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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-06/08/99--01011--002
*****87.50 *****87.50

SUBJECT: meadow Lake and Dam Association, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Carlean V. Butler
Name (Printed or typed)
4679 Meadow Lake Drive
Address
Crestview, Florida 32539-6376
City, State & Zip
(850) 689-0265
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 JUN -8 PM 4: 23

FILED

NOTE: Please provide the original and one copy of the articles.

T BROWN JUN 10 1999

ARTICLES OF INCORPORATION
OF
MEADOW LAKE AND DAM ASSOCIATION, INC.

FILED
99 JUN -8 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt the following Articles Of Incorporation:

ARTICLE I
NAME

The name of the corporation is MEADOW LAKE AND DAM ASSOCIATION, INC., hereinafter called "Association."

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is located at 4679 Meadow Lake Drive, Crestview, Florida 32539, and the mailing address of the Association is the same as the office address.

ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION

Section 1. Purpose. This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to obtain ownership of, to restore and provide for maintenance, repair, and preservation of a lake, a dam, and the associated access described as follows:

All land lying within the West 1 / 2 of Southeast 1 / 4 in Section 32, Township 3 North, Range 25 West, except that sold or conveyed in separate parcels and excluding all land which constitutes the right of way of Meadow Lake Drive.

This parcel consists of land lying beneath a body of water known as Meadow Lake when the associated dam is functioning, the land on which the associated dam lies, a strip of land approximately 24 ft wide running from Meadow Lake to Meadow Lake Drive lying between lots 13 C and 13 D of Block C of Meadow Lake Subdivision, 25 Acres more or less; and all associated easements of record.

The boundaries of the above described parcel are established by the individual parcels that surround it, as specifically described in these owner's warranty deeds.

Section 2. Powers. For the benefit of those persons who become members of this Association and who own property within Meadow Lake Subdivision as defined in the "Declaration of Covenants, Easements, Conditions, and Restrictions," hereinafter called the "Declaration," for this purpose to:

(a) Exercise all of the powers and privileges to accomplish the stated purpose of the Association and to perform all of the duties and obligations of the Association as set forth in the Declaration, applicable to the property and recorded or to be recorded in the Office of the Clerk of Circuit Court of Okaloosa County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated as if set forth at length, ,

(b) Adopt By-Laws for the conduct of its business in the carrying out of its purpose as deemed necessary from time to time. The Initial By-Laws are incorporated as if set forth at length. The By-Laws may be amended, altered, or rescinded upon the proposal of a majority of the directors, at a meeting of the directors, but must have the written approval of all nine (9) directors. If not approved by all nine directors, the decision may be referred to the membership for approval by three-fourths (3/4) of the "Voting Memberships" of the Association (as defined by Article IV herein).

(c) 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 administrative 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;

(d) Borrow money, with the assent of three-fourths (3/4) of the voting memberships of the Association, pledge, mortgage, 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 lake and associated property 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 will be effective unless an instrument has been signed by three-fourths (3/4) of the voting memberships of the Association agreeing to such dedication, sale, or transfer;

(f) Maintain and repair, the above described lake, dam, and access including the right to reconstruct any part of the property owned by the Association after casualty and to make further improvements on such property;

(g) Enter into contracts for insurance coverage, maintenance, and to delegate all of the powers and duties of the Association except those the delegation of which may be required by the Declaration to have the approval of the membership of the Association;

(h) Enforce the provisions of the proposed Declaration, these Articles of Incorporation, and the By-Laws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the lake property as the same may be hereafter established;

(i) Exercise, undertake, and accomplish all of the rights, duties, and obligations which may be granted to or imposed upon the Association pursuant to the Declaration and By Laws, and

(j) Have and to exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617 of the Florida Statutes regarding Corporations Not For Profit as it applies to Homeowners' Associations may now or hereafter have or exercise together with all other powers reasonably necessary to effectuate the purpose of the Association as set out herein.

Section 3. Amendment of these Articles. An amendment or amendments to these Articles of Incorporation may be proposed by a majority of the directors. To become effective, such amendment or amendments must be approved by three-fourths (3/4) of the voting memberships of the Association at a specially called meeting for such purposes, the notice of which will describe the amendment or amendments being proposed.

Section 4. Dissolution. The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the voting memberships of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those of which this Association was created. 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 such similar purposes. Any cash assets which are the direct result of the assessments on the members may be refunded to the members, to be distributed in proportion to the member's share of assessments.

Section 5. Non-Profit Status. No part of the income of the Association will inure to the benefit of any individual or member, and the Association will not carry on propaganda or otherwise act to influence legislation.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS AND OFFICERS AND POWERS TO BE EXERCISED

Section 1. Voting Membership. Every person or entity who is a record fee simple owner of a lot within Meadow Lake Subdivision (as defined by the Declaration) may become a member of the Association. All joint owners of a qualifying lot (or lots) may become individual members of the Association. One "Voting Membership" is to be established for each lot within the subdivision and will consist of the owner. In the case of joint ownership, all of the joint owners of that lot will collectively constitute one voting membership.

If an owner (or identical joint owners) holds title to more than one lot qualifying for a voting membership, then these lots may be combined, at the option of the owner, into one voting membership for purposes of assessments and voting. If one or more of these combined multiple lots are later sold or conveyed to a different owner (or joint owners), thereby separating them, then a new voting membership, for voting and assessment purposes, will automatically be created consisting of the new owner (or joint owners). The Declaration will convey with the lot, or lots, if separated into perpetuity.

Membership will be appurtenant to and may not be separated from ownership of any lot or multiple lots. The Declaration will convey with the lot, or lots, into perpetuity. No member can assign, hypothecate or transfer in any manner, except as an appurtenance to this lot or multiple lots, his interest in the funds and assets of the Association. The funds and assets of the Association will belong solely to the Association subject to the limitation that the same be expended, held, or used for the benefit of the membership and for the purpose authorized herein, in the proposed Declaration, and in the By-Laws which may be hereafter adopted.

Voting membership may be expanded to include persons or entities who are record fee simple owners of property outside of the limits of, but in close proximity to, Meadow Lake Subdivision (as defined in the Declaration) upon the proposal of a majority of the directors, at a meeting of the directors, but must have the written approval of all nine (9) directors. If not approved by all nine directors the decision may be referred to the membership by a majority of directors for approval by three-fourths (3/4) of the voting memberships of the Association.

All membership will be established by the signature of all joint owners of a qualifying lot or lots, affixed to an addendum to the Declaration agreeing to join in and consent to the Declaration and to abide by the terms and conditions set forth therein.

Section 2. Voting Rights. A voting membership will be entitled to a vote in proportion to its membership share of assessments as established in the Declaration. If a voting membership is allocated one full membership share, it will have one vote. If a voting membership is allocated one-third (1/3) share, it will have one-third (1/3) vote. When a provision of these Articles, the Declaration, or the By-Laws uses a term describing a percentage or portion of the "voting memberships of the Association" it is to mean a percentage or portion of the "votes" of the voting memberships.

When more than one person holds an interest in any lot or lots qualifying for a voting membership, the vote will be exercised as they among themselves determine, but in no event will more than one vote be cast with respect to any voting membership. Lots applicable to this document are those described in the original developer's lot plan for the Meadow Lake Subdivision and lying within Meadow Lake Subdivision as defined in the Declaration. Under no circumstances will the splitting of an original lot result in an increase of votes.

Except as otherwise provided herein, or as otherwise provided by the Declaration or By-Laws, agreement by a majority of the voting memberships at a membership meeting will control.

Section 3. The Directors. The Association will be governed by a Board of Directors consisting of nine (9) members, with each director representing a separate voting membership. The directors will be elected by the voting memberships at each annual meeting of the members for a term of approximately one (1) year, to extend to the next annual meeting. Should a vacancy occur prior to that time, the remaining directors will elect a person at the next Board Meeting to fill the vacancy or vacancies for any unexpired term. The directors will elect a Chairman from among their ranks.

The directors will govern the Association as authorized and provided for by these Articles, the Declaration, the By-Laws, and in compliance with all provisions of Chapter 617 of the Florida Statutes regulating Florida Not for Profit Corporations that apply to Homeowners' Associations. Board Meetings will be held as required for the conduct of Associations business. Board Meetings will be open to all members and notice must be given except in an emergency. Notice will be posted in a conspicuous place in the community at least 48 hours in advance of the meeting; or mailed (or delivered) 7 days before the meeting. Directors may not vote by proxy or by

secret ballot at board meetings, except that secret ballots may be used in the election of officers. Board Meetings will be conducted to comply with all provisions of Chapter 617 of the Florida Statutes regulating Florida Not for Profit Corporations.

