

N99000001910

Don Lee Isaacs
Requestor's Name

431 Waverly Rd
Address

Tallahassee FL 32312 950 531 0629
City/State/Zip Phone #

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 MAR 26 PM 4:02

APPROVED AND FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Sunset Beach / 300 Ocean Milk Utility Cooperative, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 3:45 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-03/29/99--01001--008
*****70.00 *****70.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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99 MAR 26 PM 3:14
RMC
3/26/99

Examiner's Initials

ARTICLES OF INCORPORATION
OF
SUNSET BEACH/300 OCEAN MILE UTILITY COOPERATIVE, INC.

The undersigned associate themselves for the purpose of forming a corporation not-for-profit under Section 617, Florida Statutes and certify as follows:

ARTICLE 1

NAME

The name of the corporation shall be Sunset Beach/300 Ocean Mile Utility Cooperative, Inc. For convenience, the corporation shall be hereafter referred to as the "Cooperative".

ARTICLE 2

ADDRESS

The principal office of the corporation is 431 WAVERLY RD. TALLAHASSEE,
FLORIDA 32312
which is also its mailing address.

ARTICLE 3

PURPOSE

3.1 The Cooperative does not contemplate pecuniary gain or profit to the members thereof, and the purpose for which this corporation is organized is to provide sewer service to the following entities and properties:

Sunset Beach, all phases, located on St. George Island, Florida
300 Ocean Mile, all phases, located on St. George Island, Florida

including all units, buildings, facilities and other structures whether single-family dwellings, condominiums or otherwise which are part of the above described properties.

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3.2 The Cooperative will make no distribution of income to its members, directors or officers.

ARTICLE 4

POWERS

The powers of the Cooperative will include and be governed by the following provisions.

4.1 The Cooperative will have all of the common law and statutory powers of a corporation not for profit that are not in conflict with the terms of these Articles.

4.2 The Cooperative will have all of the powers and duties set forth in the Florida Statutes for not-for-profit utilities corporations, except as limited by these Articles; and it will have all of the powers and duties reasonably necessary to operate said sewer facilities, including but not limited to the following:

- a. To make and collect assessments against members to defray the costs, expenses and losses of the sewer facilities.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To buy or lease both real and personal property for sewer facilities, use and to sell or otherwise dispose of property so acquired.
- d. To maintain, repair, replace and operate sewer facilities.
- e. To purchase insurance for its property and insurance for the protection of the Cooperative and its members.
- f. To reconstruct improvements after casualty and to further improve its facilities.
- g. To make and amend reasonable regulations respecting the use of the sewer facilities and appurtenant property.

- h. To contract for the management and operation of the facilities and property and to thereby delegate all powers and duties of the corporation, except such as are specifically required to have approval of the Board of Directors or the membership of the Cooperative.
- i. To contract for the management or operation of such portions of the facilities or property of the Cooperative as are susceptible to separate management and operation, and to grant leases of those portions for this purpose.
- j. To accept assignments of duties from its members.
- k. To enter into leases, as lessee.
- l. To employ personnel to perform the services required for the proper management and operation of the facilities and property.

ARTICLE 5

MEMBERS

- 5.1 The members of the Cooperative shall consist of Sunset Beach Owners' Association, Inc., and Townhomes of St. George Homeowners' Association, Inc.
- 5.2 The share of a member in the funds and assets of the Cooperative cannot be assigned, hypothecated or transferred in any manner.
- 5.3 Each member association shall be entitled to one vote for each bedroom contained within a dwelling unit under such member's jurisdiction. The exact number of votes to be cast and the manner of exercising voting rights, shall be determined in the bylaws of the Cooperative. Doesn't apply to director voting.

ARTICLE 6

DIRECTORS

6.1 The affairs of the Cooperative shall be managed by a board consisting of five (5) directors.

6.2 All of the duties and powers of the Cooperative existing under the common law or Florida law, these articles and bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by members when that is specifically required.

6.3 Directors of the Cooperative will be elected at the annual meeting of the members in the manner determined by the bylaws of the Cooperative.

Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided by the bylaws of the Cooperative.

Notwithstanding anything contained in Section 5.3 above or elsewhere in these Articles or in the by-laws of the Cooperative to the contrary, Townhomes of St. George Homeowners' Association, Inc., shall have the right to nominate and elect three (3) of the five (5) directors and Sunset Beach Owner's Association, Inc., shall have the right to nominate and elect two (2) of the five (5) directors.

6.4 The names and addresses of the members of the first Board of Directors who will hold office until their successors are elected and have qualified or until removed, are as follows:

ARTICLE 7

OFFICERS

The affair of the Cooperative will be administered by the officers designated in the bylaws of the Cooperative. Said officers will be elected by the Board of Directors and will serve at the pleasure of the Board. The names and addresses of the officers who will serve until their successors are elected are as follows:

President: Ed Wymot
Vice President: Helen Spahrer
Secretary: Dan Isaacs
Treasurer: Dan Isaacs

ARTICLE 8

INDEMNIFICATION

Every director and every officer of the Cooperative will be indemnified by the Cooperative against all expenses and liabilities including counsel 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 Cooperative, 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, however, that in the event of a settlement the indemnification will apply only when the Board of Directors approves such a settlement and reimbursement as being in the best interest of the Cooperative. The foregoing right of indemnification will be in

addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE 9

BYLAWS

The first bylaws of the Cooperative will be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the said bylaws.

ARTICLE 10

AMENDMENTS

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

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

10.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Cooperative.

10.3 Any amendment shall require the approval in writing of all members.

ARTICLE 11

DURATION

The Cooperative shall exist perpetually.

ARTICLE 12

INCORPORATORS

The names and addresses of the incorporators of this Cooperative are as

follows:

Ed Wynot 2915 HUNTINGTON DRIVE
TALLAHASSEE, FL 32312

Helen Spohrer 123 Gulf Beach Dr. West
Spohrer St. George Island 32320

Dan Lee Isaacs 431 Waverly Rd
Tallahassee FL 32312

ARTICLE 13

REGISTERED AGENT

The Cooperative's registered agent and registered office at that address shall be:

Dan Lee Isaacs
431 Waverly Rd.
Tallahassee FL 32312

IN WITNESS WHEREOF, the undersigned incorporators have executed these

Articles of Incorporation this 19 day of March, ¹⁹⁹⁹ 1999.

Helen Spohrer
Edwyn Wynot, Jr.
Dan Lee Isaacs

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 26 PM 4:03

APPROVED
AND
FILED

STATE OF FLORIDA
COUNTY OF Franklin

The foregoing instrument was acknowledged before me this 19th day of March, 1999, by HELEN SPOHRER who is personally known to me or who has produced n/a as identification.

Rose Drye

Notary Public

Rose Drye

Print or type name

My Commission Expires:



Rose Drye
MY COMMISSION # CC516625 EXPIRES
December 6, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF Leon

The foregoing instrument was acknowledged before me this 25th day of March, 1999, by EDWARD D. WYATT who is personally known to me or who has produced _____ as identification.

Carmen Victoria Bernal

Notary Public

Print or type name

My Commission Expires:



Carmen Victoria Bernal
MY COMMISSION # CC522374 EXPIRES
April 1, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 26th day of March, 1997, by Dan Isaacs, who is personally known to me or who has produced _____ as identification.



Carolyn Thrasher
MY COMMISSION # CC548856 EXPIRES
May 20, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

Carolyn Thrasher
Notary Public
Carolyn Thrasher
Print or type name

My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 1997, by _____, who is personally known to me or who has produced _____ as identification.

Notary Public

Print or type name
My Commission Expires: _____