

NO30000007942

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax and edit number (shown below) on the top and bottom of all pages of the document.

(((H03000276168 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : LAW OFFICES OF LAMAR A. CONERLY, P.A.
Account Number : T20020000085
Phone : (850) 837-5118
Fax Number : (850) 837-5187

FLORIDA NON-PROFIT CORPORATION

Mandalay Beach Resort Owner's Association, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

LAW OFFICES OF
LAMAR A. CONERLY, P.A.

POST OFFICE BOX 6944
4481 LEGENDARY DRIVE, SUITE 200
DESTIN, FLORIDA 32550

LAMAR A. CONERLY*
JOHN F. COLOWICH**

TELEPHONE (850) 837-5118
FACSIMILE (850) 837-5187

* ALSO ADMITTED IN MISSISSIPPI
** ALSO ADMITTED IN LOUISIANA

E-MAIL: conerly@destin-law.com
E-MAIL: colowich@destin-law.com

September 12, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

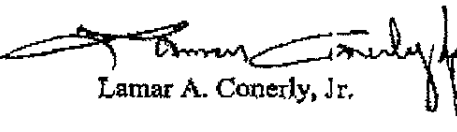
RE: Articles of Incorporation for Mandalay Beach Resort Owner's Association, Inc.

Dear Sir/Madam:

Enclosed herewith please find the Articles of Incorporation for the above-captioned non-profit corporation. Once same has been filed, please send a confirmation to our office at 850-837-5187.

Thank you for your prompt attention to this matter.

Very truly yours,


Lamar A. Conerly, Jr.

LCJ/kjv
Enclosures

cc: Frank Kovach
Mr. and Mrs. Ronald Browning



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 15, 2003

LAW OFFICES OF LAMAR A. CONERLY

SUBJECT: MANDALAY BEACH RESORT OWNER'S ASSOCIATION, INC.
REF: W03000026195

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

If you have any further questions concerning your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filings Section

FAX Aud. #: W030000276168
Letter Number: 403A00050970

FILED

03 SEP 15 AM 7:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MANDALAY BEACH RESORT OWNER'S ASSOCIATION, INC.

The undersigned, by these Articles associate themselves 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 "Mandalay Beach Resort Owner's Association, Inc." (the "Association").

PRINCIPAL ADDRESS: The principal address of the corporation shall be 19979 Front Beach Road, Panama City Beach, Florida 32541.

ARTICLE II

PURPOSE. The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes, 2000, for the operation, management, maintenance and control of the Condominium being developed by Mandalay Beach Resort L.L.C., its successors and assigns, the "Developer". The Association shall make no distribution of income to its members, directors or officers.

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 under Chapter 617, Florida Statutes, and all of the statutory powers of a corporation under chapter 607, Florida Statutes (where permitted as to a corporation not for profit), to the extent not in conflict with the terms of these Articles or the Declaration of Condominium of the Condominium.

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

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

(2) To make and collect assessments against the members as unit owners to defray the costs, expenses and losses of the Condominium 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 Condominium or any other property of the Association, including, but not limited to, any portions of the Stormwater Management System serving the condominium as exempted or permitted by applicable regulatory authority that may become part of the Common Elements or property of the Association.

(5) To purchase insurance upon the property of the Condominium, the other property of the Association and insurance for the protection of the Association and its members.

(6) To reconstruct improvements after casualty and to further improve the property of the Condominium or any other property of the Association.

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

(8) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium of the Condominium, these Articles, the By-Laws of the Association and regulations for the use of the property of the Condominium or the other property of the Association.

(9) To contract for the management of the Association, the Condominium or any portion thereof, and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration of Condominium of the Condominium to have approval of the Board of Directors or the membership of the Association.

(10) To contract with the Developer, its successors and assigns, and any of the partners of the Developer, their officers, directors, partners or shareholders.

(11) To acquire fee simple title to, to lease, acquire memberships or acquire other possessory or use interest in and to operate lands and facilities, whether or not contiguous to the lands of the Condominium intended to be provided for the enjoyment, recreation or other use or benefit of the members, or a substantial number of the members, of the Association.

(12) To employ personnel to perform the services required for the proper operation, management, maintenance or control of the Association, the Condominium or any other property of the Association.

(13) To hire attorneys or other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the members of the Association where such actions or rights are common to all members, or a substantial number of the members; and to bring such action in the name of and on behalf of the members.

(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 of Condominium of the Condominium and by the By-Laws of the Association.

ARTICLE IV

MEMBERS.

(A) The members of the Association shall consist of all of the record owners of units in the Condominium and after termination of the Condominium, shall consist of those who are members at the time of such termination and their successors and assigns.

(B) A 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 a unit in the Condominium 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 the funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

(D) The owner of each unit in the Condominium shall be entitled to at least one (1) vote as a member of the Association. The manner of exercising voting rights shall be determined by the By-Laws 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) nor more than seven (7) directors who shall be designated or elected as hereinafter set forth. Directors need not be members of the Association.

