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Lonnie D. Lorren P.A.  
Attorney at Law

May 21, 1998

Lonnie D. Lorren

Florida Department of State  
Division of Corporation  
Post Office Box 5588  
Tallahassee, Florida 32314

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\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for STERLING POINT HOMEOWNERS ASSOCIATION, INC. Also enclosed is a check in the amount of \$122.50 to cover the filing fees, certified copy, and Registered Agent designation.

Please return the certified copy of the Articles to the undersigned. Thank you in advance for your cooperation in this matter.

Sincerely yours,

*Lisa L. Gonzales*

Lisa L. Gonzales  
Secretary to  
LONNIE D. LORREN

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DIVISION OF STATE  
TALLAHASSEE, FLORIDA

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llg:

Enclosure

324 South Alcaniz St.  
Pensacola, Florida  
32501

Telephone  
(904) 432-8660

Facsimile  
(904) 432-8595

FDSINC.BER

*Lisa L. Gonzales* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Pin add.  
DATE 5-27-98  
DOC. EXAM GB

05/22/98  
4/2/98

ARTICLES OF INCORPORATION  
OF

STERLING POINT 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

The name of the corporation shall be STERLING POINT HOMEOWNERS ASSOCIATION, INC., and for convenience, the corporation shall be referred to in this instrument as the Association.

ARTICLES II

PURPOSE

II.1. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 719, Florida Statutes, for the operation of a home-owners association.

II.2. The Association shall make no distributions 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:

III.1. The Association shall have all of the common law and statutory powers of a Florida corporation not for profit.

III.2. The Association shall have all of the powers and duties reasonably necessary to operate the Association pursuant to these Articles of Incorporation and the Association By-Laws as they may be from time to time amended, including but not limited to the following:

a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the Association.

b. To use the proceeds of assessments in the exercising of its powers and duties.

c. To maintain, repair, replace and operate the Association property.

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d. To purchase insurance upon the Association property and insurance for the protection of the Association and its members as unit owners.

e. To reconstruct improvements after casualty and the further improvement of the property.

f. To make and amend reasonable regulations respecting the use of the property in the Association.

g. To enforce by legal means the provisions of the Articles of Incorporation, the By-Laws of the Association and the rules and regulations for use of the property in the Association.

h. To contract for the management and maintenance of the Association and to authorize the management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted it by these Articles and the Association By-Laws including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

i. To contract for the management or operation of portions of the common elements susceptible to separate management or operation and to lease such options.

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

k. To operate and maintain the stormwater management system and the stormwater discharge facility; to establish rules and regulations with regard to such operation and maintenance; to enter into and execute contract(s) with an independent contractor(s) for such operation and maintenance; and, to provide that, in the event of dissolution of the Association, such operation and maintenance is continued in accordance with then existing statutes.

#### ARTICLE IV

##### MEMBERS

IV.1. The members of the Association shall consist of all of the record owners of units in Sterling Point Sub-division, as it may exist from time to time.

IV.2. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

IV.3. The owner of each unit shall be entitled to one vote as a member of the association. The manner of exercising voting rights shall be determined by the By-Laws of the Association, consistent with Florida law.

## ARTICLE V

### DIRECTORS

V.1. The affairs of the Association will be managed by a board consisting of the number of directors fixed in the By-Laws, but not less than three (3) directors.

V.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 in the By-Laws.

V.3. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified or, until removed, are as follows:

Judith Dickens  
1344 Sterling Point Drive  
Gulf Breeze, Florida 32561

Ralph McGuire  
1446 Sterling Point Drive  
Gulf Breeze, Florida 32561

Candy Morse  
1325 Sterling Point Place  
Gulf Breeze, Florida 32561

Debbie Carter  
1319 Sterling Point Drive  
Gulf Breeze, Florida 32561

Robert T. Anderson  
3744 Sterling Point Road  
Gulf Breeze, Florida 32561

## ARTICLE VI

### OFFICERS

The affairs of the Association shall be administered by a President, one or more Vice Presidents, a Secretary, and a Treasurer. The officers 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 will serve until their successors are designated by the Board of Directors are as follows:

James A. Hooper, IV, President  
1342 Sterling Point Place  
Gulf Breeze, Florida 32561

Robert T. Anderson, Vice President  
3744 Sterling Point Road  
Gulf Breeze, Florida 32561

Al Dupuis, Treasurer  
1338 Sterling Point Place  
Gulf Breeze, Florida 32561

Linda Hunt, Secretary  
1341 Sterling Point Place  
Gulf Breeze, Florida 32561

#### 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 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 interests 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 or the membership in the manner provided by the

By-Laws.

## ARTICLE IX

### AMENDMENTS

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

IX.1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

IX.2. 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, provided such approval is delivered to the Secretary at or prior to the meeting. Except as hereinafter provided, approval of the proposed amendment must be either by:

a. Not less than sixty percent (60%) of the entire membership of the Board of Directors and not less than sixty percent (60%) of all members of the Association; or

b. not less than seventy-five percent (75%) of all of the votes of the entire membership of the Association; or

c. until the first election of the Board of Directors, only by all of the Directors of the Association.

IX.4. No amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members.

IX.5. A copy of each amendment shall be certified by the Secretary of State, State of Florida.

## ARTICLE X

### TERM

The term of the Association shall be perpetual.

## ARTICLE XI

### RESIDENT AGENT

James A. Hooper, IV, whose address is 1342 Sterling Point Place, Gulf Breeze, Florida 32561, is hereby appointed as the initial registered agent of this Association.


The principal address is as stated above.

ARTICLE XIII

SUBSCRIBER

James A. Hooper, IV  
1342 Sterling Point Place  
Gulf Breeze, Florida 32561

IN WITNESS WHEREOF, the subscribers have hereunto affixed  
their signatures this 18<sup>th</sup> day of MAY, 1998.

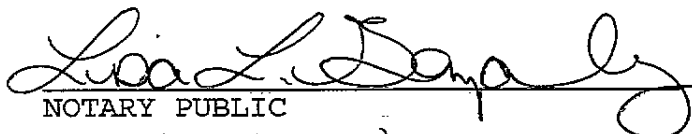
  
JAMES A. HOOPER, IV

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, did appear, \_\_\_\_\_  
JAMES A. HOOPER, IV, who is (personally known to me) or who  
produced \_\_\_\_\_ as identification  
and who executed the foregoing, and acknowledged that he executed  
said instrument for the purposes described therein and did  
take an oath.

Given under my hand and official seal this 18<sup>th</sup> day of  
MAY, 1998.

  
NOTARY PUBLIC  
LISA L. GONZALEZ  
Name of Notary Public  
My Commission Expires \_\_\_\_\_



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
JAMES A. HOOPER, IV

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA