

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of AVALON BEACH ESTATES OWNERS ASSOCIATION, INC., a Florida corporation, filed on July 5, 1994, as shown by the records of this office.

The document number of this corporation is N94000003309.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Sixth day of July, 1994



CR2EO22 (2-91)

A handwritten signature in cursive script that reads "Jim Smith".

Jim Smith  
Secretary of State

ARTICLES OF INCORPORATION  
FOR  
AVALON BEACH ESTATES OWNERS ASSOCIATION, INC.,

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is the AVALON BEACH ESTATES OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

The street address of the initial principal office is 106 Benning Drive, Suite 6, Destin, Florida 32541 and the mailing address of the corporation is Post Office Box 1583, Destin, Florida 32540.

ARTICLE II  
REGISTERED AGENT

The initial Registered Agent of the Association and his address are:

KEN HAAS  
4701 Highway 98 East, Suite 1208  
Destin, Florida 32541

ARTICLE III

PURPOSES

The Association does not contemplate pecuniary gain or profit to its members. The Association's specific purposes are to provide for the maintenance and preservation of that certain tract of property (the "Property") described in the Declaration of Covenants, Conditions and Restrictions of Avalon Beach Estates, recorded in the public records of Walton County, Florida (the "Declaration") for the mutual advantage and benefit of the members of this Association, who shall be owners of lots within the Property. To promote the health, safety and welfare of the owners of lots in the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, the Association shall have and exercise the following authority and powers:

- (a) To exercise all of the powers and privileges and to perform all of the duties and

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TALLAHASSEE, FLORIDA

obligations of the Association as set forth in the Declaration, which is hereby incorporated by reference.

(b) To fix, levy, collect and enforce payment by any lawful means all charges and assessments pursuant to the terms of the Declaration. To pay all expenses in connection therewith and other expenses incident to the conduct of the business of the Association, including any licenses, taxes or governmental charges levied or imposed against the Association or the property of the Association.

(c) To acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for the public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(d) To borrow money and, as may be provided in the Declaration, to mortgage, pledge or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.

(e) To dedicate, sell or transfer all or any part of the common properties (as defined in the Declaration) 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 shall be effective unless an instrument has been signed by seventy-five (75%) percent of the members, agreeing to such dedication, sale or transfer and recorded in the Public Records of Walton County, Florida.

(f) To participate in mergers and consolidations with other nonprofit corporations organized for similar purposes or annex additional residential property and common properties, provided that any such merger or consolidation shall have the approvals required by the Declaration.

(g) To act as purchasing agent for goods and services for the Association and for the benefit of the members of the Association only.

(h) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida, by law, may now or hereafter have or exercise.

#### ARTICLE IV

#### MEMBERSHIP

Every person or entity who is a record owner of a lot within the Property 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.

#### ARTICLE V

#### VOTING RIGHTS

The Association shall have two classes of voting membership, as described in the Declaration.

#### ARTICLE VI

#### BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, who shall be members of the Association; provided, however, that until Class B membership has ceased and been converted to Class A membership in accordance with the provisions of the Declaration, the Directors need not be members of this Association. The number of Directors of the Association shall be not less than three or more than nine. The names and addresses of the persons who are to act in the initial capacity of Directors until the selection and qualifications of their successors are:

<u>Name</u>	<u>Address</u>
KEN HAAS	4701 Hwy 98 East, Suite 1208, Destin, Fl 32541
DAVE WILLIAMS	4120 Indian Trail, Destin, Florida 32541
TIMM SHORES	217 Calhoun Avenue, Destin, Florida 32541

Directors shall serve for a term of one year, and shall hold office until qualified successors are duly elected at the next annual meeting of members and have taken office. Directors may be re-elected for successive terms.

Any vacancy on the Board shall be filled for the unexpired term of the vacated office by the remaining directors.

While Class B membership is in existence, the Board shall be appointed and/or elected in

accordance with the applicable provisions of the Declaration and the Bylaws of this Association.

## ARTICLE VII

### TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with Secretary of State of the State of Florida.

## ARTICLE VIII

### DISSOLUTION

The Association may be dissolved with the assent in writing of not less than seventy-five (75%) percent of each class of membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of this Association may be transferred to the Owners of the Lots, or may be dedicated to any nonprofit corporation, association, trust or other organization to be devoted to purposes similar to those for which the Association was created, or to an appropriate public agency to be used for purposes similar to those for which this Association was created or for the general welfare of the residents of the county in which the Property is located.

