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FLORIDA NON-PROFIT CORPORATION

GRAND DUNES II CONDOMINIUM OWNERS' ASSOCIATION, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

November 19, 2004

RICHARD P PETERMAN

SUBJECT: GRAND DUNES II CONDOMINIUM OWNERS' ASSOCIATION, INC.
REF: WD4000042524

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STATE OF FLORIDA
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

GRAND DUNES II CONDOMINIUM OWNERS' ASSOCIATION, INC.

ARTICLE I. NAME

The name of this corporation is GRAND DUNES II CONDOMINIUM OWNERS' ASSOCIATION, INC., 219 Scenic Gulf Drive, Destin, Florida 32550, hereinafter called Association.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of providing an entity pursuant to Section 718.111, Florida Statutes, for the operation of GRAND DUNES II, A Condominium located in Walton County, Florida. Further, the Association shall operate and maintain any stormwater management system and any stormwater discharge facility exempted or permitted by the Florida Department of Environmental Regulation or other state agency on the property of the Association, and shall have all powers necessary to establish rules and regulations, assess members, and contract for services for the maintenance and operation thereof.

ARTICLE III. TERM

The term of the Association shall be the life of the condominium, unless the Association is terminated by the Declaration. Upon any such termination, any stormwater management system or discharge facility for which the Association is responsible shall be maintained by local government units, including Walton County or any municipality, a municipal service taxing unit, an active water control district, a drainage district created by special act, a community development district created under Chapter 190, Florida Statutes, a special assessment district created under Chapter 170, Florida Statutes, a state or federal agency, any duly constituted communication, water, sewer, electrical or other public utility, or any entity acceptable to the Department of Environmental Regulation or its successor under its rules and regulations.

ARTICLE IV. SUBSCRIBER

The names and addresses of the subscribers of these Articles of Incorporation is as follows:

PAUL R. FREEMAN
9815 Hwy. 98 West
Destin, Florida 32550

DEBRA D. WILLIAMS
9815 Hwy. 98 West
Destin, Florida 32550

BRAD R. BERMAN
9815 Hwy. 98 West
Destin, Florida 32550

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ARTICLE V. DIRECTORS

1. The affairs of the Association will be managed by a board consisting of the number of directors as shall be determined by the By-Laws, but not less than three directors and in the absence of such determination shall consist of three directors.

2. 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 of the Board of Directors shall be filled in the manner provided in the By-Laws.

3. When unit owners other than the Developer own fifteen percent (15%) or more of the units within the condominium, the unit owners other than the Developer shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors of the Association. Unit owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors of the Association three (3) years after sales by the Developer have been closed on fifty percent (50%) of the units within the condominium, within three (3) months after sales have been closed by the Developer on ninety percent (90%) of the units within the condominium, when all of the units within the condominium have been completed, some of them have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business, 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 seven years after recordation of the declaration of condominium, whichever of the foregoing events shall first occur. The Developer shall be entitled to elect at least one member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the units within the condominium. Within seventy-five (75) days after the owners other than the Developer are entitled to elect a member or members of the Board of Directors of the Association, the Association shall call and give not less than sixty (60) days' notice of an election for this purpose. The notice may be given by an owner if the Association fails to do so.

4. 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:

PAUL R. FREEMAN
9815 Hwy. 98 West
Destin, Florida 32550

DEBRA D. WILLIAMS
9815 Hwy. 98 West
Destin, Florida 32550

BRAD R. BERMAN
9815 Hwy. 98 West
Destin, Florida 32550

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ARTICLE VI. OFFICERS

The affairs of the Association shall be administered by the officers elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, which officers 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:

President:	Paul R. Freeman
Vice President:	Brad R. Berman
Secretary/Treasurer:	Debra D. Williams

ARTICLE VII. 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 VIII. AMENDMENTS

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

1. 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.
2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting.
3. Approval of an amendment must be by not less than 75% of the votes of the entire membership of the Association.
4. No amendments shall make any changes in the qualifications for membership nor the voting rights of members.
5. A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Walton County, Florida.

ARTICLE IX. RESIDENT AGENT

The Association has named RICHARD P. PETERMANN, whose address is 25 Walter Martin Road NE, Fort Walton Beach, Florida, 32548, as its resident agent to accept service of process within the State.

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IN WITNESS WHEREOF, the subscriber has hereunto affixed his signature this 19th day of April, 2004.

Paul R. Freeman
Paul R. Freeman

Brad R. Berman
Brad R. Berman

Debra D. Williams
Debra D. Williams

STATE OF Florida
COUNTY OF Okaloosa

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Paul R. Freeman who is personally known to me; or who produced _____ as identification to me known to be the person described in and who executed the foregoing and acknowledged before me that they executed the same for the uses and purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of April, 2004.



(SEAL)

Nancy M. Shumet
NOTARY PUBLIC

STATE OF Florida
COUNTY OF Okaloosa

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Brad R. Berman who is personally known to me; or who produced _____ as identification to me known to be the person described in and who executed the foregoing and acknowledged before me that they executed the same for the uses and purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of April, 2004.



(SEAL)

Nancy M. Shumet
NOTARY PUBLIC

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TALLAHASSEE FLORIDA

STATE OF Florida
COUNTY OF Okaloosa

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **Debra D. Williams** who is personally known to me; or who produced _____ as identification to me known to be the person described in and who executed the foregoing and acknowledged before me that they executed the same for the uses and purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of April, 2004.

(SEAL)



Nancy M. Shimet
NOTARY PUBLIC

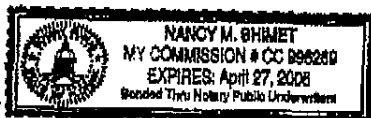
OATH OF RESIDENT AGENT

I, **RICHARD P. PETERMANN**, having been named to accept service of process for **GRAND DUNES II CONDOMINIUM OWNERS' ASSOCIATION, INC.**, at 25 Walter Martin Road NE, Fort Walton Beach, Florida, 32548, hereby accepts to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

Richard P. Petermann
RICHARD P. PETERMANN

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 19th day of April, 2004, by **Richard P. Petermann**, who is personally known to me.



Nancy M. Shimet
NOTARY PUBLIC