

ARTICLES OF INCORPORATION  
OF  
REGENCY VILLAS CONDOMINIUM ASSOCIATION, INC.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1. NAME.

The name of the corporation shall be Regency Villas Condominium Association, Inc. For convenience, the corporation shall be referred to in this instrument as the Association.

ARTICLE 2. PURPOSE.

2.1. The purpose for which the Association is organized is to provide an entity pursuant to Section 12 of the Condominium Act, which is Chapter 711, Florida Statutes 1963, for the operation of Regency Villas I, a condominium, located upon the following lands in Escambia County, Florida:

That portion of the East 1/2 of Block 9, Santa Rosa Villas Subdivision, according to plat filed in Plat Book 7 at Pages 49 and 49A of the public records of Escambia County, Florida, described as follows:

Beginning at the Southeast corner of said Block 9; thence North 90°00' West, along the South line of said Block a distance of 228.00 feet; thence North 0°00' East, 34.00 feet; thence North 26°30' East, 62.75 feet; thence North 26°30' West, 126.88 feet; thence North 26°30' East, 95.62 feet; thence North 63° 30' West, 20.00 feet; thence North 26°30' East, 40.00 feet; thence North 0°00' East, 110.00 feet; thence North 90°00' East, 214.00 feet to a point in the East line of said Block; thence South 0°00' East, along said East line, a distance of 440.00 feet to the point of beginning, containing 2.28045 acres, more or less, together with a non-exclusive easement for the purpose of ingress and egress over the following described property in Escambia County, Florida:

A 32-foot roadway in Block 9 of Santa Rosa Villas according to plat recorded in Plat Book 7 at page 49A of the public records of Escambia County, Florida, lying 16 feet on each side of the following centerline:

Begin at a point on the East line of said Block 9 which is 335 feet North of the Southeast corner of said Block; thence run due West 38 feet, 4 inches; thence due North and parallel to the East line of said Block 9 a distance of 402 feet more or less to the South right-of-way line of Via DeLuna (State Road 399, 120 feet right-of-way) which is the end of said centerline.

and each of the following land as may by the Developer and Santa Rosa Island Authority be submitted to condominium use pursuant to the above Florida Statutes:

PARCEL 2: That portion of the East 1/2 of Block 9, Santa Rosa Villas Subdivision, according to plat filed in Plat Book 7 at Pages 49 and 49A of the public records of Escambia County, Florida, described as follows:

Commencing at the Southeast corner of said Block 9; thence North 90°00' West, along the South line of said Block, a distance of 228.0 feet for the POINT OF BEGINNING; thence continue North 90°00' West, 172.0 feet; thence North 0°00' East, 444.0 feet; thence North 90°00' East, 186.0 feet; thence South 0°00' East, 110.0 feet; thence South 26°30' West, 40.0 feet; thence South 63°30' West, 20.0 feet; thence South 26°30' West, 95.62 feet; thence South 26°30' East, 126.88 feet; thence South 26°30' West, 62.75 feet; thence South 0°00' West, 34.1 feet to the point of beginning, containing 1.79668 acres, more or less.

PARCEL 3. That portion of the East 1/2 of Block 9, less the South 444.0 feet, Santa Rosa Villas Subdivision, according to plat filed in Plat Book 7, at Pages 49 and 49A of the public records of Escambia County, Florida.

2.2. The Association shall make no distributions of income to its members, directors, or officers.

### ARTICLE 3. POWERS.

The powers of the Association shall include and be governed by the following provisions:

3.1. The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2. The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the power and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against members as apartment owners to defray the costs, expenses and losses of the condominium.

b. To use the proceeds of assessments in the exercising of its powers and duties.

c. The maintenance, repair, replacement and operation of the condominium property.

d. The purchase of insurance upon the condominium property and insurance for the protection of the Association and its members as apartment owners.

e. The reconstruction of improvements after casualty and the further improvement of the property.

f. To make and amend reasonable regulations requesting the use of the property in the condominium.

g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of the property in the condominium.

h. To contract for the management of the condominium and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.

i. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.

j. To employ personnel to perform the services required for proper operation of the condominium.

3.3. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium and the By-Laws.

3.4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

3.5. No part of the net earnings of the corporation shall be to the benefit of any individual or member. The corporation shall not carry on propaganda or otherwise act to influence legislation.

#### ARTICLE 4. MEMBERS.

4.1. The members of the Association shall consist of all the record leasehold owners of apartments in the condominium, plus all of the record leasehold owners of apartments in additional units or apartment buildings as may be added to the Declaration of Condominium pursuant to the terms thereof; and after termination of the condominium shall consist of all those who are members at the time of such termination and their successors and assigns.

4.2. After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the public records of Escambia County, Florida, an assignment of sublease or other instrument establishing a record title to the leasehold interest in an apartment in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his apartment.

4.4. The owner of each apartment shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by owners of an apartment and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

#### ARTICLE 5. DIRECTORS.

5.1. The affairs of the Association will be managed by a board consisting of the number of directors determined by the By-Laws, but not less than three directors, and in the absence of such determination shall consist of three directors. Directors need not be members of the Association.

5.2. Directors of the Association shall be elected at the annual meeting of the members in the manner determined 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.