(B) The names and addresses of the members of the first Board of Directors who have been designated as such by the Developer and who shall hold office until their successors are designated or elected as herein provided and have qualified or until removed as herein provided are as follows:

NAME

ADDRESS

Frank Kovach

11223 Emerald Coast Parkway
Destin, Florida 32540

Ron Browning

71 Azure Place
Destin, Florida 32541

Kirt W. Clark

2460 West 30A
Santa Rosa Beach, Florida 32459

The Developer shall have the right to designate the members of the Board of Directors for so long as the law will permit it to do so. This right includes the right by the Developer, in its sole discretion, to change or remove, from time to time, directors it has designated and the right to fill vacancies on the Board of Directors, as to those directors it is allowed by law to designate. Unit Owners, other than the Developer, shall have the right to elect such directors at such time and in such manner as the law requires.

(C) Until unit owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the Board of Directors shall consist of three (3) members. The first election of Directors shall not be held until required by the Condominium Act, including Section 718.301(1) (a)-(e) thereof, or until the Developer elects to terminate its control of the Association. The provisions of Section 718.301 (1) (a)-(e) are set forth in Article (D) below.

(D) Section 718.301 (1) (a-e) of the Condominium Act provides as follows:
"718.301 Transfer of association control.-

- (1) When unit owners other than the developer own 15 percent or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the developer shall be entitled to elect no less than one-third of the members of the board of administration of the association. Unit owners other than the developer are entitled to elect not less than a majority of the members of the board of administration of an association:
 - (a) Three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;
 - (b) Three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;
 - (c) When all the units that will be operated ultimately by the association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business;
 - (d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business; or
 - (e) Seven years after recordation of the Declaration of Condominium; or in the case of an association which may ultimately operate more than one condominium, 7 years after recordation of the declaration for the first condominium it operates; or, in the case of an association operating a phase condominium created pursuant to §718.403, 7 years after recordation of the declaration creating the initial phase, whichever occurs first. The developer is entitled to elect at least one member of the board of administration of an association as long as the developer holds for sale in the ordinary course of business at least 5 percent, in condominiums with fewer than 500 units, and 2 percent, in condominiums with more than 500 units, of the units in a condominium operated by the association. Following the time the developer relinquishes control of the association, the developer may exercise the right to vote any developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the association or selecting the majority members of the board of administration."

(E) Beginning with the election at which unit owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the affairs of the Association will be managed by a Board consisting of seven (7) directors. After unit owners other than the Developer are entitled to elect a majority of the members of the Board of Directors, directors of the Association shall be elected at the annual meeting of the members in the manner determined

by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

ARTICLE VI

OFFICERS. The affairs of the Association shall be administered by the officers designated in the By-Laws. 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>ADDRESSES</u>
Frank Kovach, President	11223 Emerald Coast Parkway Destin, Florida 32550
Ron Browning, Vice President	71 Azure Place Destin, Florida 32541
Kirt W. Clark	2460 West 30A Santa Rosa Beach, Florida 32459

ARTICLE VII

INDEMNIFICATION. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's 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 of the Association, whether or not he is a 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

BY-LAWS. The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

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 amendments may express their approval in writing provided such approval is delivered to the secretary or assistant secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be either by:

(1) Not less than two-thirds (2/3) of the voting interests of the entire membership of the Association, or

(2) Until the transfer of control from the Developer to unit owners other than the Developer, by two-thirds (2/3) of the directors.

(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 Condominium.

(D) Provided, further, that no amendment shall abridge, limit or alter the rights reserved by or granted to the Developer, its successors or assigns, or any successor developer, by

these Articles or By-Laws without the prior written consent of the Developer, its 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

SUBSCRIBERS. The names and addresses of the subscribers to these Articles of Incorporation are as follows:

NAME

ADDRESS

Frank Kovach

11223 Emerald Coast Parkway
Destin, FL 32550

Ron Browning

71 Azure Place
Destin, FL 32541

ARTICLE XII

APPOINTMENT OF REGISTERED AGENT AND OFFICE. Lamar A. Conerly, Jr., Esq., is hereby appointed to serve as Registered Agent of the Association. The street address of the Registered Office of the Registered Agent is 4481 Legendary Drive, Suite 200, Destin, Florida 32541.

ARTICLE XIII

DISPOSITION OF ASSETS UPON DISSOLUTION. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency or utility or to any non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.

IN WITNESS WHEREOF, the subscriber has affixed his signature this 20th day of August, 2003.


FRANK KOVACH


RON BROWNING

STATE OF FLORIDA
COUNTY OF DALWOSA

The foregoing instrument was acknowledged before me this 20th day of August, 2003, by Frank Kovach, who is personally known to me or who has produced FL DL.

(SEAL)



Charlene Chang
My Commission DD038402
Expires July 04, 2005


Notary Public

STATE OF FLORIDA
COUNTY OF Ocala

The foregoing instrument was acknowledged before me this 28th day of August, 2003, by Ron Browning, who is personally known to me or who has produced Fl. Drivers License

(SEAL)

Lisa M. Ward
Notary Public



Lisa M. Ward
My Commission DD198899
Expires March 31, 2007

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE:

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

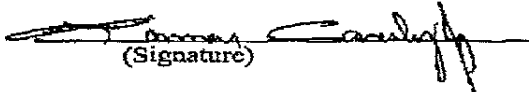
1. The name of the corporation is:

Mandalay Beach Resort Owner's Association, Inc.

2. The name and address of the registered agent and office is:

Lamar A. Conerly, Jr., Esq.
Law Offices of Lamar A. Conerly, P.A.
4481 Legendary Drive, Suite 200
Destin, FL 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.


(Signature)

8-27-03
(Date)

FILED
03 SEP 15 AM 7:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA