

761173

LAW OFFICES

CHESSEY, WINGARD, BARR & FLEET, P.A.

D. MICHAEL CHESSEY*
HARRY E. BARR**
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CHRISTA L. SWANICK
KATHRYN M. BROWN
ALLISON M. TRINGAS

OF COUNSEL
J.D. WINGARD, JR.
JEROME A. ZIVAN**

1201 EGLIN PARKWAY
SHALIMAR, FLORIDA 32579

(850) 651-9944
FAX (850) 651-6084

November 30, 2000

Florida Department of State
Corporate Division-Amended Articles Filing
PO Box 6327
Tallahassee, Florida 32314

100003484951--2
-12/04/00--01104--021
*****43.75 *****43.75

Re: Articles of Amendment to Articles of
Incorporation of Indian Bayou Owners' Association, Inc.

Dear Sir or Madam:

Please find enclosed the following documents:

1. Original Articles of Amendment for filing.
2. Our check in the amount of \$43.75 for filing fees and a certified copy.

Please return the certified copy to our office after filing. If there are any problems, please contact me at the office.

Thank you for your assistance in this matter.

Sincerely,

Kathy

Katheryn O. Terwilliger
Paralegal to Christa L. Swanick

:kt

cc: Indian Bayou Owners' Association, Inc.

Kathy Terwilliger gave Authorization
to "Members" on last paragraph on
pg. 4 of Doc. 1/23 TB

Amend

V. SHEPARD JAN 23 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 22 AM 11:48



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 11, 2000

KATHERYN O. TERWILLIGER
1201 EGLIN PARKWAY
SHALIMAR, FL 32579

SUBJECT: INDIAN BAYOU OWNER'S ASSOCIATION, INC.
Ref. Number: 761173

We have received your document for INDIAN BAYOU OWNER'S ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

You must designate a person as the registered agent, stating his/her name and address.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 300A00062434

LAW OFFICES

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1201 EGLIN PARKWAY
SHALIMAR, FLORIDA 32579
(850) 651-9944
FAX (850) 651-6084

January 8, 2001

Florida Department of State
Corporate Division-Amended Articles Filing
PO Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of
Incorporation of Indian Bayou Owners' Association, Inc.

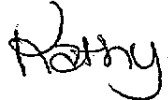
Dear Sir or Madam:

Please find enclosed the Acceptance by Registered Agent, your December 11, 2000 letter to us and the Amended Articles of Incorporation for the Indian Bayou Owner's Association, Inc.

Please note that an election has since taken place and the new secretary of the corporation is Robert Lee. As such, Robert Lee has signed the Acceptance by Registered Agent.

If you have any questions, please contact me at the office (1800-365-4396).
Thank you for your assistance in this matter.

Sincerely,



Katheryn O. Terwilliger
Paralegal to Christa L. Swanick

RECEIVED
01 JAN 11 PM 1:27
DIVISION OF CORPORATIONS

cc: Indian Bayou Owners' Association, Inc.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 16, 2001

KATHERYN O, TERWILLIGER
CHESSEY, WINGARD, BARR & FLEET, P.A.
1201 EGLIN PKWY.
SHALIMAR, FL 32579

SUBJECT: INDIAN BAYOU OWNER'S ASSOCIATION, INC.
Ref. Number: 761173

RECEIVED
01 JAN 22 AM 9:04
DIVISION OF CORPORATIONS

We have received your document for INDIAN BAYOU OWNER'S ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The registered agent's name and address must be stated in article III.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 301A00002376

LAW OFFICES
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D. MICHAEL CHESSER*
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OF COUNSEL
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JEROME A. ZIVAN**

1201 EGLIN PARKWAY
SHALIMAR, FLORIDA 32579
(850) 651-9944
FAX (850) 651-6084

January 18, 2001

Florida Department of State
Corporate Division-Amended Articles Filing
PO Box 6327
Tallahassee, Florida 32314

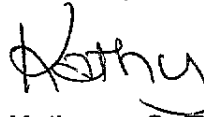
Re: Articles of Amendment to Articles of
Incorporation of Indian Bayou Owners' Association, Inc.

Dear Sir or Madam:

Please find enclosed the revised documents per your letter.

If you have any questions, please contact me at the office (1-800-365-4396).
Thank you for your assistance in this matter.

Sincerely,



Katheryn O. Terwilliger
Paralegal to Christa L. Swanick

:kt

cc: Indian Bayou Owners' Association, Inc.

AMENDED
ARTICLES OF INCORPORATION
FOR THE
INDIAN BAYOU OWNERS' ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 22 AM 11:49

In compliance with the requirements of Chapter 617 of the Florida Statutes, the duly recorded property owners of Indian Bayou, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I. NAME

The name of the corporation is INDIAN BAYOU OWNERS' ASSOCIATION, INC. hereinafter called the "association".

ARTICLE II. ADDRESS.

The principal office of the association is located at Indian Bayou Golf and Country Club, Country Club Drive East, Destin, Florida. 32541. The postal address is: P.O. Box 1208 Destin, FL. 32540

ARTICLE III. RESIDENT AGENT

The Registered Agent is: Robert Lee, Indian Bayou Golf & Country Club, Country Club Drive East, Destin, Florida 32541 and his mailing address is PO Box 1208, Destin, FL 32540.

ARTICLE IV. PURPOSE AND POWERS OF THE ASSOCIATION.

This association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for security service and such other expenses which may be incurred in the enforcement of these Articles of Incorporation, By-Laws, and restrictive covenants within the Indian Bayou Subdivision and such additions thereto.

In fulfilling the above stated purposes, the association shall have the following powers:

- (a) To fix, levy, collect and enforce payment by any lawful means, all charges and assessments; to pay all expenses incident to the conduct of the business of the association, including all licenses, taxes, or governmental charges levied or imposed against the association.
- (b) To enter into contracts for insurance coverage.

