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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 037874 81040A

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 78.75

ORDER DATE : November 19, 1998

ORDER TIME : 12:36 PM

ORDER NO. : 037874-005

300002691733--3

CUSTOMER NO: 81040A

CUSTOMER: Rollin D. Davis, Jr  
SHELL FLEMING DAVIS & MENGE  
SHELL FLEMING DAVIS & MENGE  
Ninth Floor, Seville Tower  
226 Palafox Place  
Pensacola, FL 32501

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DIVISION OF CORPORATION

DOMESTIC FILING

NAME: BAYOU GRANDE LANDING  
HOMEOWNERS ASSOCIATION, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

*8/11/1998*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
BAYOU GRANDE LANDING  
HOMEOWNERS ASSOCIATION, INC.**

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The undersigned incorporator to these Articles of Incorporation hereby files this document to form a non-stock corporation not for profit under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation is BAYOU GRANDE LANDING HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association."

**ARTICLE II. 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 the residential lots within that certain tract of property described as:

Bayou Grande Landing, according to the plat of that subdivision recorded in Plat Book 16 at Page 40 of the public records of Escambia County, Florida.

and to promote the health, safety, and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to (but only as the following may from time to time be permissible for corporations not for profit under the laws of Florida and are permissible under the Declaration mentioned in the following subparagraph):

(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," which Declaration is recorded in Official Record Book 4333 at page 1105 of the public records of Escambia County, Florida, 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 any 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;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members 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 to any public agency, authority, or utility agreeing to hold and maintain the same for such purposes. The Association may grant easements over the common area to private parties, but no such easement shall be effective unless an instrument has been signed by two-thirds (2/3) of the members agreeing to such grants of easement;

(f) participate in mergers and consolidations with 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 (2/3) of members. Provided, however, that no such merger, consolidation, or annexation shall be accomplished for so long as there is a Class B membership without approval of the Department of Housing and Urban Development or Veterans Administration.

(g) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Corporations 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 interest in any lot which is subject by covenants of record to assessment by the Association, including contract vendees, shall be a member of the Association. 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 ownership of any lot which is subject to assessment by the Association.

### **ARTICLE IV. VOTING RIGHTS**

The Association shall have two classes of voting membership:

Class A. Class A member(s) shall be all Owners, with the exception of the Declarant, 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.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) four (4) months after seventy-five percent (75%) of the Lots in the project have been conveyed to Lot purchases; or
- (c) three (3) years after conveyance of the first unit by Declarant.

The members shall be the Lot Owners who have executed the Declaration of Covenants, Conditions, and Restrictions to be recorded simultaneous with a copy of these articles in the public records of Escambia County, Florida, and those Lot Owners in Bayou Grande Landing who may later join in those covenants by an instrument recorded in the public records of Escambia County, Florida. 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 the owners thereof determine, but in no event shall more than one vote be cast with respect to any lot.

#### **ARTICLE V. BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of at least three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association but may not exceed nine (9) nor be less than three (3). Initially the Board shall have 5 directors and shall continue to have five directors until the membership at the initial organizational meeting, at any annual meeting or any special meeting called for that purpose designates a different number of directors. The names and residence addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Shirley M. Higdon  
5701 Bay Forest Drive  
Pensacola, FL 32506

Charles R. Higdon, IV  
104 Cypress Point East  
Pensacola, FL 32514

Andrew T. Herris  
8991 Gerald Road  
Pensacola, FL 32507

At the first annual meeting the members shall elect no less than three (3) directors and at each succeeding annual meeting, or at a special meeting called for the purpose of electing directors, the members shall elect the number of directors which may from time to time be designated by the By-Laws. PROVIDED, HOWEVER, that after cessation of the Class B membership and at the first meeting of the members for election of directors and officers of the Class A members, the Class A members at that meeting shall decide the number of members of the Board of Directors, not to be less than three (3) or to exceed five (5), and that number shall be the number of the Board of

Directors until changed by members at an annual meeting or special meeting called for that purpose.

#### **ARTICLE VI. DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. PROVIDED, HOWEVER, that for so long as there is a Class B membership the corporation shall not be dissolved without the prior written approval of the Department of Housing and Urban Development or Veterans Administration.

#### **ARTICLE VII. DURATION**

The corporation shall exist perpetually.

#### **ARTICLE VIII. AMENDMENTS**

Amendments to these Articles shall require the assent of no less than two-thirds (2/3) of the entire membership. Amendments may be proposed by any member at any annual meeting or special meeting called for that purpose, and adopted by the members in person or by proxy at that or any subsequent meeting by the percentage of members set forth above. The By-Laws of the corporation shall be made, altered, or rescinded, at a regular or special meeting of the members, by a vote of a majority of the members present in person or by proxy. The By-Laws may restrict the number of proxies to be voted by any person. PROVIDED, HOWEVER, that for so long as there is a Class B membership there shall be no amendments without the prior written approval of the Department of Housing and Urban Development or Veterans Administration except for amendments which are taken for the sole purpose of changing these articles to comply with the standards required by the Department of Housing and Urban Development or Veterans Administration.

#### **ARTICLE IX. OFFICERS**

The affairs of the corporation are to be managed by a President, Vice-President, Secretary, and Treasurer. They shall be elected at the first meeting of the Board of Directors following each annual meeting of the members. The President and Vice-President shall be Directors. One person may serve in more than one office. Until the first election of officers, Shirley M. Higdon shall serve as President of the corporation, Andrew T. Herris, as Vice President of the corporation, and Charles R. Higdon, IV as Secretary and as Treasurer of the corporation

**ARTICLE X. INCORPORATOR**


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The incorporator to these Articles of Incorporation is Charles R. Higdon, IV. His residence address is shown in Article XI below.

**ARTICLE XI. INITIAL REGISTERED AGENT AND OFFICE**

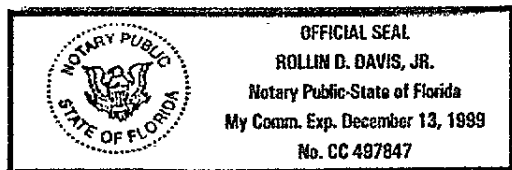
Charles R. Higdon, whose office address is 104 Cypress Point East, Pensacola, Florida, 32514, is hereby appointed as the initial Registered Agent of the corporation, and the principal office of the corporation shall be at that address until another is properly designated pursuant to the then applicable law. The registered office address shall be that address until changed by the Board of Directors and proper notification is furnished the Secretary of State of the State of Florida. By his signature below Charles R. Higdon, IV accepts the designation of registered agent, acknowledges that he is aware of his duties as registered agent, and agrees to act faithfully in that capacity.


IN WITNESS WHEREOF the incorporator has executed this instrument this November 18, 1998.

  
Charles R. Higdon, IV, as incorporator  
and registered agent

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this November 18, 1998, by Charles R. Higdon, IV as incorporator and registered agent. He is personally known to me.



  
NOTARY PUBLIC  
TYPED NAME: Rollin D. Davis, Jr.  
My commission expires: 12/13/99