

LAW OFFICES

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December 5, 2006

Secretary of State  
Division of Corporations  
P. O. Box 6527  
Tallahassee, FL 32314

200003491002--4  
-12/07/06--01070--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Paradise Beach Homeowners Association, Inc.

Ladies and/or Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation of Paradise Beach Homeowners Association, Inc. Please file and return the copy to us with your date stamp. We would also like to get a certificate of status.

Our client's check in the sum of \$78.75 is enclosed for the incorporation fees and certificate of status.

Thank you for your assistance.

Sincerely,

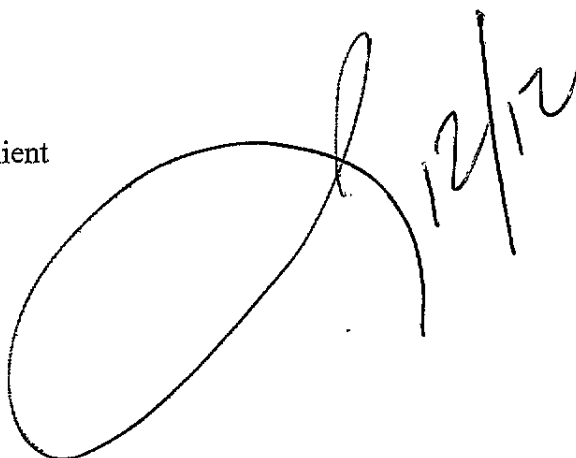


RAYMOND F. NEWMAN, JR.  
For the Firm

/pm

Encls.

cc: Client



FILED  
DEC-7 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PARADISE BEACH HOMEOWNERS ASSOCIATION, INC.**

00 DEC -7 AM 8:13  
FILED  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

The undersigned subscribers to these Articles of Incorporation, each being a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is PARADISE BEACH HOMEOWNERS ASSOCIATION, INC.

The principal office of the corporation and its mailing address is 50 Hatchew Road, Destin, Florida 32550.

**ARTICLE II - PURPOSES AND POWERS OF THE CORPORATION**

A. This is a non-profit corporation organized pursuant to Chapter 617 of the Florida Statutes, and it shall have a perpetual existence.

B. The purposes for which this corporation is formed are to enhance and protect the value, attractiveness and desirability of Paradise Beach Subdivision, Walton County, Florida, all phases thereof or additions thereto and to preserve, maintain and manage the common property of same and to enforce the Covenants, Conditions and Restrictions of Paradise Beach Subdivision.

C. This corporation shall possess and exercise all the powers and privileges granted by the laws of the State of Florida or by these Articles of Incorporation, together with any powers incidental thereto so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the purpose of the corporation.

**ARTICLE III - MEMBERSHIP OF THE CORPORATION**

A. Every person or entity who holds an ownership interest in any lot located in Paradise Beach Subdivision, Walton County, Florida, shall be a member of this corporation.

B. Membership shall not include persons or entities who hold an interest merely as security for the performance of an obligation.

C. Membership shall be appurtenant to, and may not be separated from, ownership of any lot. No member can assign, hypothecate or transfer in any manner, except as an appurtenance to his lot, his interest in the funds and assets of the corporation.

#### **ARTICLE IV-VOTING RIGHTS**

The corporation shall have two classes of voting members as follows:

A. Class A members shall be all lot owners with the exception of the developers, D. Clayton McHenry and Tracy R. Chaney, or their successors. Said owner or owners of each respective lot shall constitute one voting interest and shall be entitled to one vote. In no event shall more than one vote be cast with respect to any lot owned by Class A members.

B. Class B members shall be D. Clayton McHenry and Tracy R. Chaney, or their successors, and such Class B members shall be entitled to cast nine (9) votes for each lot owned. Class B membership shall cease and be converted to Class A membership as provided in the Covenants, Conditions and Restrictions of Paradise Beach Subdivision.

#### **ARTICLE V - ASSESSMENTS**

A. Each owner or owners of a lot located in Paradise Beach Subdivision, Walton County, Florida, shall pay, as a condition of membership in this corporation, annual and special assessment fees as provided in the Declaration of Covenants, Conditions and Restrictions of Paradise Beach Subdivision.

B. The funds and assets of this corporation shall belong solely to the corporation subject to the limitation that the same be expended, held or used for the purposes authorized herein.

#### **ARTICLE VI - RESTRICTIONS AND INDEMNITY**

A. The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be liable for the debts, liabilities or obligations of the corporation.

B. Each director or officer of this corporation shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him or her in connection with any proceedings to which he or she may be a party or in which he or she may become involved, by reason of his or her being or having been a director or officer of this corporation whether or not he or she 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 misfeasance or malfeasance in the performance of his or her duties, the right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer or director may be entitled.

## **ARTICLE VII - OFFICERS**

A. This corporation may have the following officers: President, Secretary and Treasurer, and such other officers as may be deemed desirable or necessary by the Board of Directors.

B. These officers shall be elected by the Board of Directors for a term of one (1) year from the date of installation or until such time as their successors are duly elected.

C. Only members of the corporation shall be eligible to hold office as officers.

## **ARTICLE VIII - DIRECTORS**

A. This corporation shall have a Board of Directors consisting of three (3) directors.

B. Directors shall be elected or appointed as stated in the By-Laws.

C. Only members of the corporation shall be eligible to hold office as a Director.

## **ARTICLE IX - AMENDMENTS**

An amendment or amendments to these articles of incorporation may be proposed either by a majority of the total voting interests of the corporation or by the Board of Directors of the corporation 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 two-thirds (2/3) of the total voting interests of the corporation at a meeting specially called for such purpose. The notice of said meeting shall describe the amendment or amendments being proposed.

## **ARTICLE X - BY-LAWS**

A. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time.

B. The By-Laws may be amended as provided therein.

## **ARTICLE XI - DISSOLUTION**

A. This corporation may be dissolved with the written assent of not less than 80% of the total voting interests of the corporation.

B. Upon dissolution of this corporation the assets, both real and personal, of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to that for which this corporation 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 devoted to such similar purposes.

## ARTICLE XII - SUBSCRIBERS

The names and addresses of the subscribers to these articles of incorporation are:

D. Clayton McHenry  
50 Hatchew Road  
Destin, FL 32550

Tracy R. Chaney  
50 Hatchew Road  
Destin, FL 32550


Patricia A. Mullins  
348 Miracle Strip Parkway, S.W., Ste. 7  
Ft. Walton Beach, FL 32548

## ARTICLE XIII - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent is D. Clayton McHenry. The street address of the initial registered agent of this corporation is: 50 Hatchew Road, Destin, FL 32550.

IN WITNESS WHEREOF, we, the undersigned incorporators, have hereunto set our hands and seals this \_\_\_\_\_ day of November, 2000, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make and file in the Office of the Secretary of State of Florida this certificate of incorporation and certify that the facts herein stated are true.

  
D. Clayton McHenry

  
Tracy R. Chaney

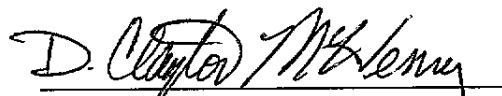
  
Patricia A. Mullins

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

The following is submitted in compliance with Section 617.0501, Florida Statutes:

PARADISE BEACH HOMEOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office in the City of Destin, Florida, has named D. Clayton McHenry, 50 Hatchew Road, Destin, FL 32550, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
D. Clayton McHenry

**FILED**  
00 DEC - 7 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA