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03 MAR 28 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CORPORATE
ACCESS,
INC.**

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1.) Pura Vida Owner's Association, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 21, 2003

CORPORATE ACCESS INC.
236 EAST 6TH AVENUE
TALLAHASSEE, FL 32303

SUBJECT: PURA VIDA OWNERS' ASSOCIATION, INC.
Ref. Number: W03000008193

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03 MAR 28 AM 10:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for PURA VIDA OWNERS' ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 203A00017468

Corrected
Thanks,
Glinda

**ARTICLES OF INCORPORATION
OF
PURA VIDA OWNERS' ASSOCIATION, INC.**

In compliance with the requirements of Chapters 607 and 617, Florida Statutes, the undersigned, for the purposes of forming a corporation not for profit, do hereby adopt the following Articles of Incorporation for such corporation.

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03 MAR 28 PM 1:14
TALLAHASSEE
FLORIDA
CLERK OF CIRCUIT COURT

ARTICLE I - NAME

The name of the corporation shall be Pura Vida Owners' Association, Inc. (hereinafter "Association").

ARTICLE II - NON-PROFIT PURPOSE

The Association is formed exclusively for purposes for which a corporation may be formed under the Not-for-Profit Corporation Law of the State of Florida, and not for any pecuniary profit or financial gain. No part of the assets, income or profits of the Association shall be distributed to its members, directors or officers. The Association shall not engage in any activity prohibited to a not-for-profit corporation under the laws of the State of Florida.

ARTICLE III - GENERAL AND SPECIFIC PURPOSES AND POWERS

A. General Purposes. Subject to Article II hereof, the general purposes for which the Association is formed are to operate solely to provide for the acquisition, construction, annexation, management, maintenance and care of that certain real property located at the northeast corner of Lot 67, Block K, Open Sands A subdivision recorded in Plat Book 8, Page 67, in the Office of the Clerk of Circuit Court of Bay County, Florida as well as any additions thereto or phases thereof (hereinafter the "Subdivision") as will qualify it as a tax exempt real estate management association under Section 528 of the Internal Revenue Code of 1986, as amended, or similar provisions of subsequent federal tax laws.

B. Specific Purposes. Subject to part (A) of this Article III, the specific purposes for which the Association is formed include, among other things, the following:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in any Declaration of Covenants, Conditions and Restrictions for the Subdivision, which might hereafter be recorded in the Public Records of Bay County, Florida, and which Declaration refers to the "The Landings Owners' Association, Inc." (the "Declaration"), and as the same may be amended, supplemented or restated from time to time as therein provided;

2. To encourage the County of Bay and other appropriate governmental entities to provide property maintenance and upkeep of the public roads and public areas adjacent to and about the Subdivision, and if found desirable, to provide such maintenance and

upkeep by direct action;

3. To encourage the owners of properties in and about the Subdivision areas to maintain their properties in a manner which will reflect favorably upon the entire area and to enforce, to the extent practicable, the "Declaration"; and

4. To function as a clearinghouse and catalyst with respect to community betterment ideas, whether originating from individual residents or property owners in and about the Sub-division area, or with the Board of Directors of this Association.

C. Powers. Subject to Article II hereof, the Association shall have all the powers granted to a not-for-profit corporation under the laws of the State of Florida which are necessary or appropriate to carry out or implement the general and specific purposes set forth above and for which this Association is formed (except any power which invalidate its status as a "real estate management association" under Section 528 of the Internal Revenue Code of 1986, as amended, or similar provisions of subsequent federal tax laws). Specifically, but without limitation, the Association shall have the following powers:

1. All powers and privileges to perform all of the duties and obligations of the Association as set forth in the Declaration, and as the same may be amended or restated from time to time as therein provided;

2. To fix, levy, collect and enforce payment, by any lawful means, all amounts, charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all reasonable expenses incident to the conduct of the business of the Association, including all licenses, taxes or other governmental charges levied or imposed against any property or assets of the Association.

3. To acquire (by a gift, devise, lease, purchase or otherwise), own, hold, improve, build upon, erect, annex, construct, equip, operate, maintain, manage, sell, transfer, lease or otherwise convey, or to dedicate for public or community use, any real or personal property, or any interest therein, all upon such terms and conditions as the Association may deem necessary or appropriate;

4. To borrow money and to issue bonds, notes, debentures and evidences of indebtedness, and to secure the same by mortgage, pledge, deed of trust, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

5. To participate in mergers or consolidations with other not-for-profit corporations organized for same or similar purposes, provided that any such merger or consolidation shall have the written consent of two-thirds of the Association's members, and to annex additional real property as provided for in the Declarations.

