

Division of Corporations

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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

Airport Plaza Commercial Condominium Owners Associat

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 4, 2000

JAMES W. GRIMSLEY

SUBJECT: AIRPORT PLAZA COMMERCIAL CONDOMINIUM OWNERS ASSOCIATION, INC.
REF: W00000000227

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**ARTICLES OF INCORPORATION
OF**

AIRPORT PLAZA COMMERCIAL CONDOMINIUM OWNERS ASSOCIATION, INC.

ARTICLE I - Name

The name of this corporation is AIRPORT PLAZA COMMERCIAL CONDOMINIUM OWNERS ASSOCIATION, INC., having its principal office located at 1221 Airport Road, Suite 207, Destin, Florida 32541, with a mailing address of Post Office Box 5497, Destin, Florida 32540.

ARTICLE II - Purpose

This corporation is organized for the purpose of providing an entity pursuant to Chapter 718.111, Florida Statutes, for the operation of AIRPORT PLAZA, A COMMERCIAL CONDOMINIUM, located on the following lands in Okaloosa County, Florida, to wit:

SEE EXHIBIT 1 ATTACHED HERETO

ARTICLE III - Members

1. The members of the association shall consist of all of the record owners of commercial condominium units within AIRPORT PLAZA, A COMMERCIAL CONDOMINIUM.

2. Change of membership in the association shall be established by the recording in the Public Records of Okaloosa County, Florida, a condominium warranty deed or other instrument establishing a record of ownership to a unit in the condominium, and delivery of a copy of said deed to the association at its office or post office box.

3. The share of a member in the funds and assets of the association cannot be assigned, hypothecated or transferred in any manner except as appurtenance to his unit.

4. The members of the association shall be entitled to one vote for each unit owned by them. The exact manner of exercising voting rights shall be determined by the by-laws of the association.

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ARTICLE IV - 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.

ARTICLE V - Subscribers

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

Charles W. Clary
1241 Airport Road
Destin, Florida 32540

Charles W. Clary, III
1241 Airport Road
Destin, Florida 32540

Robert A. Bonezzi
225 Main Street
Destin, Florida 32540

ARTICLE VI - Directors

1. The affairs of the association will be managed by a board consisting of the number of directors as shall be determined by the by-laws, but not less than three (3) directors, and in the absence of such determination shall consist of three (3) directors.

2. 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 the manner provided by the by-laws.

3. When unit owners other than the developer own fifteen percent (15%) or more of the units within the condominium, the unit owners other than the developer, shall be entitled to elect not less than one third (1/3) of the members of the board of directors of the association. Unit owners other than the developer shall be entitled to elect not less than a majority of the members of the board of directors of the association three years after sales by the developer have been closed on fifty percent (50%) of the units within the condominium, within three (3) months after sales have been closed by the developer on ninety percent (90%) within the condominium, or when all of the units have been completed, some of them have been sold and none of the others are being offered for sale by the developer in the ordinary course of business, whichever of the foregoing events shall first occur. The developer shall be

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entitled to elect not less than one member of the board of directors of the association as long as the developer holds for sale in the ordinary course of business, five percent (5%) of the units within the condominium. Within seventy-five (75) days after the unit owners other than the developer are entitled to elect a member or members of the board of directors of the association, the association shall call and give not less than sixty (60) days' written notice of the meeting of the unit owners for this purpose. Such meeting may be called and notice given by any unit owner if the association fails to do so.

4. The names and addresses of the 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:

Charles W. Clary
1241 Airport Road
Destin, Florida 32540

Charles W. Clary, III
1241 Airport Road
Destin, Florida 32540

Robert A. Bonezzi
225 Main Street
Destin, Florida 32540

ARTICLE VII - 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
Charles W. Clary
1241 Airport Road
Destin, Florida 32540

VICE PRESIDENT
Robert A. Bonezzi
225 Main Street
Destin, Florida 32540

SECRETARY/TREASURER
Charles W. Clary, III
1241 Airport Road
Destin, Florida 32540

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ARTICLE VIII - 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 IX - 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 seventy-five percent (75%) of the entire membership of the board of directors or by not less than eighty percent (80%) 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 Okaloosa County, Florida.

ARTICLE X - Registered Agent

The association has named James W. Grimsley, whose address is 25 Walter Martin Road, NE, Fort Walton Beach, Florida 32548, as its agent to accept service of process within the State. That individual and that office address shall be registered agent and registered office, respectively.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures this 20th day of December, 1999.

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Witnesses:

Jill R. Graham
Typed Name: Jill R. Graham

Michele D Carpenter
Typed Name: Michele D Carpenter

Jill R. Graham
Typed Name: Jill R. Graham

Michele D Carpenter
Typed Name: Michele D Carpenter

Jill R. Graham
Typed Name:

Michele D Carpenter
Typed Name: Michele D Carpenter

Charles W. Clary (Seal)
Charles W. Clary

Charles W. Clary III (Seal)
Charles W. Clary, III

Robert A. Bonezzi (Seal)
Robert A. Bonezzi

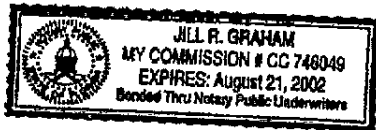
STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned notary public, personally appeared CHARLES W. CLARY, who is

- Personally known to me; or who has
- Produced _____ as identification

and who acknowledged before me that he executed the foregoing instrument for the uses and purposes therein expressed in the County and State last aforesaid.

WITNESS my hand and official seal this 20th day of December, 1999.



Jill R. Graham (Seal)
Notary Public
Typed Name:
My Commission Expires:
Commission #:

STATE OF FLORIDA
COUNTY OF Okaloosa

BEFORE ME, the undersigned notary public, personally appeared CHARLES W. CLARY, III who is

- Personally known to me; or who has
- Produced _____ as identification

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and who acknowledged before me that he executed the foregoing instrument for the uses and purposes therein expressed in the County and State last aforesaid.

WITNESS my hand and official seal this 20th day of December, 1999.



Jill R. Graham (Seal)
Notary Public
Typed Name:
My Commission Expires:
Commission #:

STATE OF FLORIDA
COUNTY OF OKALOOSA

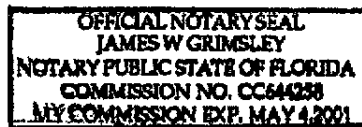
BEFORE ME, the undersigned notary public, personally appeared Robert A. Bonezzi, who is

- Personally known to me; or who has
- Produced _____ as identification

and who acknowledged before me that he executed the foregoing instrument for the uses and purposes therein expressed in the County and State last aforesaid.

WITNESS my hand and official seal this 20th day of December, 1999.

[Signature] (Seal)
Notary Public
Typed Name:
My Commission Expires:
Commission #:

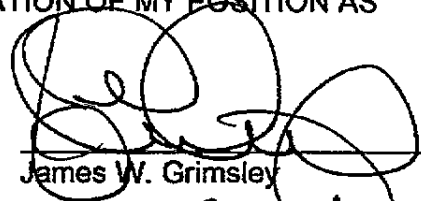


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OATH OF RESIDENT AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

 (Seal)
James W. Grimsley

Date: 20 December 1999

This instrument prepared by:
James W. Grimsley, Esquire
Smith, Grimsley, Bauman, Pinkerton,
Petermann & Wells
Post Office Box 2379
Ft. Walton Beach, Florida 32549
(850) 243-8194

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Exhibit 1 to Articles of Incorporation

Legal Description

Commence at the Southeast corner of Block 16, Silver Beach Subdivision, as recorded in Plat Book 1, at Page 16 ½, of the Public Records of Okaloosa County, Florida; thence go North 75°11'47" West along the South line of Silver Beach Subdivision, and the Westerly extension thereof, a distance of 342.30 feet; thence go North 14°48'13" East, a distance of 25.00 feet to the North Right-of-Way Line of State Road No. 30 (U.S. 98, R/W varies); thence go North 75°11'47" West along the Right-of-Way-Line, a distance of 100.00 feet to the East Line Airport Road, (Okaloosa County Road, 30-A, 100' R/W); thence go North 15°00'26" East along the aforesaid Right-of-Way Line, a distance of 825.00 feet to the Point of Beginning; thence continue North 15°00'26" East a distance of 439.67 feet to a Point of Curvature of a curve being concave Northwesterly and having a radius of 237.42 feet; thence Northeasterly through a central angle of 3°11'4" an arc distance of 13.25 feet (chord = 13.24 feet, chord bearing = North 13°24'23" East) to a point of intersection with the South line of an existing 100' wide Gulf Power Company easement and the aforesaid East line of Airport Road; thence departing East line of Airport Road go South 75° 11'47" East along said South line of Gulf Power Company easement, a distance of 200.37 feet, thence departing said South line go South 15°00'26" West, a distance of 452.91 feet; thence North 75°11'47" West, a distance of 200.00 feet to the East line of Airport Road and the Point of Beginning.

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