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FLORIDA NON-PROFIT CORPORATION

Sunset Beach Homeowners' Association, Inc.

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ARTICLES OF INCORPORATION

OF

SUNSET BEACH HOMEOWNERS' 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 I

NAME

The name of this corporation is **SUNSET BEACH HOMEOWNERS' ASSOCIATION, INC.**, and for convenience, the corporation shall be referred to in this instrument as the "Association".

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing on the date of filing the Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III

PLACE OF BUSINESS

The principal office of the Association is located at 10140 East County Highway 30-A, Panama City Beach, Florida 32413.

ARTICLE IV

REGISTERED OFFICE AND AGENT

H. Clark West at 10140 East County Highway 30-A, Panama City Beach, Florida 32413, shall be the initial Resident Agent and Office of this Association.

ARTICLE V

PURPOSE

1. The purpose of the Association is to own, operate, maintain and preserve the Common Areas and enforce the restrictions on the residential subdivision known as **SUNSET BEACH, A SUBDIVISION** ("Sunset Beach") located in Walton County, Florida on the real property described in Declaration of Covenants, Conditions and Restrictions for Sunset Beach, recorded or to be recorded in the public records of Walton County, Florida (the "Declaration"), for the mutual advantage and benefit of the members of this Association, who shall be owners of Lots within the Property.

2. The Association shall make no distribution of income to its members, directors or officers.

ARTICLE VI

POWERS

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

1. The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the Declaration which is hereby incorporated by reference, and the Bylaws, and any amendments thereto.

2. The Association shall have the following specific powers so long as they are not in conflict with the Declaration and the Bylaws:

A. To fix, levy, collect and enforce payment by any lawful means all charges and assessments pursuant to the terms of the Declaration. To pay all expenses in connection therewith and other expenses incident to the conduct of the business of the Association, including any licenses,

taxes or governmental charges levied or imposed against the Association or the property of the Association.

B. To acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for the public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

C. To maintain, repair, replace and operate the Association's property.

D. To borrow money and, as may be provided in the Declaration, to mortgage, pledge or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.

E. To purchase insurance upon the properties owned or controlled by the Association and insurance for the protection of the Association and its members.

F. To dedicate, sell or transfer all or any part of the Common Areas (as defined in the Declaration) to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by members. No such dedication or transfer shall be effective unless an instrument has been signed by seventy-five percent (75%) of the members, agreeing to such dedication, sale or transfer and recorded in the Public Records of Walton County, Florida; provided, however, such instrument must be signed by one hundred percent (100%) of the members if it purports to grant a right to the public to use of the beach access easement.

G. To participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional residential property and common areas, provided that any such merger or consolidation shall have the approvals required by such Declaration.

H. To contract for goods and services for the Association and for the benefit of the members of the Association.

I. To make and amend reasonable regulations respecting the use of the property.

J. To enforce by legal means the provisions of these Articles, the Bylaws, the Declaration, and the regulations for the use of the property promulgated by the Association, if any.

K. To contract for the management of the Association's properties and to delegate to such contractor and manager all powers and duties of the Association, or any part thereof, except such as are specifically required by these Articles or by the Bylaws to have approval of the Board of Directors of the membership of the Association.

L. To employ personnel to perform the services required for proper operation of the properties.

M. To acquire title to, to lease, acquire memberships or acquire other possessory or use interest in and to and operate lands and facilities including, but not limited to, streets, parking areas, recreational facilities and other facilities (whether or not contiguous) to the properties operated by the Association intended to provide for the enjoyment, recreation or other use or benefit of the Members, or a substantial number of the Members of the Association.

3. The Association shall have the power to purchase a lot or lots and to hold, manage, and convey the same so long as the Association pays all assessments and other liabilities attendant to such ownership.

4. All funds and the titles to all properties acquired by the Association and their proceeds shall be held in trust for the Members in accordance with the provisions of these Articles of Incorporation, the Bylaws and the Declaration.

ARTICLE VII

MEMBERS AND VOTING RIGHTS

1. Every person or entity who is a record owner of a Lot within the Property shall be a member of the Association. The foregoing does not 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 Lot.
2. The Association shall have two classes of voting membership as described in the Declaration.
3. Changes of membership in the Association shall be established by recording in the public records of Walton County, Florida, a deed or other instrument establishing a record title to a Lot and delivery of a certified copy of such instrument to the Association. The owner(s) designated by such instrument shall thus become a member of the Association and the membership of the prior owner shall be terminated.
4. Each Member/Lot Owner shall be entitled to one (1) vote to be cast by its owner, except, however, that the Developer shall be entitled to three (3) votes for each Lot owned by it as provided in the Declaration. The manner of exercising voting rights shall be determined by the Bylaws.
5. A Member does not have authority to act for the Association solely by reason of being a Member.

ARTICLE VIII

DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association; provided, however, that until Class B membership has ceased and been converted to Class A membership in accordance with the provisions of the Declaration, the Directors need not be members of the Association. The number of Directors of the Association shall be not less than three or more than nine. The names and address of the persons who are to serve as the initial Directors until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
G. Elliott Mitchell	10140 East County Highway 30-A Panama City Beach, FL 32413
H. Clark West	10140 East County Highway 30-A Panama City Beach, FL 32413
W. Christopher Hart	Suite 6-A, 151 Regions Way Destin, Florida 32541

2. Directors shall serve for a term of one year, and shall hold office until qualified successors are duly elected at the next annual meeting of members. Directors may be re-elected for successive terms. Any vacancy on the Board shall be filled for the unexpired term of the vacated office by vote of the remaining directors.

While Class B member is in existence, the Board shall be appointed and/or elected in accordance with the applicable provisions of the Declaration and the Bylaws of the Association.

ARTICLE IX

OFFICERS

Subject to the direction of the Board, the affairs of the Association shall be administered by its officers as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board. The names and addresses of the officers who shall serve until the first annual meeting of the Board are as follows:

<u>Name and Address</u>	<u>Office</u>
H. Clark West 10140 East County Highway 30-A Panama City Beach, FL 32413	President, Secretary, Director
G. Elliott Mitchell 10140 East County Highway 30-A Panama City Beach, FL 32413	Vice President, Treasurer, Director

ARTICLE X

BYLAWS

The Bylaws of the Association shall be adopted by the first Board of Directors. The Bylaws may be altered, amended, modified or repealed by a majority of the Directors or at any duly called meeting of the members of this Association in a manner provided for in the Bylaws.

ARTICLE XI

INDEMNIFICATION

This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents, to the full extent permitted by law. Said indemnification

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shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XII

AMENDMENTS

This Association reserves the right to amend or repeal any of the provisions contained in these Articles or any amendments hereto with the assent of seventy-five percent (75%) of the entire voting membership. No amendment shall conflict with the Declaration.

ARTICLE XIII

INCORPORATOR

The name and address of the Incorporators to these Articles of Incorporation is as follows:

H. Clark West
10140 East County Highway 30-A
Panama City Beach, FL 32413

ARTICLE XIV

DISSOLUTION

The Association may be dissolved with the assent, in writing, of not less than seventy-five percent (75%) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of this Association may be transferred to the Owner of the Lots, or may be dedicated to any nonprofit corporation, association, trust or other organization to be devoted to purposes similar to those for which the Association was created, or to an appropriate public agency to be used for purposes similar to those for which this Association was created or for the general welfare of the residents of the county in which the property is located.

ARTICLE XV

Supremacy

All terms herein shall have the same meaning as set forth, defined and used in the Declaration and in Chapter 617, Florida Statutes. These Articles and the Bylaws are subject to the Declaration and in the event of a conflict, the Declaration shall govern. In the event of a conflict between the Articles and Bylaws, the Articles shall govern.

IN WITNESS WHEREOF, the Incorporators have hereunto affixed their signatures this 27 day of June, 2000.

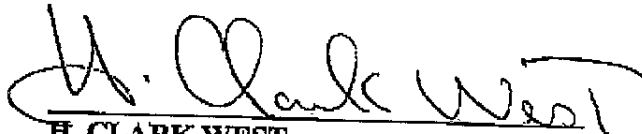
INCORPORATOR:


H. CLARK WEST

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REGISTERED AGENT ACCEPTANCE

SUNSET BEACH HOMEOWNERS' ASSOCIATION, INC., a Florida non-profit corporation, has named H. Clark West, 10140 East County Highway 30-A, Panama City Beach, FL 32413, as its agent to accept service of process within this State. Having been named to accept service of process for SUNSET BEACH HOMEOWNERS' ASSOCIATION, INC., at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


H. CLARK WEST
Registered Agent