE HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: W96000021189

We have received your document for TONI PLACE HOMEOWNERS' ASSOCIATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s)

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 396A00045739

CLARK, PARTINGTON, HART, LARRY, BOND, STACKHOUSE & STONE

ATTORNEYS AT LAW
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ONE PENSACOLA PLAZA
125 WEST ROMANA STREET, SUITE 800
PENSACOLA, FLORIDA 32501

LAWRENCE C. SCHILL

October 17, 1996

Loria Poole
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

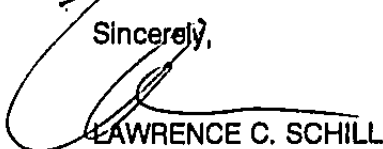
Re: Toni Place Home Owner's Association, Inc
Your Reference No: W96000021189

Dear Ms. Poole:

Enclosed please find an original and one copy of the Articles of Incorporation for Toni Place Homeowner's Association, Inc., and a copy of your letter to me of October 8, 1996. Pursuant to that letter, the designation of the registered office and the registered agent have been added to the Articles at Article XI. The original set of Articles contained Mr. Powell's acceptance of the registered agent designation. That acceptance is found on page 8 below the notary block.

If the Articles are sufficient, please file them pursuant to our earlier letter. If not, please contact me as soon as possible.

Sincerely,



LAWRENCE C. SCHILL

LCS:kf
Enclosures

ARTICLES OF INCORPORATION
OF
TONI PLACE HOMEOWNERS' ASSOCIATION, INC.

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I -- NAME AND PRINCIPAL OFFICE

The name of the corporation shall be TONI PLACE HOMEOWNERS' ASSOCIATION, INC., and for convenience, the corporation shall be referred to in this instrument as the "Association." The address of the principal office of the corporation is 5770 Audubon Drive, Pensacola, Florida 32504.

ARTICLE II -- PURPOSE

1. The purpose of the Association is to own and operate the common areas and enforce the restrictions on the subdivision known as TONI PLACE located in Escambia County, Florida on the real property described on Exhibit "A" attached hereto, which by this reference is made a part hereof.

2. The Association shall make no distribution of income to its members, directors or officers.

ARTICLE III -- POWERS

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

1. The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the Restrictive Covenants and Conditions of Toni Place, and any amendments thereto.

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TALLAHASSEE, FLORIDA

2. The Association shall have the following specific powers so long as they are not in conflict with the Restrictive Covenants and Conditions and the By-laws:

A. To make and collect annual dues or assessments against members as parcel owners to defray the costs, expenses and losses of the complex operated by the Association.

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

C. To maintain, repair, replace and operate the Association's property.

D. To purchase insurance upon the properties owned or controlled by the Association and insurance for the protection of the Association and its members.

E. To reconstruct improvements after casualty and further improvements of the property.

F. To make and amend reasonable regulations respecting the use of the property.

G. To enforce by legal means the provisions of these Articles, the By-Laws, the Restrictive Covenants and Conditions, and the regulations for the use of the property promulgated by the Association.

H. To contract for the management of the Association's properties and to delegate to such contractor and manager all powers and duties of the Association, or any part thereof, except

such as are specifically required by these Articles, or by the By-Laws to have approval of the Board of Directors of the membership of the Association.

I. To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

J. To employ personnel to perform the services required for proper operation of the properties.

K. To acquire title to, to lease, acquire memberships or acquire other possessory or use interest in and to and operate lands and facilities including, but not limited to, streets, parking areas, recreational facilities and other facilities (whether or not contiguous) to the properties operated by the Association intended to provide for the enjoyment, recreation or other use or benefit of the members, or a substantial number of the members of the Association.

3. The Association shall have the power to purchase a lot or lots and to hold, manage, and convey the same so long as the Association pays all assessments and other liabilities attendant to such ownership.

4. All funds and the titles to all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of these Articles of Incorporation, the By-Laws and the Restrictive Covenants and Conditions.

