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Account Number : I19980000079
Phone : (850) 837-7021
Fax Number : (850) 837-8121

FLORIDA NON-PROFIT CORPORATION

Sand Cliffs Gulf Side Alliance, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

**SAND CLIFFS GULF SIDE ALLIANCE, INC.
(a Florida not-for-profit corporation)**

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TALLAHASSEE, FLORIDA

The undersigned adopts the following Articles for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, and certifies as follows:

Article I

Name

The name of the Corporation shall be SAND CLIFFS GULF SIDE ALLIANCE, INC. For convenience, the Corporation shall be referred to in this instrument as the "Corporation".

Article II

Address

The principal place of business and mailing address of this corporation shall be 28 Walton Buena Vista, Panama City Beach, Florida 32413.

Article III

Purpose

The purpose for which the Corporation is organized is to preserve and protect the property values of Sand Cliffs property owners and all other powers prescribed under Chapter 617, Florida Statutes.

Article IV

Powers

The powers of the Corporation shall include and be governed by the following provisions:

A. The Corporation shall have all of the powers conferred upon a not-for-profit corporation under Florida statutory and common law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles and the Bylaws, including, without limitation, the power to:

- (i) manage, control, operate, maintain, repair and improve property for which

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the Corporation by rule, regulation, covenant or contract has a right or duty to provide such services;

(ii) to enforce covenants, conditions or restrictions affecting any property to the extent the Corporation may be authorized to do so under the Bylaws;

(iii) to engage in activities which will actively foster, promote and advance the common interests of all Members of the corporation;

(iv) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purpose of the Corporation, subject to such limitations as may be set forth in the Bylaws;

(v) to borrow money for any purpose, subject to such limitations as may be contained in the Bylaws;

(vi) to enter into, make, perform or enforce contracts of every kind and description and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Corporation, with or in association with any other corporation, association, or other entity or agency, public or private;

(vii) to act as agent, trustee, or other representative of other corporations, firms or individuals, and as such to advance the business or ownership interests in such corporations, firms or individuals;

(viii) to adopt, alter and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Corporation.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or thereafter be permitted by law; the powers specified in each of the paragraphs of this Article IV are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

B. The Corporation shall make no distributions of income to its members, directors or officers.

Article V Manner of Election

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The directors of the corporation shall be elected or appointed by a majority vote of the members.

Article VI
Term

The Corporation shall be of perpetual duration.

Article VII
Directors

A. The affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) directors. The number of directors may be increased or decreased, but never fewer than three (3), in accordance with the Bylaws.

B. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Art Hall	169 Walton Buena Vista, Panama City Beach, FL 32413
Cheryl Hall	169 Walton Bucna Vista, Panama City Beach, FL 32413
Bob Harden	207 Sand Cliffs Drive, Panama City Beach, FL 32413

C. The method of election, removal and filling of vacancies on the Board of Directors and the term of office of directors shall be as set forth in the Bylaws.

D. The Board may designate its operating authority to such corporations, individuals and committees as it, in its discretion, may determine.

Article VIII
Bylaws

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

Article IX
Liability of Directors

To the fullest extent that the Florida Not For Profit Corporation Act, as it exists on the

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date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Corporation shall be personally liable to the Corporation or its members or any third party for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. Further, the Corporation agrees to indemnify and hold harmless any director from any costs and/or liability incurred as the result of actions by any third party against them personally which relate to their action or inaction in their capacity as a director of the Corporation.

Article X
Amendments

Amendments to these Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes. Any proposed amendment must be approved by Members representing 75% of the total membership in the Corporation.

Article XI
Dissolution

The Corporation may be dissolved only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Members representing 75% of the total membership in the Corporation. Upon dissolution of the Corporation, any remaining real property assets of the Corporation shall be dedicated to an appropriate non-profit entity to be used for purposes similar to those for which the Corporation was created. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

Article XII
Incorporator

The name of the incorporator of the Corporation is Dawn E. Larsh, Esq., whose address is: 36468 Emerald Coast Parkway, Building 2, Suite 2101, Destin, Florida 32541.

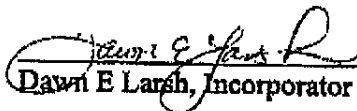
Article XIII
Registered Agent and Office

The initial registered office of the Corporation is 36468 Emerald Coast Parkway, Building 2, Suite 2101, Destin, Florida 32541 and the initial registered agent at such address is Dawn E. Larsh.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of April, 2001.


Dawn E Larsh, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT

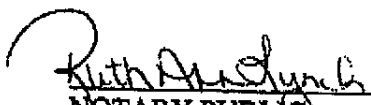
I, Dawn E. Larsh, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on this 11th day of April, 2001.


Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Dawn E. Larsh who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and said person acknowledged before me that he executed those Articles of Incorporation for the uses and purposes therein contained on this 11th day of April, 2001.




NOTARY PUBLIC
My Commission Expires:

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