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February 5, 2002

Via UPS No. 1Z F21 9V5 22 1000 271 3

Florida Department of State
Katherine Harris
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

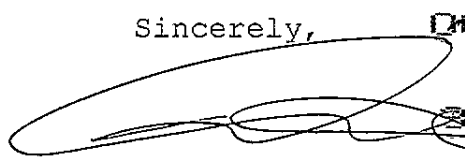
RE: Article of Incorporation of Martinique Owners Assoc., Inc.

Dear Ms. Harris:

Enclosed please find the original and one copy of the Articles of Incorporation, our filing fee check in the amount of \$35.00, for filing with your office on the above-referenced corporation. Please return a copy of the Articles to me upon filing.

If you have any questions, please do not hesitate to call.

Sincerely,


Derrick Bennett, Esq. ~~020004897653--1~~
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Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 14 AM 11:45
BR 27-4

W02-3905



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 11, 2002

DERRICK BENNETT, ESQUIRE
PO BOX 2422
PANAMA CITY, FL 32402

SUBJECT: MARTINIQUE OWNERS ASSOCIATION, INC.
Ref. Number: W02000003905

We have received your document for MARTINIQUE OWNERS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$35.00.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

If you have any further questions concerning your document, please call (850) 245-6919.

Beth Register
Corporate Specialist Supervisor
New Filings Section

Letter Number: 502A00008230

ARTICLES OF INCORPORATION

OF

MARTINIQUE OWNERS ASSOCIATION, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 14 AM 11:45

The undersigned, by these Articles associates himself for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME. The name of the corporation shall be "Martinique Owners Association, Inc," hereinafter referred to as the "Association", and the principal address for the Association is 15606 Front Beach Road, Panama City Beach, FL 32413.

ARTICLE II

PURPOSE. The purpose for which the Association is organized is to provide an entity pursuant to the Homeowners Association Statutes, which is Chapter 720, 617 and 607, Homeowners Association Statutes, (herein Act) for the operation, management, maintenance and control of Martinique Subdivision which is being developed by Andrews Hill, L.L.C., a Florida limited liability company. The development shall hereinafter referred to the "Subdivision". The Association shall make no distributions of income to its members, directors or officers. The development shall be controlled by a Declaration of Covenants and Restrictions which shall be recorded with the public records.

ARTICLE III

POWERS. The powers of the Association shall include and be

governed by the following provisions:

(A) The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the Declaration of Covenants and Restrictions of Martinique operated by the Association, hereinafter referred to as the "Declaration."

(B) The Association shall have all of the powers and duties set forth in the Declaration and these Articles and in the Act except where the Act allows limitations by these Articles or the Declaration and all of the powers and duties reasonably necessary to operate the Subdivision pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

(1) To purchase or otherwise acquire, hold title to and own fee simple or other lesser interest in real, personal or mixed property, wherever situated, including lots in the subdivision, and to lease, mortgage and convey same.

(2) To make and collect assessments against the members of the Association as lot owners to defray the costs, expenses and losses of the Subdivision and to defray the costs, expenses and losses of any other business, enterprise, venture or property interest of the Association.

(3) To use the proceeds of the assessments in the exercise of these powers and duties.

(4) To maintain, repair, replace and operate the

property of the Subdivision or any other property of the Association, including any Additional Property or Common Property, to include but not be limited to, any portions of the Stormwater Management System serving the development as exempted or permitted by applicable regulatory authority.

(5) To purchase insurance upon the property of the Subdivision or the property of the Association and insurance for the protection of the Association and its members as Subdivision owners.

(6) To reconstruct improvements after casualty and to further improve the property of the Subdivision operated by the Association or the property of the Association, subject to the Declaration of Martinique.

(7) To make and amend reasonable regulations respecting the use of the property in the Subdivision or the property of the Association.

(8) To approve or disapprove the transfer, mortgage and ownership of the lots as may be provided by the Declaration and Bylaws of the Association, hereinafter referred to as the "Bylaws."

(9) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the regulations for the use of the property of the Subdivision or the property of the Association.

(10) To contract for the management of the

Subdivision and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration to have approval of the Board of Directors or the membership of the Association.

(11) To contract with Andrews Hill, L.L.C., Neel Bennett, his heirs, successors and assigns.

(12) To contract for the management or operation of portions of common elements of the Subdivision property of the Association which may be susceptible to separate management or operation, and to lease such portions.

(13) To employ personnel to perform the services required for proper operation of the Association or the Subdivision.

(14) To hire attorneys or other professionals for the purposes of bringing legal action or enforcing rights in the name of and on behalf of the individual lot owners where such actions or rights are common to all of the lot owners; and to bring such action in the name of and on behalf of lot owners.

(C) All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration and of the Bylaws.

(D) The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration and Bylaws.

ARTICLE IV

MEMBERS.

(A) The members of the Association shall consist of the subscribers to these Articles and all of the record owners of lots in the Subdivision and after termination of the Subdivision, shall consist of those who are members at the time of such termination and their successors and assigns.

