



N96000005592

R.M. WRIGHT & ASSOCIATES
REAL ESTATE AND DEVELOPMENT CO.

October 24, 1996

300001889948--1
-10/30/96--01026--013
****122.50 ****122.50

DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
409 East Gaines St.
Tallahassee, FL 32399

RE: PELICAN PLACE OF DESTIN HOMEOWNER'S ASSOCIATION, INC.

TO WHOM IT MAY CONCERN:

Please find the original and one copy of the ARTICLES OF INCORPORATION for filing the corporation referenced above. Further, I am enclosing my check no. 2074 in the amount of \$125.50 to cover the filing fee of \$70.00 and a certified copy fee of \$52.50. Please forward the certified copy to the address on this letterhead.

Should you have any questions please do not hesitate to call.

Very truly yours,


RODERIC M. WRIGHT

Enclosures:

RMW/bj

FILED
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
OCT 26 PM 1:13 '96

54
10/31



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 2, 1996

SETH E. WRIGHT, ESQ.
503 NORTH 70TH AVE.
PENSACOLA, FL 32506

The name PELICAN PLACE OF DESTIN HOMEOWNERS ASSOCIATION, INC. has been reserved for 120 days beginning July 1, 1996. The reservation number is R96000003217 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 996A00032450

**ARTICLES OF INCORPORATION
FOR
PELICAN PLACE OF DESTIN
HOMEOWNER'S ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

RECEIVED
SECRETARY OF STATE
SEP 13 1991 PM 4:21

The undersigned subscribers associate themselves through these articles to form and incorporate a Corporation not for profit under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the Corporation shall be **Pelican Place of Destin Homeowner's Association, Inc.**, and hereinafter shall be referred to as the "Association".

**ARTICLE II
DURATION OF CORPORATION**

The **Association's** existence shall be perpetual unless or until dissolved according to law, or the provisions of the Declaration of Restrictive Covenants For Pelican Place of Destin, a Planned Unit Development, a copy of which will be recorded in the Official Records of Okaloosa County, Florida.

**ARTICLE III
PURPOSE OF CORPORATION**

The purpose of the **Association** is to provide a legal entity, in accordance with Florida laws, to operate a Planned Unit Development located in Okaloosa County, Florida, known as "Pelican Place of Destin, a Planned Unit Development", hereinafter referred to as "**Pelican Place of Destin**".

**ARTICLE IV
ARTICLES TO BE CONSISTENT WITH DECLARATION**

All terms used in these Articles of Incorporation shall be subject to and shall have the same meaning as designated in the Declaration of Restrictive Covenants For Pelican Place of Destin, a Planned Unit Development, unless these Articles specifically provide otherwise, or unless the context dictates a contrary meaning. For convenience, said "Declaration of Restrictive Covenants For Pelican Place of Destin, a Planned Unit Development" shall be referred to hereinafter as the "Declaration".

ARTICLE V CORPORATE POWERS

The Association, Pelican Place of Destin Homeowner's Association, Inc., shall have all common-law and statutory powers permitted a Corporation Not For Profit under Florida law which do not conflict with these Articles, the Declaration, or the Association Bylaws.

Also, the Association shall have all powers reasonably necessary to carry out its responsibilities for the operation and management of the Planned Unit Development and the Association Bylaws, which shall include, but not be limited to, the following:

1. The right to amend or otherwise change these Articles of Incorporation is hereby reserved by and to the Association.
2. To make and collect assessments against Members as Townhome Owners for the purpose of exercising its powers and carrying out its responsibilities for the operation and management of **Pelican Place of Destin**.
3. To buy, sell, trade, lease, or encumber property, real or personal, and to construct additional improvements to the property of **Pelican Place of Destin**.
4. To maintain, repair, replace, reconstruct after casualty, operate and manage the property of **Pelican Place of Destin**, or any property owned or leased by the Association for use by Members, Townhome Owners, and their guests, or invitees.
5. To acquire and pay for insurance on the property of **Pelican Place of Destin** and insurance for the protection of the Association, Members, and Townhome Owners.
6. To issue personal identification cards, parking decals, visitor passes, and such other permits as the Association shall determine are necessary or reasonable to protect the property from unauthorized entry and use by non-members, and to assure the peaceful enjoyment of the project by the Members, Townhome Owners, and their guests or invitees.
7. In the manner provided in the Association Bylaws, to make and amend reasonable rules and regulations for the use and appearance of all property of **Pelican Place of Destin** for the benefit, health, safety, welfare, and happiness of Members and Townhome Owners.
8. To approve or disapprove the leasing, transfer, mortgaging, ownership or possession of Townhomes in the manner provided for in the Declaration, or the Association Bylaws.

9. To enforce through legal means the Declaration for **Pelican Place of Destin**, the Bylaws of the Association, these Articles, and any rule or regulation as contemplated by said documents, and by Article V of these Articles of Incorporation.
10. To contract for the management of **Pelican Place of Destin** and to delegate to a management entity which may be affiliated with the developer, those powers and duties of which are not specifically required by the Association to be retained by the Board of Directors, and also to contract for the management or operation of portions of the Common Elements of the Project which are susceptible to such management or operation, or to enter into leases for the same.
11. To hire employees to perform the services needed for the proper operation of **Pelican Place of Destin**.

In exercising all Corporate powers, the Association shall be subject to and shall act in accordance with Florida laws, the Declaration, Association Bylaws, and these Articles. The Association shall distribute no part of its income to its members, directors, or officers, and if the Association is dissolved, all assets shall be transferred only to another not for profit corporation or a public agency. All funds and all titles of any properties acquired by the Association and any proceeds therefrom shall be held in trust for the Townhome Owners in accordance with the Declaration, the Association Bylaws, and these Articles.

ARTICLE VI **MEMBERSHIP AND VOTING RIGHTS**

All persons who own a vested, present interest in fee to any Townhome in **Pelican Place of Destin**, which is evidenced by a proper instrument properly recorded in the Official Records of Okaloosa County, Florida, shall be Members of the Association. Said Membership shall include the Members and their successors and assigns upon termination or dissolution of the Association. Members' shares in the funds and assets of the Association may not be assigned, hypothecated, or transferred in any way except as an appurtenance to the Townhome for which the share is held. In all matters on which the Members are entitled to vote, each Member of the Association shall have a vote proportionate to the Member's share in the Common Elements, as provided for in the Declaration, and the Association Bylaws. The manner in which a Member's vote is to be cast or exercised shall be determined by the provisions of such documents.

ARTICLE VII **MANAGEMENT BY THE BOARD OF DIRECTORS**

The business and affairs of the Association shall be managed by a Board of Directors consisting of the number of directors determined by the Association Bylaws, but in any event not less than three (3) Directors. The initial Board of Directors need not be Members of the Association nor reside in the Planned Unit Development.

The Board of Directors, its agents, contractors, or employees, shall exclusively exercise all of the powers of the Association existing under Florida laws, the Declaration, the Association Bylaws, and these Articles, subject only to the approval of the Townhome Owners when such approval is specifically required.

The Directors shall be elected at the Annual Meeting of the Association Members in the manner provided for by the Association Bylaws. Directors may be removed, and vacancies on the board may be filled as provided for in the Association Bylaws. The Members of the first Board of Directors and their replacements shall be appointed by the developer or Declarant. The Members of the first Board of Directors shall serve terms as provided for in the Association Bylaws, and they or their replacements as appointed by the developer or Declarant, shall serve until such time as the Townhome Owners other than the developer or Declarant are permitted to elect Directors, or at an earlier date at the discretion of the developer or Declarant as provided for in the Declaration and Association Bylaws.

The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified or until removed, are as follows:

NAME	ADDRESS
<u>Roderic M. Wright</u>	<u>102 Hwy. 98 East</u> <u>DESTIN, FL. 32541</u>
<u>Seth E. Wright</u>	<u>503 N. 70th St.</u> <u>PENSACOLA, FL. 32506</u>
<u>William A. Welch</u>	<u>2 Eglin Parkway S.E.</u> <u>FORT WALTON BEACH, FL. 32548</u>

ARTICLE VIII **OFFICERS OF THE ASSOCIATION**

The daily business affairs of the Association shall be administered by the officers provided for in the Association Bylaws. At the first meeting of the Board of Directors following the Association's Annual Meeting, the Board shall elect the officers who will thereafter serve at the pleasure of the Board.

The names and addresses of the officers who shall serve until such time as the Board of Directors appoints successors are as follows:

NAME

ADDRESS

RODERIC M. WRIGHT
President:

102 HWY. 98 EAST
DESTIN, FL. 32541

BARBARA J. WRIGHT
Vice-President:

102 HWY. 98 EAST
DESTIN, FL. 32541

BETTE DUKE
Secretary-Treasurer

2 EGLIN PARKWAY S.E.
FORT WALTON BEACH, FL. 32548

ARTICLE IX
INDEMNIFICATION

The Association shall indemnify directors, officers, members, employees, or agents of the Association against all expense and liabilities including attorney's fees, costs, judgements, fines, and settlements reasonably incurred or imposed as a result of any proceeding to which any Director, officer, member, employee, or agent of the Association may have been a party or may have been otherwise involved by reason of his serving or previously having served the Association at its request. However, the Board of Directors must approve indemnification of the person or entity as being in the best interest of the Association, and place in the minutes of the meeting the reasons therefor. Indemnification shall be limited in circumstances where a court of competent jurisdiction decides that the party seeking indemnification was guilty of willful misfeasance or malfeasance in the performance of his or her duties. The right of indemnification shall be in addition to all other legal and equitable rights and shall not be the exclusive right of any person or entity seeking indemnification.

ARTICLE X
ADOPTION AND AMENDMENT OF ASSOCIATION BYLAWS

The first Bylaws of the Association shall be adopted by the first Board of Directors. The Bylaws may be amended, altered, or rescinded in any manner provided for in the Bylaws.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles may be amended as provided for in this Article. Notice of the subject of a proposed amendment must be included in the Notice of Meeting at which the amendment is to be considered. A resolution for the adoption of the amendment may be proposed by either the Board of Directors or any Member of the Association. Any Director or Member of the Association not present in person or by proxy at the meeting may express his approval in writing provided that the approval must be in the possession of the Secretary of the Association at the meeting. Amendments may be approved by a two-thirds majority vote of Members of the Association represented at the meeting at which a quorum is present.

No amendment shall change the qualifications for Membership, voting, property rights of Members, or the Association's obligations under Article V of these Articles to exercise its powers in accordance with Florida laws, the Declaration for Pelican Place of Destin the Association Bylaws, and these Articles, or the Association's obligation under Article V concerning distribution of Association income, dissolution, and the holding of all funds and titles to properties acquired by the Association for the benefit of Townhome Owners, without the appropriate approval by Members and the joinder of the appropriate number of the record owners of mortgages on the Townhomes. No amendment may be made which conflicts with the Declaration for Pelican Place of Destin, or Florida laws. No adopted amendment to these Articles shall be effective until certified by the Secretary of State and recorded in the Official Records of Okaloosa County, Florida.

ARTICLE XII
INCORPORATOR'S NAME AND ADDRESS

The name and business address of the Incorporator signing these Articles of Incorporation for Pelican Place of Destin Homeowners' Association, Inc., is as follows:

NAME

ADDRESS

Roderic M. Wright

102 Hwy. 98 East
DESTIN, FL. 32541

ARTICLE XIII
INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE, AND REGISTERED AGENT

The initial Registered Office of this Corporation AND the Principal Office of this Corporation shall be located at 102 Emerald Coast Parkway - Highway 98 East, Destin, Florida 32541, and the initial Registered Agent of this Corporation at that address shall be Roderic M. Wright.

IN WITNESS WHEREOF, THE UNDERSIGNED Incorporator has made and subscribed these Articles of Incorporation at Ft. Walton, Florida, on the 25th day of July, 1996.

Roderic M. Wright
Incorporator - President

ACKNOWLEDGMENT OF ARTICLES OF INCORPORATION

STATE OF FLORIDA

COUNTY OF Okaloosa

Before me personally appeared Roderic Wright
to me well known to be the person described in and who has executed the foregoing Articles of Incorporation, or who has presented a Florida State Driver's license number, _____
and who has freely and voluntarily acknowledged before me according to law that he has made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at
Ft. Walton, FL, Okaloosa County, Florida, this 25th day of July,
1996.

Bette Duke
SIGNATURE OF NOTARY PUBLIC

Bette Duke
PRINTED NAME OF NOTARY PUBLIC

NOTARY PUBLIC IN AND FOR
SAID COUNTY AND STATE

My Commission Expires: 11/13/98



BETTE DUKE
My Comm Exp. 11/13/98
Bonded By Service Corp
No. CC414465
☒ Personally Known ☐ Other L.R.

**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT
OF
PELICAN PLACE OF DESTIN HOMEOWNERS' ASSOCIATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 29 PM 4:21

Pursuant to the applicable Florida Statutes, **Pelican Place of Destin Homeowners' Association, Inc.**, having filed its Articles of Incorporation contemporaneously herewith, with its Registered Office at 102 Emerald Coast Parkway - Highway 98 East, Destin, Florida 32541, has named Roderic M. Wright located thereat, as its Registered Agent to accept service of process within the State of Florida.

BY: *Roderic M. Wright*
Incorporator

Having been named as Registered Agent to accept service of process for **Pelican Place of Destin Homeowners' Association, Inc.**, at the location designated herein, I accept and agree to act in the capacity of Registered Agent for said Corporation, and agree to comply with the laws of Florida applicable thereto.

BY: *Roderic M. Wright*
Roderic M. Wright, Resident Agent