

EXHIBIT "G" TO DECLARATION  
ARTICLES OF INCORPORATION OF  
PORT ROYAL COMMUNITY ASSOCIATION, INC.

# State of Florida



## Department of State

*I certify that the attached is a true and correct copy of the Articles of Incorporation of PORT ROYAL COMMUNITY ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on May 9, 1984, as shown by the records of this office.*

*The charter number of this corporation is N02971.*

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
10th day of May, 1984.



CER-101

George Firestone  
Secretary of State

ARTICLES OF INCORPORATION

FILED

OF

MAY - 8 1937

PORT ROYAL COMMUNITY ASSOCIATION, INC.,  
a Florida corporation, not for profit

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a nonstock corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation is PORT ROYAL COMMUNITY ASSOCIATION, INC., a Florida corporation, not for profit, hereafter called the "Association".

ARTICLE II. PURPOSE AND POWERS.

The Association is not organized for pecuniary gain or profit to the members thereof, and it shall be prohibited from any distribution of income to its members, directors, and officers. The specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the shared facilities within that certain tract of property described as:

PROPERTY IN THE CITY OF PENSACOLA, FLORIDA, KNOWN AS PART OF THE "BAYLEN STREET PROPERTY" AND MORE PARTICULARLY DESCRIBED ON EXHIBIT "A" ATTACHED HERETO.

and promote the health, safety, and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to (but only as the following may from time to time be permissible for corporations not for profit under the laws of Florida):

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and to be recorded in the Office of the Comptroller of Escambia County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

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

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, 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;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, grant easements over, sell or transfer all or any part of the shared facilities to any public agency, authority, or utility agreeing to hold and maintain the same for such purposes. The Association may grant easements over the shared facilities to private parties, but no such easement shall be effective

unless an instrument has been signed by two-thirds (2/3) of each class of members agreeing to such grants of easement.

(f) participate in mergers and consolidations with the nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members; unless the Declaration provides for such merger, consolidation or annexation;

(g) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Corporations Not For Profit Law of the State of Florida by law may now or hereafter have or exercise;

(h) this is not a condominium subject to The Florida Condominium Act (Florida Statutes Chapter 718) and it is not incorporated for the purpose of serving as the Association for any condominium as set forth in the said Act.

#### ARTICLE III. MEMBERSHIP.

The Declarant, The City of Pensacola shall be members of the Association. Also, every person or entity who is a record owner of a condominium unit which is subject by covenants of record to assessment by the Association, including contract purchasers 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 unit which is subject to assessment by the Association. Ownership may be in the form of a partial assignment of lease with a term expiring not earlier than the year 2080.

#### ARTICLE IV. VOTING RIGHTS.

The Association shall have two classes of voting membership:

Class A. Class A member(s) shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each unit owned. When more than one person holds an interest in any unit, all such persons shall be members. The vote for such unit shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any unit.

Class B. The Class B member shall be the Declarant (as defined in the Declaration) and shall have no vote. However, the Declarant shall have the privilege of designating one member of the Board of Directors of the Association and shall have certain approval and veto rights.

#### ARTICLE V. BOARD OF DIRECTORS.

The affairs of this Association shall be managed by a Board of at least five (5) Directors, who must be members of the Association. The names and residence addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Andrew Ham  
731 Woodland Drive  
Pensacola, FL 32503

Peter A. DeVries  
2930 Logan Drive  
Pensacola, FL 32503

Hans J. Felix  
4750 Casenave  
Pensacola, FL 32504

F. E. Booker  
106 West Loretta St.  
Pensacola, FL 32505

James D. Cronley  
140 Lurton Street  
Pensacola, FL 32504

The primary purpose of this Association is to manage and hold title by partial assignment of lease or by easement to certain shared facilities and easements to be used and enjoyed by two proposed condominiums to be known as Port Royal, a Condominium, and a subsequent condominium as yet unnamed but which shall occupy a portion of the property described on Exhibit A and which shall be referred to herein as "the second phase", both of which are proposed for development on the property described on Exhibit "A" attached. Developers of each of said proposed condominiums will be required to construct certain facilities to be shared by the unit owners of both condominiums and each of said condominiums will have separate condominium associations incorporated under Florida law to administer the property of the separate condominiums, and the owners will be electing their directors. For this Association, two (2) directors will be elected by Port Royal Owners Association, Inc., a Condominium, two (2) directors will be elected the Condominium Association for the second phase and one director shall be designated by Declarant, the City of Pensacola. Pending formation of the Association for the second phase, the two (2) directors for that proposed Association shall be designated by The City of Pensacola.

#### ARTICLE VI. DISSOLUTION.

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

#### ARTICLE VII. DURATION.

The corporation shall exist perpetually.

#### ARTICLE VIII. AMENDMENTS.

Amendments to these Articles shall require the assent of 75 percent (75%) of the entire Class A membership and the Class B members. Amendments may be proposed by any member at any annual meeting or special meeting called for that purpose, and adopted by the members in person or by proxy at that or any subsequent meeting by the percentage of members set forth above. The By-Laws of the corporation shall be made, altered, or rescinded, at a regular or special meeting of the members, by a vote of a majority of the members present in person or by proxy. The By-Laws may restrict the number of proxies to be voted by any person.

#### ARTICLE IX. OFFICERS.

The affairs of the corporation are to be managed by a President, Vice-President, Secretary, and Treasurer. They shall be elected at the first meeting of the Board of Directors following each annual meeting of the members. The President and Vice-President shall be Directors. Until the first election of officers, F. E. Booker, shall serve as President of the corporation, James D. Cronley, as Vice-President of the corporation, and James D. Cronley, as Secretary and as Treasurer of the corporation.

ARTICLE X. SUBSCRIBERS.

The subscribers to these Articles of Incorporation and their residence addresses are:

F. E. Booker  
106 West Loretta Street  
Pensacola, FL 32505

Dorothy C. Booker  
106 West Loretta Street  
Pensacola, FL 32505

James D. Cronley  
140 Lurton Street  
Pensacola, FL 32504

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ARTICLE XI. INITIAL RESIDENT AGENT AND OFFICE.

F. E. Booker, whose office address is 106 West Loretta Street, Pensacola, Florida 32505, is hereby appointed as the initial Resident Agent of the corporation, and the office of the corporation shall be at that address until another is properly designated pursuant to the then applicable law.

ARTICLE XII. MERGER OR CONSOLIDATION.

In the event the Condominium Associations for Port Royal, a condominium and of the second phase, are merged or consolidated or if one Condominium Association operates both Port Royal, a Condominium, and the second phase, then this Association may be merged or consolidated into or with the Association operating the two phases of Port Royal, provided however, no merger or consolidation may take place or be implemented involving this Association without the approval of the Class B member.

IN WITNESS WHEREOF the subscribers have executed this instrument this 3rd day of May, 1984.

F. E. Booker  
F. E. BOOKER  
James D. Cronley  
JAMES D. CRONLEY  
Dorothy C. Booker  
DOROTHY C. BOOKER

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

3rd The foregoing instrument was acknowledged before me this day of May, 1984, by F. E. BOOKER.

John M. Palenich Jr.  
NOTARY PUBLIC  
My commission expires: \_\_\_\_\_  
MY COMMISSION EXPIRES SEPTEMBER 6, 1985

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

3rd The foregoing instrument was acknowledged before me this day of May, 1984, by JAMES D. CRONLEY.

John M. Palenich Jr.  
NOTARY PUBLIC  
My commission expires: \_\_\_\_\_  
MY COMMISSION EXPIRES SEPTEMBER 6, 1985

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

3rd The foregoing instrument was acknowledged before me this day of May, 1984, by DOROTHY C. BOOKER.

John M. Palenich Jr.  
NOTARY PUBLIC  
My commission expires: \_\_\_\_\_  
MY COMMISSION EXPIRES SEPTEMBER 6, 1985