A quorum for a Board Meeting will consist of five directors. Decisions will require a majority vote of directors in attendance unless otherwise specified by these Articles, the Declaration, or the By-Laws. In decisions that require the concurrence of directors that are not present in person, the directors not present may give their written assent to the action taken thereat. The initial directors of the Association will be:

- | | | |
|------------------------|----------------------|---------------------|
| (1) CHRISTINE O. SMITH | 5171 S. Ferdon Blvd. | Crestview, FL 32539 |
| (2) DONALD W. WILLIAMS | 4637 Meadow Lake Dr. | Crestview, FL 32539 |
| (3) ALAN L. GAGE | 4655 Meadow Lake Dr. | Crestview, FL 32539 |
| (4) RUFUS L. EDWARDS | 4666 Meadow Lake Dr. | Crestview, FL 32539 |
| (5) BILLY H. BUTLER | 4679 Meadow Lake Dr. | Crestview, FL 32539 |
| (6) BOBBY J. FREDERICK | 4753 Meadow Lake Dr. | Crestview, FL 32539 |
| (7) LORENZO NEW | 4759 Meadow Lake Dr. | Crestview, FL 32539 |
| (8) RICHARD MOORE | 4777 Meadow Lake Dr. | Crestview, FL 32539 |
| (9) JOE BROOKS | 4757 Meadow Lake Dr. | Crestview, FL 32539 |

Section 4. The Officers. The officers of the Association will be a President, a Vice-President, a Secretary, and a Treasurer. The directors will elect a President, a Vice-President, and a Treasurer from among their ranks and will elect a Secretary either from among their ranks or from among the members at large. The Chairman of the Board of Directors may also be an officer of the Association. The affairs of the Association will be managed by the elected officers as authorized by these Articles, the Declaration, the By-Laws, the Board of Directors, and in compliance with all provisions of Chapter 617 of the Florida Statutes regulating Florida Not for Profit Corporations that apply to Homeowners' Associations.

Section 5. Indemnity. Every officer and director 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 proceedings to which he may be a party or in which he may be involved, by reason of his being or having been an officer or director of the Association, whether or not he is an officer or director at the time such expenses are incurred, except in such cases wherein the officer or director is adjudged guilty of willful misfeasance or misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any such officer or director may be entitled.

Section 6. Notice and Quorum. For those actions which, by the provisions of preceding Articles, required a vote of the members, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting will be given to all members not less than ten (10) days nor more than sixty (60) days in advance of the meeting. The presence of members or of proxies entitled to cast sixty percent (60%) of the votes of the voting memberships of the Association will 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 will be the same as the required quorum of the preceding meeting. In decisions that require the concurrence of voting memberships that are not present in person or by proxy, the voting memberships not present may give their written assent to the action taken thereat.

ARTICLE V
INITIAL REGISTERED AGENT

CARLEAN V. BUTLER, 4679 Meadow Lake Drive, Crestview, Florida 32539 is hereby appointed the initial resident agent of this Association.


ARTICLE VI
INCORPORATORS

The names and addresses of the Incorporators to these Articles of Incorporation are:

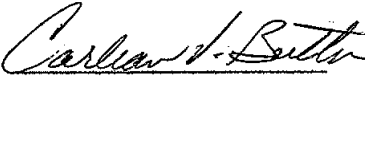
RUFUS L. EDWARDS
4665 Meadow Lake Dr.
Crestview, Florida 32539

 Date: JUNE 5, 1999

BOBBY J. FREDERICK
4733 Meadow Lake Dr.
Crestview, Florida 32539

 Date: June 5, 1999

CARLEAN V. BUTLER
4679 Meadow Lake Dr.
Crestview, Florida 32539

 Date: June 5, 1999

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of

all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Carlean V. Butler
CARLEAN V. BUTLER

Date: June 5, 1999

STATE OF FLORIDA,
COUNTY OF OKALOOSA.

The foregoing Articles of Incorporation for Meadow Lake and Dam Association, Inc. was sworn to and subscribed before me this 5th day of June, 1999, by RUFUS L. EDWARDS, BOBBY J. FREDERICK, and CARLEAN V. BUTLER.



DONNA N. MCGRAW
COMMISSION # CC 544712
EXPIRES APR 02, 2000
BONDED T\$400

Donna N. McGraw
Notary Public

My Commission Expires:
April 2, 2000