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From:  
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THIS IS A NON-PROFIT CORP.

NON-  
FLORIDA PROFIT CORPORATION OR P.A.

Parkway Plaza Owners' Association, Inc.

Certificate of Status	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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W-10344

B. McKnight MAY 08 2001

ARTICLES OF INCORPORATION  
OF  
PARKWAY PLAZA OWNERS' ASSOCIATION, INC.

FILED  
01 MAY -8 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is PARKWAY PLAZA OWNERS' ASSOCIATION, INC. ("Association"), and the street address of the initial principal office will be 731 Pensacola Beach Boulevard, Pensacola Beach, FL. 32561. For convenience, the corporation shall be referred to herein as the "Association," these articles of incorporation as the "Articles," and the bylaws of the association as the "Bylaws."

ARTICLE II. PURPOSE

This Association is organized for the purpose of providing an entity pursuant to the Florida Condominium Act (Chapter 718, Florida Statutes) for the operation of PARKWAY PLAZA, A CONDOMINIUM located in Santa Rosa County, Florida. Further, the Association shall operate and maintain any stormwater management system and any stormwater discharge facility exempted or permitted by the Florida Department of Environmental Protection or other state agency on the property of the Association, and shall have all powers necessary to establish rules and regulations, assess members, and contract for services for the maintenance and operation thereof.

ARTICLE III. TERM

The term of the Association shall be the life of the condominium, unless the Association is terminated by the termination of the condominium in accordance with the provisions of the Declaration. Upon any such termination, any stormwater management system or discharge facility for which the Association is responsible shall be maintained by local government units, including Santa Rosa County or any municipality, a municipal service taxing unit, an active water control district, a drainage district created by special act, a community development district created under Chapter 190, Florida Statutes, a special assessment district created under Chapter 170, Florida Statutes, a state or federal agency, any duly constituted communication, water, sewer, electrical or other public utility, or any entity acceptable to the Department of Environmental Protection or its successor under its rules and regulations.

ARTICLE IV. MEMBERS

The qualification of members and the manner of their admission shall be as regulated by the Bylaws.

#### ARTICLE V. DIRECTORS

1. The affairs of the Association will be managed by a Board of Directors consisting of the number of directors as shall be determined by the Bylaws, but not less than three directors and in the absence of such determination shall consist of three directors.

2. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided in the Bylaws.

3. The names and addresses of the three 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:

Karen Cook  
731 Pensacola Beach Boulevard  
Pensacola Beach, FL 32561

C. Baker Clark, Jr.  
299 Ft. Pickens Road  
Pensacola Beach, FL 32561

Malery Williams  
299 Ft. Pickens Road  
Pensacola Beach, FL 32561

#### ARTICLE VI. OFFICERS

The affairs of the Association shall be administered by the officers elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, which officers 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	C. Baker Clark, Jr.
Vice President	Karen Cook
Secretary/Treasurer	Malery Williams

#### ARTICLE VII. BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

#### ARTICLE VIII. AMENDMENTS

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

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.

2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting.

3. Approval of an amendment must be by not less than 66-2/3% of the votes of the entire membership of the Association.

4. No amendments shall make any changes in the qualifications for membership nor the voting rights of members.

5. A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Santa Rosa County, Florida.

#### ARTICLE IX. INCORPORATORS

The name and address of the incorporator of these Articles is as follows:

NAME

ADDRESS

Parkway Properties of Gulf Breeze, LLC, 731 Pensacola Beach Boulevard  
a Florida limited liability company Pensacola Beach, FL 32561

#### ARTICLE X. REGISTERED AGENT

The street address of the initial registered office of the Association is 4300 Bayou Boulevard, Suite 13, Pensacola, Florida 32503, and the name of the initial registered agent of the Association to accept service of process within the State at that address is Stephen R. Moorhead.

IN WITNESS WHEREOF, the incorporator has hereunto affixed signatures this 2<sup>nd</sup> day  
of May, 2001.

Witnesses:

PARKWAY PROPERTIES OF GULF BREEZE,  
LLC, a Florida limited liability company

R.H. Cowen  
Printed name of witness R.H. COWEN

By: [Signature]  
KAREN COOK, its Managing Member

R.H. Cowen  
Printed name of witness R.H. COWEN

FIVE FLAGS, INN, INC., a Florida corporation  
its Managing Member

By: [Signature]  
C. BAKER CLARK, JR., its president

STATE OF FLORIDA

COUNTY OF Santa Rosa

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of May,  
2001, by Karen Cook, a managing member of Parkway Properties of Gulf Breeze, LLC.

[Signature]  
NOTARY PUBLIC

☒ Personally Known  
OR  
☐ Produced Identification  
Type of Identification Produced \_\_\_\_\_



STATE OF FLORIDA

COUNTY OF Santa Rosa

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of May,  
2001, by C. Baker Clark, Jr., as president of Five Flags Inn, Inc., a managing member of Parkway  
Properties of Gulf Breeze, LLC.

[Signature]  
NOTARY PUBLIC

☒ Personally Known  
OR  
☐ Produced Identification  
Type of Identification Produced \_\_\_\_\_



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Stephen R. Moorhead, hereby accept the appointment as registered agent for PARKWAY PLAZA OWNERS' ASSOCIATION, INC. as set forth in its articles of incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 7 day of May, 2001.

  
STEPHEN R. MOORHEAD

Parkway\articles

FILED  
01 MAY -8 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA