



Department of State

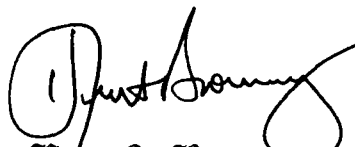
I certify the attached is a true and correct copy of the Articles of Incorporation of  
MARCUS POINTE HOMEOWNERS ASSOCIATION, INC., a corporation  
organized under the laws of the State of Florida, filed on October 22, 1990,  
effective October 18, 1990, as shown by the records of this office.

The document number of this corporation is N40492.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Eleventh day of April, 2011



CR2EO22 (01-07)

  
Kurt S. Browning  
Secretary of State

(10/16/90)

N40492

FILED

OCT 22 1990

**ARTICLES OF INCORPORATION OF  
MARCUS POINTE HOMEOWNERS ASSOCIATION, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapters 607 and 617, Florida Statutes, the undersigned, for the purposes of forming a corporation not for profit, do hereby adopt the following Articles of Incorporation for such corporation.

EFFECTIVE DATE

OCT 18 1990

**Article I - Name**

The name of the corporation shall be Marcus Pointe Homeowners Association, Inc. (hereinafter "Association").

**Article II - Non-Profit Purpose**

The Association is formed exclusively for purposes for which a corporation may be formed under the Not-for-Profit Corporation Law of the State of Florida, and not for any pecuniary profit or financial gain. No part of the assets, income or profits of the Association shall be distributed to its members, directors or officers. The Association shall not engage in any activity prohibited to a not-for-profit corporation under the laws of the State of Florida.

**Article III - General and Specific Purposes and Powers**

A. **General Purposes.** Subject to Article II hereof, the general purposes for which the Association is formed are to operate solely to provide for the acquisition, construction, annexation, management, maintenance and care of that certain real property located in Section 39, Township 1 South, Range 30 West, and Section 44, Township 1 South, Range 30 West presently owned by Marcus Creek Partnership, a Florida General Partnership, which property is known as Marcus Pointe Subdivision, a subdivision recorded in Plat Book 14, Pages 48 and 48A of the Public Records of Escambia County, as well as any additions thereto or phases thereof (hereinafter the "Subdivisions") as will qualify it as a tax exempt "residential real estate management association" under Section 528 of the Internal Revenue Code of 1986, as amended, or similar provisions of subsequent federal tax laws.

B. **Specific Purposes.** Subject to part (A) of this Article III, the specific purposes for which the Association is formed include, among other things, the following:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association

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as set forth in the Declaration of Covenants, Conditions and Restrictions of Marcus Pointe Subdivision which are recorded at Book 2917, Page 683 of the Public Records of Escambia County, Florida; or any other Declaration which may hereafter be recorded in the Public Records of Escambia County, Florida, and which Declaration refers to the "Marcus Pointe Homeowners Association, Inc." (hereafter the "Declarations"), and as the same may be amended, supplemented or restated from time to time as therein provided;

2. To encourage the County of Escambia and other appropriate governmental entities to provide property maintenance and upkeep of the public roads and public areas adjacent to and about the Subdivisions, and if found desirable, to provide such maintenance and upkeep by direct action;

3. To encourage the owners of residential properties in and about the Subdivision areas to maintain their properties in a manner which will reflect favorably upon the entire area and to enforce, to the extent practicable, the "Declarations;" and

4. To function as a clearinghouse and catalyst with respect to community betterment ideas, whether originating from individual residents or property owners in and about the Subdivision areas, or with the Board of Directors of this Association.

C. Powers. Subject to Article II hereof, the Association shall have all the powers granted to a not-for-profit corporation under the laws of the State of Florida which are necessary or appropriate to carry out or implement the general and specific purposes set forth above and for which this Association is formed (except any power which would invalidate its status as a "residential real estate management association" under Section 528 of the Internal Revenue Code of 1986, as amended, or similar provisions of subsequent federal tax laws). Specifically, but without limitation, the Association shall have the following powers:

1. All powers and privileges to perform all of the duties and obligations of the Association as set forth in the Declarations, and as the same may be amended or restated from time to time as therein provided;

2. To fix, levy, collect and enforce payment, by any lawful means, all amounts, charges or assessments pursuant to the terms of the Declarations; to pay all expenses in connection therewith and all reasonable expenses incident to the conduct of

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the business of the Association, including all licenses, taxes or other governmental charges levied or imposed against any property or assets of the Association;

3. To acquire (by a gift, devise, lease, purchase or otherwise), own, hold, improve, build upon, erect, annex, construct, equip, operate, maintain, manage, sell, transfer, lease or otherwise convey, or to dedicate for public or community use, any real or personal property, or any interest therein, all upon such terms and conditions as the Association may deem necessary or appropriate;

4. To borrow money and to issue bonds, notes, debentures and evidences of indebtedness, and to secure the same by mortgage, pledge, deed of trust, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

5. To participate in mergers or consolidations with other not-for-profit corporations organized for same or similar purposes, provided that any such merger or consolidation shall have the written consent of two-thirds of the Association's members, and to annex additional residential real property as provided for in the Declarations.

**Articles IV - Membership and Voting Rights**

A. The Association shall consist of all Owners (as defined in the Declarations) of Lots (as defined in the Declarations) in the Subdivisions whose Declarations refer to Marcus Pointe Homeowners Association, Inc. Every Owner of a Lot in the Subdivisions whose Declaration refers to the Marcus Pointe Homeowners Association, Inc., shall be a member of the Association. Membership shall be appurtenant to and may not be separated from the ownership of any Lot.

B. The Association shall have two classes of voting memberships.

**Class A** Class A shall be the Owners (with the exception of Developer) of all Lots (including any subsequently annexed Lots). Class A Owners shall not be entitled to vote until the first to occur of: (1) that date when Developer no longer owns any Lots (including any subsequently annexed Lots); or (2) the date five (5) years after this Declaration is recorded. At that time (or such earlier date

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as Developer, in its sole discretion, shall irrevocably determine as evidenced by an instrument recorded in the public records of Escambia County, Florida), each Lot shall be entitled to one vote. When more than one person holds an interest in a Lot, all such persons shall be members. The vote for such Lot shall be exercised as determined by the Owners thereof, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The only Class B member shall be Developer, which shall be entitled to three (3) votes for each Lot owned (including Lots annexed from time to time). The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership; provided, however, that if, after conversion of the Class B membership to Class A membership, there are additional Lots annexed with the result that the total votes outstanding in the Class A membership would not equal or exceed the total votes outstanding in the Class B membership if there were then a Class B membership, the Class B membership shall thereupon be reinstated until the then total votes outstanding in the Class A membership again equals or exceeds the then total votes outstanding in the Class B membership.

#### Article V - Term

The term for which this Association is to exist shall be perpetual, commencing upon the date of subscription and acknowledgment of these Articles of Incorporation.

#### Article VI - Management of Corporate Affairs

A. Board of Directors. The powers of the Association shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of four (4) directors, who need not be members of the Association. The number of directors may be changed by amendment of the bylaws of the Association provided that there shall never be less than three,

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nor more than nine (9), directors. The names and addresses of the initial directors of the Association, and their initial term of office are as follows:

<u>Name</u>	<u>Address</u>	<u>Term of Office</u>
Neal Nash	4101 Mobile Hwy. Pensacola, FL	3 years
David H. Head	P. O. Drawer 230 Point Clear, AL 36564	3 years
John S. Carr	125 S. Alcaniz Pensacola, FL 32501	2 years
Joe Thames	Marcus Pointe Golf Club Pensacola, FL	1 year

The directors shall be divided into three classes as indicated by initial term of office set out above and whose terms of office shall expire in consecutive years. The first election of directors shall be held at the second annual meeting of members at which time the members shall elect (or re-elect) those directors whose initial term of office is specified above as being one year, with the then elected (or re-elected) directors to have a term for three years. Thereafter, the next class of directors shall be elected by the members at each subsequent annual meeting of the members for three year terms.

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the bylaws of the Association may authorize the directors to elect from time to time. Officers shall be elected by a majority of the directors and at the annual meeting of the directors. Until the first annual meeting of the directors, the following persons shall serve as corporate officers:

<u>Office</u>	<u>Name</u>
President	Neal Nash
Vice President	David Head
Secretary/Treasurer	Joe Thames

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**Article VII - Bylaws**

The bylaws of the Association are to be made, and may be amended, altered or rescinded, by the Board of Directors of the Association.

**Article VIII - Amendment**

Amendment of these Articles of Incorporation shall be proposed by motion of twenty members of the Association or by resolution of the Board of Directors, and shall be adopted by a vote of two-thirds of the members present at any regular meeting of the members of the Association, or at any special meeting of the members of the Association called for that purpose, or by unanimous vote of the Board of Directors of the Association.

**Article IX - Registered Agent**

Until changed, the Registered Agent of the Association upon whom process may be served is Vince J. Whibbs, Jr., and the address of the registered office of this corporation is 30 South Spring Street, Post Office Drawer 1271, Pensacola, Florida 32596.

**Article X - Distribution of Dissolution**

Upon the dissolution of the Association (other than incident to merger or consolidation) the directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational or scientific purposes as shall then qualify it as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the directors may determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Escambia County, Florida, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, for the purpose of forming the Association under the laws of the State of Florida, we, the undersigned, constituting the incorporators of the Association, have executed these Articles of Incorporation on the day indicated.

(10/16/90)

DATED: October 18<sup>th</sup>, 1990

Neal Nash  
NEAL NASH, Incorporator

DATED: October 18<sup>th</sup>, 1990

David H. Head  
DAVID H. HEAD, Incorporator

DATED: October 18<sup>th</sup>, 1990

John S. Carr  
JOHN S. CARR, Incorporator

DATED: October 18<sup>th</sup>, 1990

Joe Trames  
JOE TRAMES, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned Notary Public in and for said state and county, personally appeared NEAL NASH, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, the undersigned authority, according to law that he made and subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the county and state aforesaid this 18<sup>th</sup> day of October, 1990.

(NOTARY SEAL)

Wm. P. Hubert  
Notary Public, State of Florida

My Commission Expires: 4/23/93



(10/16/90)

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned Notary Public in and for said state and county, personally appeared DAVID H. HEAD, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, the undersigned authority, according to law that he made and subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the county and state aforesaid this 16<sup>th</sup> day of October, 1990.



Notary Public, State of Florida

My Commission Expires: 4/23/93

(NOTARY SEAL)

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned Notary Public in and for said state and county, personally appeared JOHN S. CARR, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, the undersigned authority, according to law that he made and subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the county and state aforesaid this 18<sup>th</sup> day of October, 1990.



Notary Public, State of Florida

My Commission Expires: 4/23/93

(NOTARY SEAL)

(10/16/90)

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned Notary Public in and for said state and county, personally appeared JOE THAMES, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, the undersigned authority, according to law that he made and subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the county and state aforesaid this 19<sup>th</sup> day of October, 1990.

*Rebecca C. Duce*  
Notary Public, State of Florida

My Commission Expires: 9-28-92

(NOTARY SEAL)

(10/16/90)

FILED

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, VINCE J. WHIBBS, JR., hereby accept the appointment as Registered Agent for MARCUS POINTE HOMEOWNERS ASSOCIATION, INC., as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 19<sup>th</sup> day of October, 1990.

  
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VINCE J. WHIBBS, JR.

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