ARTICLE IV - MEMBERSHIP AND VOTING RIGHTS

A. The Association shall consist of all Owners (as defined in the Declaration) of Lots (as defined in the Declaration) in the Subdivision whose Declaration refers the Pura Vida Owners' Association, Inc. Every Owner of a Lot in the Subdivision whose Declaration refers to the Pura Vida Owners' Association, Inc. shall be a member of the Association. Membership shall be appurtenant to and may not be separated from the ownership of any Lot.

B. Except as otherwise expressly provided for in the Declaration, each Owner shall be entitled to one vote for each Lot owned. When more than one person holds an ownership in any Lot, all such persons shall be members and the one vote for each such Lot shall be exercised as they determine. In no event shall more than one vote be cast with respect to any one Lot.

ARTICLE V - TERM

The term for which this Association is to exist shall be perpetual, commencing with the filing of these Articles of Incorporation with the Florida Department of State's Office.

ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS

A. **Board of Directors.** The powers of the Association shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the bylaws of the Association provided that there shall never be less than three (3), nor more than nine (9), directors. The initial directors' terms of office shall expire at the first annual meeting of members. The names and addresses of the initial directors of the Association are as follows:

Name

Christine L. McLaughlin
250 Escanaba Avenue
Panama City Beach, FL 32413

Carl Allen
101 Monte Palo
Panama City Bch. FL 32413

Molly Allen
16211 Lullwater Dr.
Panama City Bch., FL
32413

The first election of directors shall be held at the first annual meeting of members at which time the members shall elect (or re-elect) three directors as follows: one director shall be elected (or re-elected) for a three year term, one director shall be elected (or re-elected) for a two year term, and one director shall be elected (or re-elected) for a one year term. Thereafter, the next class of directors shall be elected by the membership at each subsequent annual meeting of the membership for a three year term.

B. **Corporate Officers.** The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the bylaws of the Association may authorize the directors to elect from time to time. Officers shall

be elected by a majority of the directors and at the annual meeting of the directors. Until the first annual meeting of the directors, the following persons shall serve as corporate officers:

<u>Office</u>	<u>Name</u>
President	Christine L. McLaughlin
Vice President	Christine L. McLaughlin
Secretary/Treasurer	Christine L. McLaughlin

ARTICLE VII - BYLAWS

The bylaws of the Association are to be made, and may be amended, altered or rescinded, by the Board of Directors of the Association.

ARTICLE VIII - AMENDMENT

Amendment of these Articles of Incorporation shall be proposed by motion of twenty members of the Association or by resolution of the Board of Directors, and shall be adopted by a vote of two-thirds of the members present at any regular meeting of the members of the Association, or at any special meeting of the members of the Association called for that purpose.

ARTICLE IX - REGISTERED AGENT

Until changed, the Registered Agent of the Association upon whom process may be served is Christine L. McLaughlin, 250 Escanaba Avenue, Panama City Beach, FL 32413 and the street address of the principal office of this corporation is 250 Escanaba Avenue, Panama City Beach, FL 32413.

ARTICLE X - DISTRIBUTION OF DISSOLUTION

Upon the dissolution of the Association (other than incident to merger or consolidation) the directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational or scientific purposes as shall then qualify it as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the directors may determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Bay County, Florida, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, for the purpose of forming the Association under the laws of the State of Florida, we, the undersigned, constituting the incorporators of the Association, have executed these Articles of Incorporation on the day indicated.

DATED this 13 day of March, 2003.


Christine L. McLaughlin

STATE OF FLORIDA

COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **CHRISTINE L. McLAUGHLIN**, who is personally known to me to be the person described in and who executed the foregoing instrument or who produced her _____ as identification, and who after having taken an oath, acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of March, 2003.

Yona R. Darrow
NOTARY PUBLIC
Print Name: Yona R. Darrow
Commission No.: _____
My Commission Expires: _____

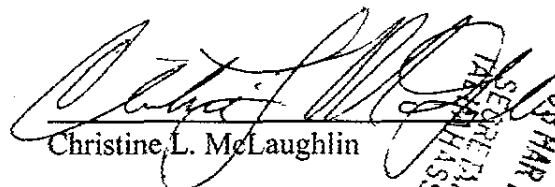


Yona R. Darrow
My Commission DD077570
Expires February 23, 2004

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Christine L. McLaughlin, hereby accept the appointment as Registered Agent for the Pura Vida Owners' Association, Inc. as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have set my hand this 13 day of March, 2003.


Christine L. McLaughlin

FILED
03 MAR 28 PM 1:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA