

ARTICLES OF INCORPORATION

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SOUTH BEACH PROPERTY OWNERS ASSOCIATION OF GULF COUNTY, INC.
TALLAHASSEE FLORIDA

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 I

NAME. The name of the corporation is "SOUTH BEACH PROPERTY OWNERS ASSOCIATION OF GULF COUNTY, INC.", hereinafter referred to as "Association", and the initial principal address of the corporation is 5540 Cape San Blas Road, Port St. Joe, Florida 32456.

ARTICLE II

PURPOSE. The purpose of which the Association is organized is to provide an entity for the ownership, maintenance and control of "Mariner's Lane", a street within the subdivision and for the maintenance of any easements for the benefit of the members of the Association. The Association shall make no distributions of income to its members, directors or officers.

ARTICLE III

DURATION. The corporation shall have perpetual existence, commencing on the date of filing.

ARTICLE IV

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

(a) The Association shall have all the common law and statutory powers of a corporation not for profit.

(b) The Association shall have all the powers and duties set forth in these Articles and all of the powers and duties reasonably necessary to manage and control "Mariner's Lane" and any easements granted for the benefit of the members of the Association pursuant to these Articles and as it may be amended from time to time, including but not limited to the following:

1. To make and collect assessments against the lot owners of the subdivision to defray the costs and expenses of the maintenance of and for capital improvement to "Mariner's Lane" and any easements.

2. To use the proceeds of the assessments in the exercise of these powers and duties to maintain "Mariner's Lane" and its right-of-way and any easements.

3. To purchase insurance on the property of the Association and insurance for the protection of the Association.

4. To make and amend reasonable regulations respecting the use of "Mariner's Lane" and any easements.

5. To enforce by legal means the provisions of these Articles and the By-Laws.

6. To employ personnel to perform the services required for proper maintenance of "Mariner's Lane" and any easements.

7. To hire attorneys or other professionals for the purposes of bringing legal action or enforcing rights in the name of and on behalf of the individual lot owners within the

subdivision where such actions or rights are common to all of the said lot owners; and to bring such action in the name of and on behalf of said lot owners.

8. To donate to the Gulf County Commission the ownership and/or maintenance of "Mariner's Lane" and its right-of-way by written resolution, provided it complies with all applicable requirements of the County Commission.

(c) The powers of the Association shall be subject to and be exercised in accordance with the provisions of the By-Laws.

ARTICLE V

MEMBERS.

(a) The members of the Association shall consist of all of the lot owners of the subdivision.

(b) The owner of each lot shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of a lot and the manner of exercising voting rights shall be determined by the By-Laws of the Association and the recorded Declaration of Covenants and Restrictions for South Beach Subdivision.

ARTICLE VI

DIRECTORS.

(a) The affairs of the Association will be managed by a Board consisting of not less than three (3) directors nor more than nine (9) directors, the exact number to be determined at the time of the election. Directors need not be members of the Association.

(b) 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 a manner provided by the By-Laws.

(c) 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 and, if there are no remaining directors, such vacancies shall be filled by the Developer.

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 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:

| <u>NAME</u> | <u>ADDRESS</u> |
|---|---|
| James R. Morrow, President | 5540 Cape San Blas Road Port St. Joe, FL 32456 |
| Ronald B. Pickett, Vice-President | 212 Gautier Memorial Lane Port St. Joe, FL 32456 |
| William J. Kennedy, Secretary/Treasurer | 5499 Sand Bar Drive Port St. Joe, FL 32456 |

ARTICLE VIII

INDEMNIFICATION. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him 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 in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors and officers liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE IX

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 X

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

(a) 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.

(b) 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 members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary or Assistant Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than five-eighths (5/8) of the vote of the entire membership of the Association.

(c) Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium operated by the Association. No amendment shall be made that is in conflict with the Declarations or any other applicable law or regulation.

(d) A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Gulf County, Florida.

ARTICLE XI

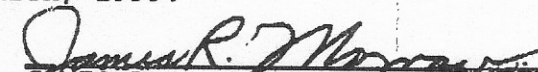
TERM. The term of the Association shall be perpetual.

ARTICLE XII

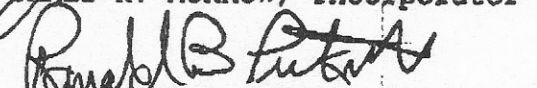
SUBSCRIBERS. The names and addresses of the subscribers to these Articles of Incorporation are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| James R. Morrow | 5540 Cape San Blas Road Port St. Joe, FL 32456 |
| Ronald B. Pickett | 212 Gautier Memorial Lane Port St. Joe, FL 32456 |
| William J. Kennedy | 5499 Sand Bar Drive Port St. Joe, FL 32456 |

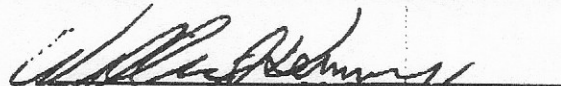
IN WITNESS WHEREOF, the undersigned being a subscriber and President of this corporation has executed these Articles of Incorporation this 9th day of March, 1999.



 JAMES R. MORROW, Incorporator



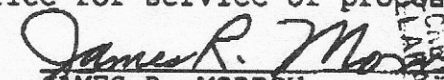
 RONALD B. PICKETT, Incorporator



 WILLIAM J. KENNEDY, Incorporator

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.



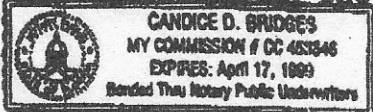
 JAMES R. MORROW
 Registered Agent
 5540 Cape San Blas Road
 Port St. Joe, FL 32456

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 CLERK OF STATE
 TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF GULF

BE IT REMEMBERED that on this 9th day of March, 1999, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared JAMES R. MORROW, who is personally known to me or who produced _____ as identification, the incorporator/subscriber signing the articles in the above corporation and he acknowledged before me that the proposed Articles of Incorporation is the free act and deed of the incorporator/subscriber and that the facts therein set are truly set forth and that he desires to associate himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.

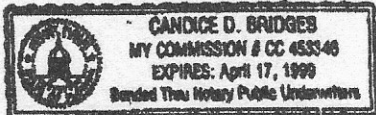


Candice D. Bridges
Notary Public

STATE OF FLORIDA
COUNTY OF GULF

BE IT REMEMBERED that on this 9th day of March, 1999, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared RONALD B. PICKETT, who is personally known to me or who produced _____ as identification, the incorporator/subscriber signing the articles in the above corporation and he acknowledged before me that the proposed Articles of Incorporation is the free act and deed of the incorporator/subscriber and that the facts therein set are truly set forth and that he desires to associate himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.

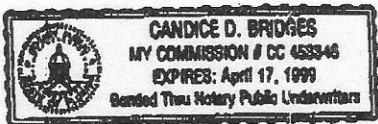


Candice D. Bridges
Notary Public

STATE OF FLORIDA
COUNTY OF GULF

BE IT REMEMBERED that on this 0th day of March, 1999, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared WILLIAM J. KENNEDY, who is personally known to me or who produced _____ as identification, the incorporator/subscriber signing the articles in the above corporation and he acknowledged before me that the proposed Articles of Incorporation is the free act and deed of the incorporator/subscriber and that the facts therein set are truly set forth and that he desires to associate himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



Candice D. Bridges
Notary Public

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of SOUTH BEACH PROPERTY OWNERS ASSOCIATION OF GULF COUNTY, INC., a Florida corporation, filed on March 11, 1999, as shown by the records of this office.

The document number of this corporation is N99000001662.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Seventeenth day of March, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State