## ARTICLE IX

### OFFICERS

Subject to the direction of the Board, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board. The names and addresses of the officers who shall serve until the first annual meeting of the Board are as follows:

<u>Office</u>	<u>Name and Address</u>
<b>PRESIDENT</b>	<b>DAVE WILLIAMS, 4120 Indian Trall, Destin, Fl 32541</b>
<b>VICE PRESIDENT</b>	<b>TIMM SHORES, 217 Calhoun Avenue, Destin, Fl 32541</b>
<b>SECRETARY/TREASURER</b>	<b>KEN HAAS, 4701 Hwy. 98 East, Suite 1208, Destin, Fl 32541</b>

## ARTICLE X

### BYLAWS

The Bylaws of this Association shall be adopted by the first Board. The Bylaws may be altered, amended, modified or repealed by a majority of the Directors at any duly called meeting of the members of this Association in a manner provided for in the Bylaws.

## ARTICLE XI

### AMENDMENTS

This Association reserves the right to amend or repeal any of the provisions contained in these Articles or any amendments hereto with the assent of seventy-five (75%) percent of the entire voting membership. No amendment shall conflict with the Declaration.

## ARTICLE XII

### SUPREMACY

These Articles and the Bylaws are subject to the Declaration and in the event of a conflict, the Declaration shall govern. In the event of a conflict between the Articles and Bylaws, the Articles shall govern.

## ARTICLE XIII

### INDEMNIFICATION

This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or to his legal representatives may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee or agent may

be entitled as a matter of law or which he may be lawfully granted.

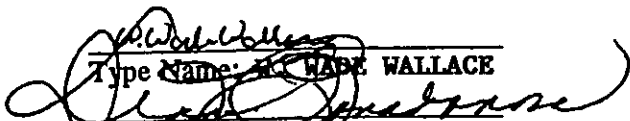
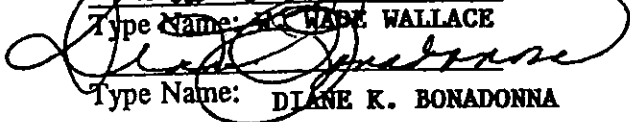
ARTICLE XIV  
INCORPORATION

The names and addresses of the incorporator of the corporation is/are:

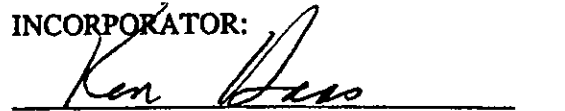
KEN HAAS  
4701 Highway 98 East, Suite 1208  
Destin, Florida 32541

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State Florida, the undersigned, being the incorporators of this Association, have executed these Articles of Incorporation this 8 day of June, 1994.

WITNESSES:

  
Type Name: McC WADE WALLACE  
  
Type Name: DIANE K. BONADONNA

INCORPORATOR:

  
Name: KEN HAAS  
Address: 4701 Highway 98 East, Suite 1208  
Destin, Florida 32541

STATE OF FLORIDA  
COUNTY OF Walton

The foregoing instrument was acknowledged before me this 8th day of June, 1994, by KEN HAAS, as the Incorporator of Avalon Beach Estates Owners Association, who:

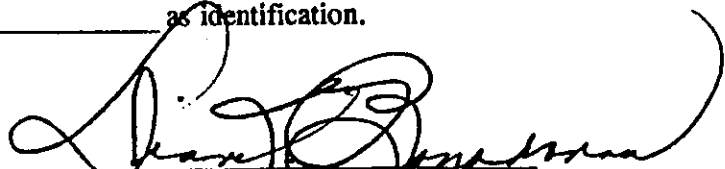
(CHECK ONE OF THE FOLLOWING)

- Is/Are personally known to me
- Produced a current Florida Driver License as identification.
- Produced \_\_\_\_\_ as identification.

Affix Seal:



DIANE K. BONADONNA  
MY COMMISSION # CC 235034 EXPIRES  
October 12, 1996  
BONDED THRU TROY FAIR INSURANCE, INC

  
Type Name: DIANE K. BONADONNA  
NOTARY PUBLIC  
My Commission Expires: 10/12/96

REGISTERED AGENT CERTIFICATE

AVALON BEACH ESTATES OWNERS ASSOCIATION, INC., a non-profit corporation duly organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in Walton County, Florida, has named KEN HAAS, of ~~607 Highway 98 East~~, Destin, Florida 32541, as its agent to accept service within this State. *KH*

DATED this the 26 day of May, 1994.

AVALON BEACH ESTATES OWNERS ASSOCIATION, INC.  
a Florida non-profit corporation,

By: *Dave Williams*  
DAVE WILLIAMS  
Its: PRESIDENT  
420 Indian Trail, Destin, Florida 32541

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TALLAHASSEE, FLORIDA

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.

*Ken Haas*  
KEN HAAS  
~~607 Highway 98 East~~ *KH* 4701 HIGHWAY 98 EAST, SUITE 1208  
Destin, Florida 32541

DATED this the 25<sup>th</sup> day of May, 1994.