(B) After receiving approval of the Association required by the Declaration, change of membership in the Association shall be established by recording in the public records of Bay County, Florida a deed or other instrument establishing a record title to an lot in the Subdivision and the delivery to the Association of a certified copy of such instrument.. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

(C) The share of a member in funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his lot.

(D) The owner of each Lot shall be entitled to at least one (1) vote as a member of the Association, subject to the limitations in the Declaration and Bylaws. The exact number of votes to be cast by owners of a lot and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE V

DIRECTORS.

(A) The affairs of the Association will be managed by a Board consisting of not less than three (3) directors.

Directors of the Association shall be elected at an annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(B) The first election of Directors shall not be held until required by the Act, including §718.301 thereof, or until the Developer elects to terminate its control of the Association and the Subdivision operated by it, whichever occurs first. The Directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors and, if there are no remaining directors, such vacancies shall be filled by the Developer.

(C) 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:

<u>NAME</u>	<u>ADDRESS</u>
Neel Bennett	15606 Front Beach Road, Panama City Beach, FL 32413.
Mike Bennett	15606 Front Beach Road, Panama City Beach, FL 32413.

Clark Bennett

15606 Front Beach Road, Panama
City Beach, FL 32413.

ARTICLE VI

OFFICERS. The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and 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:

<u>NAME</u>		<u>ADDRESS</u>
Neel Bennett	President	15606 Front Beach Road, Panama City Beach, FL 32413.
Mike Bennett	Vice President	15606 Front Beach Road, Panama City Beach, FL 32413.
Clark Bennett	Secretary	15606 Front Beach Road, Panama City Beach, FL 32413.

ARTICLE VII

INDEMNIFICATION. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' 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 at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors and officers liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE VIII

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

ARTICLE IX

AMENDMENTS. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(A) 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.

(B) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the

amendment may express their approval in writing provided such approval is delivered to the secretary or assistant secretary at or prior to the meeting.

(C) Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon the Subdivision operated by the Association. No amendment shall be made that is in conflict with the Act or the Declaration or any other applicable law or regulation.

(D) Provided, further, that no amendment shall abridge, limit or alter the rights reserved by or granted to the Developer, Andrews Hill, L.L.C., Neel Bennett, their successors or assigns, or any successor developer, by these Articles, the Declaration or by the Bylaws without the prior written consent of Andrews Hill, L.L.C. it's successors or assigns, or a successor developer.

(E) A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Bay County, Florida.

ARTICLE X

TERM. The term of the Association shall be perpetual.

ARTICLE XI

INCORPORATOR. The name and address of the incorporator to these Articles of Incorporation are as follows:

NAME

Derrick Bennett

ADDRESS

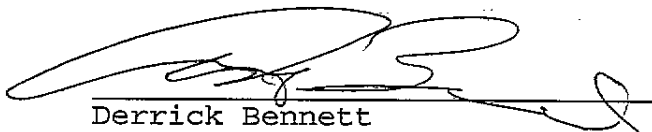
112 E. Third Ct.
Panama City, Florida 32401

ARTICLE XII

STORMWATER MANAGEMENT SYSTEM. The Association shall operate and maintain the Stormwater Management System serving the Subdivision as exempted or permitted by applicable regulatory agencies. Such operation and maintenance shall include future as well as present requirements of applicable regulatory authority, so long as they are lawful. Presently, such requirements include the following:

- A. The Association shall establish and maintain at all times grass vegetation to prevent erosion and to maintain soil porosity. Mowing and landscape maintenance shall be done on a monthly basis during the active growing season.
- B. The Association shall monitor sediment deposits in the surface detention/retention areas after each storm event. Sediments should be removed from the pipes and retention areas whenever an accumulation of 3 inches or more is present.
- C. The Association shall remove all accumulated debris at least two times as year.
- D. The Association shall re-grade the swale/retention areas as need to maintain the approved design cross section, line and grade.

IN WITNESS WHEREOF, the incorporator has affixed his signature this 6th day of February, 2002.


Derrick Bennett

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared Derrick Bennett, being by me personally known and first duly cautioned and sworn upon his oath, deposes and says that he signed the above Articles of Incorporation for the conditions and purposes therein stated.

SWORN TO AND SUBSCRIBED before me this 6th day of February, 2002.


Signature
Chryl A. Hood
Printed Name of Notary Public

My Commission Expires:



Chryl A. Hood
MY COMMISSION # CC998331 EXPIRES
May 27, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

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

In pursuance of Chapter 48.901, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- That The Martinique Owners Association, Inc
desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Bylaws, in the City of
Panama City Beach, County of Bay, State of Florida, has named
Derrick Bennett located at 112 East Third Court, City of Panama
City, County of Bay, State of Florida, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

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

By: 

DERRICK BENNETT
(Resident Agent)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 14 AM 11:45