

No3000004031

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

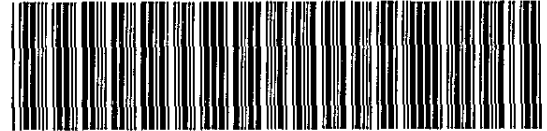
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700017538997

05/12/03--01013--015 \*\*78.75

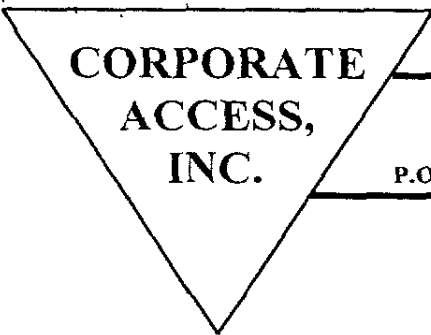
W03-13539

RECORDED  
03 MAY 12 11 09 11  
DIVISION OF CORPORATION

2003 MAY 12 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

5513-03



236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

**WALK IN**

PICK UP 5/2

CERTIFIED COPY \_\_\_\_\_

\_\_\_\_\_ CUS \_\_\_\_\_

\_\_\_\_\_ PHOTO COPY \_\_\_\_\_

FILING Arts \_\_\_\_\_

1.) Landmark Pier Owners 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

May 12, 2003

CORPORATE ACCESS, INC.

SUBJECT: LANDMARK PIER OWNERS ASSOCIATION, INC.  
Ref. Number: W03000013539

We have received your document for LANDMARK PIER 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):

You must list at least one incorporator with a complete business street address.

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) 245-6928.

Tim Burch  
Document Specialist  
New Filings Section

Letter Number: 403A00029079

Corrected 5/12/03  
Thanks! :)

**ARTICLES OF INCORPORATION OF  
LANDMARK PIER OWNERS ASSOCIATION, INC.**

**FILED**  
2003 MAY 12 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

**ARTICLE I - NAME**

The name of the corporation shall be Landmark Pier 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 management, maintenance and care of a portion of that certain pier and boat slips located adjacent to Landmark on St. Andrews Bay, a Condominium, located in Panama City, Bay County, Florida, which is recorded in the Public Records of Bay County, Florida in Official Records Book 2096, Page 1760 (the "Declaration"), as will qualify it as a tax exempt "residential 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 Article 26 of the Declaration, and as the same may be amended, supplemented or restated from time to time as therein provided;

2. To encourage and oversee the maintenance and repair of the pier and boat slips and to promulgate appropriate rules and regulations for the use and enjoyment of the pier and boat slips.

3. To function as a point of contact with The Association of Landmark Condominium, Inc., (the "Condominium Association"), for the purpose of assuring the mutual

benefits and privileges afforded to members of both the Association and the Condominium Association.

4. To function as a clearinghouse and catalyst with respect to community betterment ideas, whether originating from individual boat slip owners or condominium property owners in and about the 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 "residential 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; 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 residential real property as provided for in the Declarations.

#### **ARTICLE IV - MEMBERSHIP AND VOTING RIGHTS**

A. The Association shall consist of all Owners of individual boat slips. Every Owner shall be a member of the Association. Membership shall be appurtenant to and may not be separated from the ownership of any boat slip. All Owners must be members of the Condominium

Association and own a Unit within the condominium.

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

#### **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, nor more than five (5), 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:

<u>Name</u>	<u>Address</u>
Jack Londono	2100 West Beach Drive, Panama City, FL 32401
Willie Gardner	2100 West Beach Drive, Panama City, FL 32401
Steve Wilson	2100 West Beach Drive, Panama City, FL 32401

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	Jack Londono
Vice President	Willie Gardner
Secretary/Treasurer	Steve Wilson

#### **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 five (5) 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 John L. Gioiello, Esquire, whose office address is 404 Jenks Avenue, Panama City, Florida 32401, and the street address of the principal office of this corporation is 2100 West Beach Drive, Panama City, Florida 32401.

#### **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.

#### **ARTICLE XI - CONDOMINIUM ASSOCIATION RIGHTS**

The Condominium Association, acting through their Board of Directors, shall have the right

to approve any and all alterations, modifications or additions to the pier and boat slips. No modifications or alterations may be undertaken without the written consent of the Condominium Association.

**ARTICLE XII- SLIP NUMBER 21**

The owner of Slip Number 21, which consists of the east and south sides of the Pier, shall have the right to subdivide same, to add such additional slips as he sees fit, subject to appropriate approval by any applicable governmental authority, and to dock personal watercraft for both sale and lease.

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 9 day of may, 2003.



John L. Gioiello  
Incorporator

404 JENKS AVENUE  
PANAMA CITY, FL 32401

STATE OF FLORIDA

COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JOHN L. GIOIELLO, who is personally known to me to be the person described in and who executed the foregoing instrument or who produced \_\_\_\_\_ 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 9 day of may, 2003.

Yona R. Darrow  
NOTARY PUBLIC



**Yona R. Darrow**

Print Name: \_\_\_\_\_

Commission No. \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



Yona R Darrow  
My Commission DD077570  
Expires February 23, 2004

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, John L. Gioiello, hereby accept the appointment as Registered Agent for Landmark Pier Owners Association, Inc. as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have set my hand this 9 day of may, 2003.

  
JOHN L. GIOIELLO