- (c) To have and to exercise any and all appropriate powers, rights and privileges which a corporation organized under Chapter 617 of the FL Statutes, regarding corporations not for profit and home owners associations, may now and hereafter have or exercise, together with all other powers reasonably necessary to effectuate the purpose of this association as set out herein.

ARTICLE V. MEMBERSHIP

Every person or entity who is an owner of a lot within the Indian Bayou Subdivision 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 never be separated from ownership of any lot which is subject to assessment by the association. No member can assign, hypothecate or transfer in any manner, except as an appurtenance to this lot, his interest in the funds and assets of the association. The funds and assets of the association shall belong solely to the association, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, and in the By-Laws.

ARTICLE VI. VOTER RIGHTS

The association shall have one class of voting members. Voting rights shall be held by all duly recorded property owners and each owner shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such a lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

ARTICLE VII. OFFICERS

The officers of the association shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be deemed desirable or necessary by the board of directors. The officers shall be elected at each annual meeting of the board of directors as provided in the By-Laws.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of this association shall be managed by a board of not less than three nor more than seven directors. The number of directors may be changed by amendment of the By-Laws of this association, but shall never be less than three. The term of the directors shall be for a period of two years or until their successors are elected at the next ensuing meeting of the membership.

ARTICLE IX. BY-LAWS

The board of directors of this association may provide such By-Laws for the conduct of its business in the carrying out of its purposes subject to provisions contained in these Articles of Incorporation. The By-Laws may be amended, altered or rescinded upon the proposal of a majority of the board of directors and approval by 2/3rds of the general membership. In case of conflict between the Covenants, Restrictions and Reservations, and the Articles of Incorporation, the Covenants shall prevail.

ARTICLE X. DURATION

The association shall exist perpetually.

ARTICLE XI. DISSOLUTION

The association may be dissolved with the assent given in writing and signed by not less than two-thirds of all members. Upon dissolution of the association, 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII. AMENDMENTS

An amendment or amendments to these Articles of Incorporation may be proposed either by 66% of the entire membership or by the board of directors of the association acting upon a vote of the majority of the directors. To become effective, such amendment or amendments must be approved by an affirmative vote of 2/3rds of the entire membership, cast in person or by proxy at a specially called meeting for such purpose, the notice of which shall describe the amendment or amendments being proposed.

ARTICLE XIII. NON-PROFIT STATUS

No part of the income or assets of the association shall inure to the benefit of any individual or member.

ARTICLE XIV. INDEMNITY

Every director and every other officer of the association shall be indemnified by the association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings 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 in such cases wherein the director or officer is adjudged guilty of willful malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any such director or officer may be entitled.

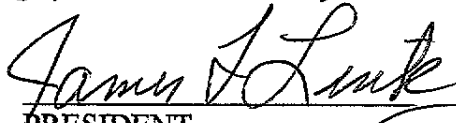
ARTICLE XV. NOTICE AND QUORUM

For those actions which, by the provisions of preceding articles, require a vote of the members, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members no less than 15 days or more than 30 days in advance of the meeting. The presence of members or of proxies entitled to cast twenty (20) per cent of the votes of the total membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half of the required quorum of the preceding meeting.

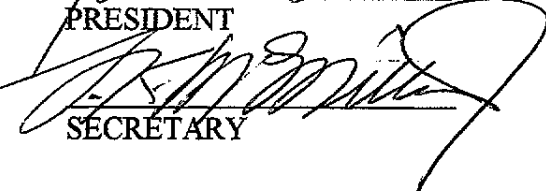
ARTICLE XVI. ASSESSMENTS

Assessments shall be uniform for each lot, whether that lot shall be vacant or improved. No assessment shall be in such an amount as to cause funds of the association to exceed ten (10) thousand dollars over and above the funds necessary to meet that current year's projected expenses, unless approved by 2/3rds of the general membership.

IN WITNESS WHEREOF, for the purpose of recording and changing this corporation under the laws of the State of Florida, we, the undersigned, constituting the current officers of this association, have executed these Articles of Incorporation, this 21ST day of NOV 2000.



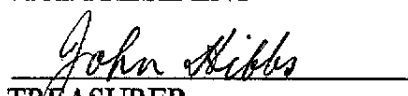
PRESIDENT



SECRETARY



VICE PRESIDENT

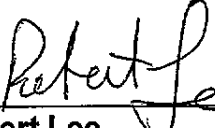


TREASURER

This amendment was adopted and approved on November 21, 2000, by the percentage of directors and ~~shareholders~~ ^{members} necessary under the Articles to execute such amendments.

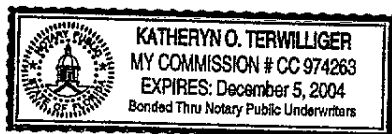
ACCEPTANCE BY REGISTERED AGENT
FOR INDIAN BAYOU OWNERS' ASSOCIATION, INC.

I, **Robert Lee**, having been named to accept service of process for the above stated Corporation, located at Indian Bayou Golf and Country Club, Country Club Drive East, Destin, Florida 32541 and whose mailing address is PO Box 1208, Destin, Florida 32540, 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.

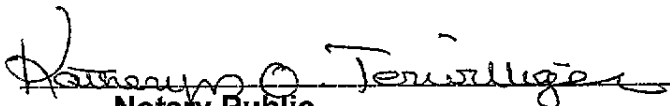

Robert Lee
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 8 day of January, 2001, by **Robert Lee**, ___ who is personally known to me or X who showed me his Florida drivers license as identification and who did not take an oath.



(Seal)


Notary Public