

N04814

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

Navarre Beach Board
of Realtors, Inc.

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Requested by DOH 9/22 8:30

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- Art of Inc. File Amended
- LTD Partnership File _____
- Foreign Corp. File Articles
- L.C. File _____
- Fictitious Name File _____
- Name Reservation _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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 TALLAHASSEE, FLORIDA
 RECEIVED
 97 SEP 22 AM 9:57
 DIVISION OF CORPORATION



RECEIVED
FLORIDA DEPARTMENT OF STATE
SEP 21 1997 9:56 AM
Sandra B. Northam
Secretary of State
DIVISION OF CORPORATIONS

September 22, 1997

Capital Connection, Inc.
417 E. Virginia Street
Suite 1
Tallahassee, FL 32302

SUBJECT: NAVARRE BEACH BOARD OF REALTORS, INC.
Ref. Number: NQ4814

We have received your document for NAVARRE BEACH BOARD OF REALTORS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 597A00046889

Corrected

**FIRST AMENDED ARTICLES OF INCORPORATION
OF
NAVARRE BEACH BOARD OF REALTORS, INC.**

A Florida Not For Profit Corporation

The undersigned, acting as incorporator(s) of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt(s) the following Articles of Incorporation:

**Article I
Name**

The name of the corporation is Navarre Beach Board of Realtors.

**Article II
Duration**

The corporation shall have perpetual duration.

**Article III
Principal Place of Business and Mailing Address**

The principal place of business and the mailing address of the corporation shall be:
Navarre Beach Board of Realtors, 8851 Navarre Parkway, Navarre, Florida 32566.

**Article IV
Purpose**

The corporation is a not for profit corporation. The purposes of this corporation shall be:

- a) To unite those engaged in the recognized branches of the real estate business in this community for the purpose of exerting a beneficial influence upon the professional and related interests;
- b) To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced;
- c) To promote and maintain the high standards of conduct in the real estate profession as expressed in the Code of Ethics of the National Association of Realtors;
- d) To further the interest of home and other real property ownership;
- e) To unite those engaged in the real estate profession in this community with the Florida Association of Realtors and the National Association of Realtors, thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein;

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TALLAHASSEE, FLORIDA

- f) To designate for the benefit of the public, those individuals within the jurisdiction authorized to use the term "Realtor" as licensed, prescribed and controlled by the National Association of Realtors.
- g) To exercise and possess any and all other powers, rights and privileges provided for a corporation organized under Florida Statutes Chapter 617 the Non-Profit Corporation Law of the State of Florida, by law, may now or hereafter have or exercise.

Article V
Manner of Election of Directors
and . . . Board of Directors

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be a number pursuant to the Bylaws of this corporation. The original subscriber's officers and directors of these Articles of Incorporation are as follows:

Ms. Jeanne Duncan	Route 2 Box 5 Navarre, Florida	President & Director
Mr. Phil Babiak	5100 West Highway 98 Suite 100 Mary Esther, FL 32669	Vice-President & Director
Ms. Judy Elgin	112 Prado Street Mary Esther, FL 32669	Secretary & Director
Mr. Robert Cook	Route 1 Box 5 Navarre, Florida	Treasurer & Director

Article VI
Number of Directors

The Directors of the Corporation shall manage the affairs of the corporation and shall consist of not less than four directors, which shall be increased from time to time as provided in the By-laws. Such Directors shall serve for a period of not more than one year. At each annual meeting of the members of the corporation the directors shall be elected.

Article VII
Officers

The officers of this corporation shall consist of a President, who shall be chairman of the Board of Directors, a Vice-President, a Secretary and a Treasurer. Each of the foregoing officers shall be elected by the membership of the corporation at an annual meeting held for that purpose, and shall serve for one year terms or until their successors are elected and have qualified. Election to any of the offices of President, Vice-President, Secretary or Treasurer shall also constitute election to the Board of Directors as herein provided.

Article VIII
Duties of Officers

SECTION 1. It shall be the duty of the President to preside at all meetings of the corporation, to serve as chairman of the Board of Directors, to supervise and conduct administration of the corporation, and to call special meetings of the corporation of his own accord or at the written request of 5 members.

SECTION 2. It shall be the duty of the Vice-President to perform all the duties of the President in his absence.

SECTION 3. It shall be the duty of the Secretary to keep the minutes of the meeting, to attend to the correspondence of the corporation, and to perform such other duties as generally pertain to his office as may be provided by the By-laws.

SECTION 4. It shall be the duty of the Treasurer to receive all monies, to disburse the same upon the order of the proper officers, to keep a correct account of the same, to prepare at every regular meeting a report of the finances of the corporation and such other duties that may be provided by the By-laws.

Article IX
Powers of the Board of Directors

The affairs of this corporation shall be conducted and managed by the Board of Directors as further specified in and according to the By-laws.

Article X
Officers

The current officers of the Board of Directors of this corporation who shall serve until the annual election are as follows:

David Adams	7374 Grand Navarre Blvd, Navarre Beach, FL 32566	President, Director
Bob Hartley	6940 Tom King Bayou Road Navarre, FL 32566	President-Elect, Director
Becky Evans	3387 Hawkin Road Navarre, FL 32566	Secretary, Director
Warren Morgan	2743 PGA Blvd. Navarre, FL 32566	Treasurer, Director
Betty Fountain	1901 Rue La Fontaine Navarre, FL 32566	Director
John Duncan	8494 Navarre Parkway	Director

Al Deason	Navarre, Florida 32566 Navarre Parkway Navarre, FL 32566	Director
Anne Lavigueur	Navarre Parkway Navarre, FL 32566	Director
Bart Pullum	8494 Navarre Parkway Navarre, Florida 32566	Director

Article XI Membership

Membership of this corporation shall be those admitted by the Board of Directors who show an interest in the objectives as outlined in the article above and such individuals who are active real estate brokers and sales persons in the State of Florida and who are engaged as principals, partners, corporate officers, salespersons, and/or trustees in the real estate business, including buying, selling, exchanging, renting or leasing, managing or appraising for others for compensation, or financing, building, developing, or sub-dividing real estate and who maintain an association with an established real estate office. Further limitations and details on the admission of members to the corporation shall be set forth in the By-laws, including participation by association, affiliate, public service, non-resident and all honorary members.

Article XII The By-laws

The By-laws of this corporation will be made, altered or rescinded by the action of a majority of the active members at any meeting at which a quorum is present, provided the proposed amendment or amendments shall be plainly stated in the call for the meeting.

Article XIII Amendment

These Articles of Incorporation may be amended by 3/4 of the members in accordance with Florida Statute 617.02.

This Amended Articles of Incorporation was duly adopted on September 17, 1997 by the affirmative vote and approval of a sufficient number of members entitled to vote, as provided in the Bylaws of this corporation.

Article XIV Registered Agent and Street Address

The name and the street address of the initial registered agent is:
David Adams, Navarre Beach Board of Realtors, Inc.
8851 Navarre Parkway, Navarre, Florida 32566.

Article XV
Incorporator(s)

The name and the street address of the incorporator for these articles of incorporation is:
Navarre Beach Board of Realtors, Inc., 8851 Navarre Parkway, Navarre, Florida 32566.

Article XVI
Earnings and Activities of Corporation

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law or future federal tax code), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law or future federal tax code).

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

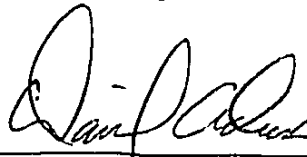
Article XVII
Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation for one or more exempt purpose within the meaning of Section 501(c)(6) of the Internal Revenue Code (or future federal tax code) in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law or future federal tax code), as the Board of Directors shall determine. In lieu of or in conjunction with such distribution for charitable, educational or other exempt purposes, the Board of Directors may direct that the assets of the corporation be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, 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 XVIII
Dedication of Assets

The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

The undersigned incorporator has executed these Articles of Incorporation this 23rd day of September, 1997.



David Adams, President

STATE OF FLORIDA
COUNTY OF SANTA ROSA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, this date personally appeared **David Adams**, who is personally known to me and who executed before me the foregoing First Amended Articles of Incorporation for the Navarre Beach Board of Realtors, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 23rd day of September, 1997.



ELLEN S. ODOM
My Commission CC388841
Expires Mar. 03, 1998
Bonded by HAI
800-422-1555



Ellen S. Odom
Notary Public, State of Florida at Large
My commission expires: 3-3-98

Designation and Acceptance of Registered Agent for a Florida Corporation

Pursuant to the provisions of F.S. 607.0501, 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 NAVARRE BEACH BOARD OF REALTORS, INC.
2. The name of the registered agent is DAVID ADAMS.
3. The address of the registered agent/registered office is 8851 Navarre Parkway, Navarre, Florida 32566.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


David Adams

Date: September 23, 1997.

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