5.3. The first election of directors shall not be held until after the developer has closed the sales of all of the apartments of the condominium, plus such additional apartments as developer may elect to construct, and include in the Declaration of Condominium, or until developer elects to terminate its contract of the condominium, or until after the 30<sup>th</sup> day of June 1975, whichever occurs first. The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

5.4. The names and addresses of the members of the first board of directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

| NAME              | ADDRESS                                              |
|-------------------|------------------------------------------------------|
| Charles F. Faddis | 6701 Pensacola Boulevard<br>Pensacola, Florida 32505 |

James M. Keltner

6006 North 9th Avenue  
Pensacola, Florida 32504

Barry W. Coker

1591 Via DeLuna Drive  
Pensacola Beach, Florida 32561

#### ARTICLE 6. 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 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 names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

President: James M. Keltner, 6006 North 9th Avenue,  
Pensacola, Florida 32504

Vice President: Barry W. Coker, 1591 Via DeLuna Drive,  
Pensacola Beach, Florida 32561

Secretary-Treasurer: Charles F. Faddis, 6701 Pensacola Boulevard  
Pensacola, Florida 32505.

#### ARTICLE 7. INDEMNIFICATION.

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of settlement the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### ARTICLE 8. BY-LAWS.

The first By-Laws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

#### ARTICLE 9. AMENDMENTS.

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

9.1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2. A resolution for the adoption of a proposed amendment may be proposed either by the board of directors or by the members of the Association. Directors and member not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided,

a. Such approvals must be by not less than 75% of the entire membership of the board of directors and by not less than 75% of the votes of the entire membership of the Association or

b. By not less than 80% of the votes of the entire membership of the Association.

9.3. Provided, however, that no amendment shall make any changes in the qualification for membership nor the voting right of members, nor any change in Section 3.3 of Article 3, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium

9.4. A copy of each amendment shall be certified by the Secretary of State and be recorded in the public records of Escambia County, Florida.

#### ARTICLE 10. TERM.

The term of the association shall be perpetual.

#### ARTICLE 11. SUBSCRIBERS.

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

|                   |                                                         |
|-------------------|---------------------------------------------------------|
| Charles F. Faddis | 6701 Pensacola Boulevard<br>Pensacola, Florida 32505    |
| James M. Keltner  | 6006 North 9th Avenue<br>Pensacola, Florida 32504       |
| Barry W. Coker    | 1591 Via DeLuna Drive<br>Pensacola Beach, Florida 32561 |

#### ARTICLE 13. DISSOLUTION.

In the event the corporation is dissolved pursuant to law, the assets, both real and personal of the corporation, shall be

dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation hereunder. 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 qualified for exemption under Section 501(c)(3) of the Internal Revenue Code to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the corporation.

IN WITNESS WHEREOF, the subscribers have affixed their signatures the 19th day of October, 1973.

(signed) James M. Keltner  
\_\_\_\_\_  
JAMES M. KELTNER

(signed) Charles F. Faddis  
\_\_\_\_\_  
CHARLES F. FADDIS

(signed) Barry W. Coker  
\_\_\_\_\_  
BARRY W. COKER

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared James M. Keltner, Charles F. Faddis and Barry W. Coker, who, after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed in such Articles, this 19th day of October, 1973

(signed) \*Unintelligible\*  
\_\_\_\_\_  
Notary Public  
My commission expires: April 11, 1976

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

\_\_\_\_\_

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That REGENCY VILLAS CONDOMINIUM ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Pensacola, County of Escambia, State of Florida, has named James M. Keltner located at 6006 North 9th Avenue, Pensacola, Florida, 32504, City of Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By (signed) James M. Keltner  
JAMES M. KELTNER  
(Resident Agent)





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 9, 1995

Linda Kelson  
% REGENCY VILLAS CONDOMINIUM ASSOCIATION  
1600 Via DeLuna Dr., Box A108  
Pensacola, FL 32561

Re: Document Number 727840

The Articles of Amendment to the Articles of Incorporation of REGENCY VILLAS CONDOMINIUM ASSOCIATION, INC., which changed its name to REGENCY TOWERS CONDOMINIUM ASSOCIATION, INC., a Florida corporation, were filed on July 27, 1995.

Should you have any questions regarding this matter, please telephone (904) 487-6050, the Amendment Filing Section.

Louise Flemming-Jackson  
Corporate Specialist Supervisor  
Division of Corporations

Letter Number: 595A00037281

**ARTICLES OF AMENDMENT**  
**to**  
**ARTICLES OF INCORPORATION**  
**of**

REGENCY VILLAS CONDOMINIUM ASSOCIATION, INC.

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation*

**FIRST: Amendment(s) adopted:** Changing the name - REGENCY TOWERS  
CONDOMINIUM ASSOCIATION, INC.

**SECOND: The date of adoption of the amendment(s) was:** April 1, 1995

**THIRD: Adoption of Amendment (check one)**

The amendment(s) was(were) adopted by the members  
and the number of votes cast for the amendment was  
sufficient for approval.

There are no members or members entitled to vote on the  
amendment. The amendment(s) was(were) adopted by  
the board of directors.

REGENCY TOWERS CONDOMINIUM ASSOCIATION, INC.

**Corporation Name**

(signed) Ron Martin, President

**Signature of Chairman, Vice Chairman, President or other officer**

RON MARTIN

**Typed or printed name**

PRESIDENT

**Title**

JUNE 19, 1995

**Date**