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Division of Corporations

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From:

Account Name : MATTHEWS & HAWKINS, P.A.
Account Number : 119990000039
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FLORIDA NON-PROFIT CORPORATION

Walton County Property Owners Association, Inc.

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ARTICLES OF INCORPORATION

WALTON COUNTY PROPERTY OWNERS ASSOCIATION, INC. A NOT FOR PROFIT CORPORATION

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation.

ARTICLE 1. NAME AND ADDRESS

The name of the corporation shall be the Walton County Property Owners Association, Inc., hereinafter referred to as the "Corporation". The principal street address of the Corporation is c/o Matthews & Hawkins, P.A., 35 Clayton Lane, Santa Rosa Beach, FL 32459.

ARTICLE 2. DURATION

The duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE 3. PURPOSE

- a. The Corporation shall be a Not For Profit Corporation. It shall be organized, and at all times thereafter operated, for any lawful purposes not for pecuniary profit, including but not limited to the preservation and protection of property rights in Walton County, Florida, subject to the rules and bylaws as set forth in the bylaws of the Corporation, and to do everything necessary and proper for the accomplishment of any of said purposes, either alone or in association with other individuals, corporations or partnerships, including but not limited to state, county, federal and municipal entities; and generally, to perform such acts not inconsistent with law or the aims of the Corporation.
- b. The Corporation is formed and shall be operated exclusively for nonprofit purposes. No part of any net earnings shall inure to the benefit of any member or officer of the Corporation except as provided by law.
- c. The Corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.0302 of the Florida Not For Profit Corporation Act, as amended from time to time.

ARTICLE 4. QUALIFICATION AND ADMISSION OF MEMBERS

The authorized number, qualifications, and manner of admission of members of the Corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the Bylaws

of the Corporation.

ARTICLE 5. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is c/o Matthews & Hawkins, P.A., 607 Highway 98 East, Destin, FL 32541 and the name of the Corporation's initial registered agent at that address is Dana C. Matthews.

ARTICLE 6. FIRST BOARD OF DIRECTORS

The number of directors of the Board of the Corporation shall be not fewer than three, as determined by the Bylaws. The following three persons shall serve the Corporation as directors until the first annual meeting or other meeting called to elect directors:

Mikel Lee Perry 98 George Ellis Pt., Freeport, FL 32439
William H. Schissler 113 Logan Lane, Santa Rosa Beach, FL 32459
Richard E. Stafford 3812 W. County Road 30-A, Santa Rosa Beach, FL 32459

ARTICLE 7. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as incorporator is Dana C. Matthews, 607 Highway 98 East, Destin, FL 32541.

ARTICLE 8. BASIS UNDER WHICH CORPORATION ORGANIZED

The Corporation is organized under a non-stock basis. The Corporation is a corporation not for profit as defined by the Florida Not For Profit Corporation Act in Section 617.01401, Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors, trustees, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE 9. MANAGEMENT OF CORPORATE AFFAIRS

- a. Board of Directors. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a board of three directors. The number of directors provided for in these Articles of Incorporation may be changed as set forth in the Bylaws.
- b. Election of Directors. The method of electing directors shall be as set forth in the Bylaws.
- c. Election of Officers. Officers may be appointed by the directors of the Corporation at any regular or special meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the Bylaws.

ARTICLE 10. BYLAWS

The Bylaws of the Corporation may be made, altered, rescinded or adopted as set forth in the Bylaws.

ARTICLE 11. AMENDMENT OF ARTICLES

These Articles may be amended by a majority vote of the directors then in office, provided that the notice of the meeting shall state the nature of the proposed amendment.

In witness whereof, the undersigned incorporator of the Corporation has executed these Articles of Incorporation on this 11th day of June, 2002.



Dana C. Matthews, Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

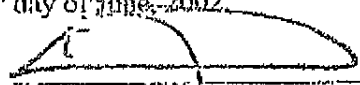
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **Walton County Property Owners Association, Inc.**
2. The name and address of the registered agent and office is:

**Dana C. Matthews, Esq.
Matthews & Hawkins, P.A.
607 Highway 98 East
Destin, Florida 32541**

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 11TH day of June, 2002.



Dana C. Matthews, Registered Agent