



St. George

PLANTATION

ARTICLES

OF

INCORPORATION

ARTICLES OF INCORPORATION
AMENDED AND RESTATED
ST. GEORGE PLANTATION OWNERS' ASSOCIATION, INC

Updated 8/23/11

**SUBSTANTIAL RE-WORDING OF ARTICLES OF INCORPORATION. SEE
CURRENT ARTICLES OF INCORPORATION, AS AMENDED, FOR CURRENT TEXT.**



ARTICLE I
NAME

The name of the Corporation shall be ST. GEORGE PLANTATION OWNERS' ASSOCIATION, INC. For convenience, the Corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles," the Amended and Restated Declaration of Covenants and Restrictions of St. George Plantation ("Declaration"), and the Amended and Restated By-Laws of the Association as the "By-Laws."

ARTICLE II
PURPOSE

The Association is organized for the purpose of operating a homeowners association pursuant to Chapter 720, Florida Statutes, for the operation of that certain Association known as St. George Plantation Owners' Association, Inc. (the "Association").

ARTICLE III
DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Amended and Restated Declaration of Covenants and Restrictions of St. George Plantation ("Declaration"), and the By-Laws of the Association, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV
POWERS

The powers of the Association shall include the following:

- 4.1 **General.** The Association shall have all of the common law and statutory powers of a not-for-profit corporation under the laws of Florida that are not in conflict with the provisions of the Declaration, these Articles, the By-Laws or Chapter 720, Florida Statutes. The Association shall have all the powers and duties set forth in Chapter 720, Florida Statutes, all of the powers and duties set forth in the By-Laws of the Association and all of the powers and duties reasonably necessary to operate the Association pursuant to its Declaration, as they may be amended from time to time.
- 4.2 **Assets of the Association.** All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.
- 4.3 **Limitation.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

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ARTICLE V
MEMBERS

- 5.1 **Membership.** The Members of the Association shall consist of all of the record owners of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, excluding persons or entities holding title merely as security for performance of an obligation. Membership shall also include as a Special Member every person or entity who is a record owner of a fee or undivided fee interest in any parcel which is subjected by the 2004 Resort Village Agreement dated May 18, 2004 to assessment by the Association, excluding persons or entities holding title merely as security for performance of an obligation, as a Special Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a parcel. Membership shall be established by the record title as recorded in the public records of Franklin County, Florida, of the deed or other instrument establishing the acquisition and designating the parcel affected thereby, and by the delivery to the Association of a true copy of such recorded deed or other instrument. The new Owner designated in such deed or other instrument shall thereupon become a Member or Special Member of the Association, and the membership of the prior Owner shall be terminated.
- 5.2 **Assignment.** The share of a Member or Special Member in the funds and assets of the Association, and membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot for which that share is held.
- 5.3 **Voting.** On all matters upon which the membership shall be entitled to vote, the vote for each Lot shall be as specified in the Declaration. Said votes shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one (1) Lot shall be entitled to the cumulative total of votes allocated to Lots owned.
- 5.4 **Meetings.** The By-Laws shall provide for an annual meeting of Members and Special Members, and may make provision for regular and special meetings of Members and Special Members other than the annual meeting.

ARTICLE VI
TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VII
OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

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ARTICLE VIII
DIRECTORS

- 8.1 **Number and Qualification.** The affairs of the Association shall be managed by a Board of seven (7) directors. All Directors must be Members or Special Members of the Association or spouses of same, and Members In Good Standing as defined in the Declaration.
- 8.2 **Duties and Powers.** All of the duties and powers of the Association existing under Chapters 720 and 617, Florida Statutes, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Owners only when specifically required.
- 8.3 **Election; Removal.** Directors of the Association shall be elected at the annual meeting of the Members and Special Members in the manner provided by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

ARTICLE IX
INDEMNIFICATION

- 9.1 **Indemnity.** To the extent permitted by law, the Association shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a director, employee, officer or agent of, or a committee member appointed by, the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Association; and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe that his conduct was unlawful.
- 9.2 **Approval.** Any indemnification under Section 9.1, above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 9.1, above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by a majority of the Members and Special Members.

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- 9.3 **Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.
- 9.4 **Miscellaneous.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-law, agreement, vote of Members and Special Members or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X
AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

- 10.1 **Notice.** Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting of the membership at which a proposed amendment is to be considered.
- 10.2 **Adoption.** A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-fourth (1/4) of the Members of the Association. A proposed amendment must be approved by not less than a majority of the votes of the participating membership of the Association, including Special Members, present and voting, in person or by proxy, at a meeting at which a quorum is established or by written agreement where at least a quorum of the membership participates.

No Article shall be revised or amended by reference to its title or number only. Proposals to amend existing Articles shall contain the full text of the Articles to be amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Articles of Incorporation. See Article . . . for present text." Nonmaterial errors or omissions in the Articles process shall not invalidate any otherwise properly promulgated amendment.

- 10.4 **Recording.** A copy of each amendment shall be filed with and certified by the Secretary of State pursuant to the provisions of the applicable Florida Statutes and a copy shall be recorded in the Public Records of Franklin County, Florida.

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ARTICLE XI
CONFLICT

If any irreconcilable conflict should exist, or hereafter arise, with respect to the interpretation of these Articles and the Declaration, the provisions of the Declaration shall prevail. If any irreconcilable conflict should exist, or hereafter arise, with respect to the interpretation of these Articles of Incorporation and the By-laws, the provisions of the Articles of Incorporation shall prevail.

ARTICLE XII
DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the corporation, its assets shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization which is operated for such similar purposes.

ARTICLE XIII
ADDRESS

The principal place of business of the Corporation shall be located at 1712 Magnolia Road, St. George Island, Florida 32328, but the Corporation may maintain offices and transact business in such other places within the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE XIV
REGISTERED OFFICE ADDRESS
AND NAME OF REGISTERED AGENT

The current registered agent of this Corporation is Raymond F. Newman, Jr., Becker & Poliakoff, P.A., 348 Miracle Strip Parkway, S.W., Suite 7, Fort Walton Beach, FL 32548-5253.