ARTICLE IV -- MEMBERS

1. Members of the Association shall consist of all the record owners of lots.

2. Changes of membership in the Association shall be established by recording in the public records of Escambia County, Florida, a deed or other instrument establishing a record title to a lot and delivery of a certified copy of such instrument to the Association. The owner designated by such instrument shall thus become a member of the Association and the membership of the prior owner shall be terminated.

3. Each lot shall be entitled to one vote to be cast by its owner or the developer. The manner of exercising voting rights shall be determined by the By-Laws.

4. A lot owner does not have authority to act for the Association solely by reason of being a lot owner.

ARTICLE V -- DIRECTORS

1. The affairs of the Association shall be managed by a board consisting of the number of directors fixed by the By-Laws, but not less than three (3) directors. Directors need not be members of the Association. Election of the initial and subsequent directors shall be in accordance with the provisions of these Articles, the Association, and the Restrictive Covenants and Conditions.

2. The directors of the Association shall be elected at the annual meeting of the members in the manner specified in the By-

Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

3. The directors named in these Articles shall serve until the first election of the directors, and any vacancies in the number occurring before the first election shall be filled by the remaining directors.

ARTICLE VI -- OFFICERS

The affairs of the Association shall be administered by a President, one or more Vice Presidents, a Secretary, a Treasurer, and if desired by the Board of Directors, an Executive Secretary, all of whom shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and they 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:

President:	<u>James H. Powell</u>
Vice President:	<u>James H. Powell</u>
Secretary:	<u>James H. Powell</u>
Treasurer:	<u>James H. Powell</u>

ARTICLE VII -- INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him 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, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for 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 or officer may be entitled.

ARTICLE VIII -- BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors of the membership in the manner provided by the By-Laws.

ARTICLE VIII -- AMENDMENTS

1. A resolution for the adoption of a proposed amendment may be proposed 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 to consider the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Approval of a proposed amendment must be by not less than 51% of the votes of the entire membership of the Association or, until the first election of the Board of Directors, only by all the directors of the Association.

2. No amendment shall make any changes in the qualifications for membership nor voting rights for members, without approval in writing by all members and the joinder of all record owners of mortgages upon the properties. No amendment shall be made that is in conflict with the Declaration of Covenants, Conditions and Restrictions.

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

ARTICLE X -- TERM

The term of the Association shall be perpetual.

ARTICLE XI -- INCORPORATOR(S)

The names and address of the Incorporator to these Articles of Incorporation is as follows:

J. H. Powell
5770 Audubon Drive
Pensacola, FL 32504

ARTICLE XI -- REGISTERED OFFICE AND AGENT

The address of the registered office and the name of the registered agent is as follows:

J. H. Powell
5770 Audubon Drive
Pensacola, FL 32504

ARTICLE XII -- DEFINITIONS

All terms herein shall be the same as set forth, defined and used in the Restrictive Covenants and Conditions.

IN WITNESS WHEREOF, the Incorporator has herunto affixed his signature this 25th day of September, 1996.

Signed, sealed and delivered in the presence of:

Jesse W. Rigby
Print Name: Jesse W. Rigby

J. H. Powell
J. H. POWELL

Mary Grace Rosal
Print Name: Mary Grace Rosal

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 25th day of September, 1996, by J. H. Powell () who is personally known to me, or (☒) has produced Florida Driver's License as identification.



MARY GRACE ROSAL
MY COMMISSION # CC407094 EXPIRES
September 14, 1998
BONDED THROUGH TROY FAIR INSURANCE, INC.

(NOTARIAL SEAL)

Mary Grace Rosal
Mary Grace Rosal
(Print/Type Name Below Signature)
NOTARY PUBLIC
State of Florida At Large
Commission Number: CC 407094
My Commission expires: 9/14/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Toni Place Homeowners' Association, Inc.

J. H. Powell
J. H. POWELL