

NG9900004437

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

000002942030--4

-07/27/99--01002--001

*****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. The pointe of Long point owner Association
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
99 JUL 26 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

7/24
RECEIVED
99 JUL 26 PM 3:13
TALLAHASSEE FLORIDA

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
THE POINTE AT LONG POINT
OWNERS ASSOCIATION, INC
(A NONPROFIT CORPORATION)**

FILED
99 JUL 26 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME AND ADDRESS**

1.1 Name. The name of this Association is The Pointe at Long Point Owner's Association, Inc. (hereinafter called the "Association").

1.2 Address of Principal Office. The address of the principal office of the Association is 3000 First Coast Highway, Amelia Island Plantation, Amelia Island, Florida 32035-1307.

**ARTICLE II
DEFINITION OF CAPITALIZED TERMS**

2.1 Terms. The capitalized terms herein shall have the same meaning as in the Declaration of Covenants, Conditions, Restrictions and Easements for The Pointe at Long Point at Amelia Island Plantation, which will be recorded in the public records of Nassau County, Florida (the "Declaration"). If there is any conflict between these instruments, then the definitions in the Declaration shall control.

**ARTICLE III
OFFICERS**

3.1 Officers. The affairs of the corporation are to be managed by the President, Vice President, Secretary and Treasurer who shall be elected at the first meeting of members to be held as soon as practicable after the granting of approval of these Articles of Incorporation by the Department of State.

Prepared by and return to:
Marshall E. Wood, Florida Bar No. 0170052
Marshall E. Wood, P.A.
Suite 100, 303 Centre Street
Fernandina Beach, Florida 32034
(904) 277-4666

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT AND INITIAL OFFICERS

4.1 Name and Address. The street address of the initial registered office of this Association is Amelia Island Management, a division of Amelia Island Company, 3000 First Coast Highway, Amelia Island, Florida 32035 and the name of the initial registered agent of this Association at that address is David B. Gregory. The names and addresses of the initial officers of the corporation who are to serve until the first election of officers of the corporation are as follows:

President:	Curt L. Douglas 102 Snowy Egret Road Amelia Island, Florida 32034
Secretary:	Wayne R. Chism 2334 E. State Road 200, #300 Fernandina Beach, Florida 32034
Treasurer:	Lorie L. McCarroll 2334 E. State Road 200, #300 Fernandina Beach, Florida 32034

ARTICLE V
PURPOSES AND POWERS OF THE ASSOCIATION

5.1 General Purposes. The Association is not organized for pecuniary gain or profit and it shall have no capital stock. The Association is formed to promote the general welfare of the residents and owners of Lots located in The Pointe at Long Point at Amelia Island Plantation, a residential community located in Nassau County, Florida and to carry out the duties and responsibilities assigned to the Association pursuant to the Declaration.

5.2 Powers. The Association shall have the following powers:

- (a) The power to perform all of the duties and obligations, and exercise all rights and privileges, of the Association as set forth in the Declaration, including without limitation the power to fix, levy and collect Assessments;
- (b) The power to acquire, own, hold, improve, 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;
- (c) The power to borrow money and mortgage, pledge or otherwise encumber any or all of its real or personal property as security for debts incurred;

(d). The power to dedicate, sell or transfer all or any part of the Common Areas owned by it to any public agency, authority, or utility, subject to the restrictions and limitations of the Declaration;

(e) The power to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes; and

(f) The power to exercise any and all rights and privileges which a corporation organized under Chapter 617, Florida Statutes may now or hereafter exercise.

ARTICLE VI MEMBERSHIP

6.1 Membership. Every person or entity who is a record owner of a fee interest in any Lot shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII CLASSES OF MEMBERSHIP, VOTING RIGHTS

7.1 Classes of Membership; Voting Rights. The Association shall have two (2) classes of voting membership, as provided for in the Declaration, which two types of membership and the voting rights of each shall be as follows:

(a) Class "A" members shall be all those owners of Lots, as such term is defined by the Declaration with the exception of Amelia Island Company until the Class "B" membership termination. Each Type "A" member shall be entitled to one vote for each Lot which he or she owns. When more than one person holds an interest in any lot, all such persons shall be Class "A" 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.

(b) The Class "B" member shall be Amelia Island Company, and it shall be entitled to three votes for each Lot owned. The Class "B" membership shall cease and be converted to Class "A" membership on the first to occur of the following events: (i) Amelia Island Company and its successor developer have conveyed all Lots to a third party purchaser (provided, however, that a transfer of any of the property subject to the Declaration together with a full or partial assignment of Amelia Island Company's developer or Company rights shall not be treated as a transfer under this subsection (i)), (ii) Amelia Island Company terminates the Class "B" membership or (iii) on December 31, 2004.

(c) Until the Class "B" membership terminates, Class "A" members shall have no voting rights except as to matters specifically set forth in the Declaration and except for altering the Articles of Incorporation and Bylaws of the Association which rights are provided for herein.

ARTICLE VIII DIRECTORS

8.1 Number. The affairs of this Association shall be managed by a Board of Directors that shall initially consist of three (3) persons who shall serve until the first election of directors by the Members of the corporation, but thereafter the Board of Directors shall consist of three (3) persons.

8.2 Initial Directors. The name and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Curt L. Douglas	102 Snow Egret Road Amelia Island, Florida 32034
Wayne R. Chism	2334 E. State Road 200, #300 Fernandina Beach, Florida 32034
Lorie L. McCarroll	2334 E. State Road 200, #300 Fernandina Beach, Florida 32034

8.3 Election. Directors shall be elected in the manner set forth in the Bylaws of the corporation.

ARTICLE IX DURATION; DISSOLUTION

9.1 Duration. This Association shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

9.2 Dissolution. The Association may be dissolved upon written assent signed by Members holding not less than sixty-seven percent (67%) of the total number of votes of each class of Members. In the event of dissolution of the Association, other than incident to a merger or consolidation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dedicate the assets of the Association to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed or assigned exclusively to such charitable, scientific or educational organizations which would then exist and qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or if not, to such organization or organizations which the Board of Directors shall determine are then so qualified. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Association is then located.

**ARTICLE X
AMENDMENT**

10.1 Amendment. Amendment to these Articles shall require the affirmative vote of fifty-one (51%) of the votes cast by Class "A" Members and Class "B" Members at a duly held meeting of the Corporation.

**ARTICLE XI
INCORPORATOR**

11.1 Name and Address. The name and street address of the incorporator of this corporation is Wayne R. Chism, 2334 E. State Road 200, #300, Fernandina Beach, Florida 32034.

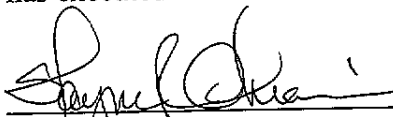
**ARTICLE XII
BYLAWS**

12.1 Bylaws. The initial bylaws of this Association shall be adopted by the Board of Directors. Bylaws may be amended or repealed from time to time by Members of the corporation and only the Members shall have the power to alter or rescind the Bylaws of the Corporation.

**ARTICLE XIII
INDEMNIFICATION**

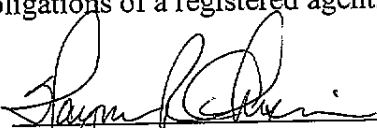
13.1 Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 21st day of June, 1999.


Wayne R. Chism, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.


Wayne Chism, Registered Agent
Date: June 21, 1999

99 JUL 26 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED