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FLORIDA NON-PROFIT CORPORATION

Sandestin Playground Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
SANDESTIN PLAYGROUND FOUNDATION, INC.
A NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation.

ARTICLE 1. NAME

The name of the corporation shall be Sandestin Playground Foundation, Inc., hereinafter referred to as the "Corporation".

The principal street address of the Corporation at the time of incorporation is 9100 Baytowne Wharf Blvd. Unit B-1, Sandestin, Florida 32550.

ARTICLE 2. DURATION

The duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE 3. PURPOSE

- a. The Corporation shall be a not for profit corporation. It shall be organized, and at all times thereafter operated, exclusively for building and maintaining a playground with the purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. The specific and primary purpose for which the Corporation is organized is for building and maintaining a playground.
- b. The general purposes for which the Corporation is formed, include without limitation, to effect the establishment and operation of facilities for building and maintaining a playground; to purchase, lease, hold, sell, develop, build, mortgage, deed in trust, convey or otherwise acquire and dispose of real and personal property, and to maintain and operate the same for the use and enjoyment of the public, subject to the rules and bylaws as set forth in the bylaws of the Corporation; to do everything necessary and proper for the accomplishment of any of the purposes or attainment of any of the objects previously mentioned, either alone or in association with other individuals, corporations or partnerships, including but not limited to state, county, federal and municipal entities; and generally, to perform such acts and to transact such business in connection with the preceding objects not inconsistent with law or the objects and aims of the Corporation.

- c. The Corporation is formed and shall be operated exclusively for building and maintaining a playground and other nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, trustee, or officer of the Corporation except as provided by law.
- d. The Corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.021 of the Florida Not For Profit Corporation Act, provided, however, that the Corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) through (c) of this Article III, and within the meaning and purposes of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 4. QUALIFICATION AND ADMISSION OF MEMBERS

The authorized number, qualifications, and manner of admission of members of the Corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the Bylaws of the Corporation.

ARTICLE 5. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 9300 Highway 98 W., Sandestin, Florida 32550, and the name of the Corporation's initial registered agent at that address is Robert M. Babcock.

ARTICLE 6. FIRST BOARD OF DIRECTORS

The following persons shall serve the Corporation as directors until the first annual meeting or other meeting called to elect directors:

<u>NAME</u>	<u>ADDRESS</u>
1. Robert M. Babcock	9300 Highway 98 West, Sandestin, FL 32550
2. Mike Stange	9300 Highway 98 West, Sandestin, FL 32550
3. John Scannell	9100 Baytowne Wharf Blvd., Sandestin, FL 32550
4. Keith Arsenat	9300 Highway 98 West, Sandestin, FL 32550
5. Shawn Chick	9100 Baytowne Wharf Blvd., Sandestin, FL 32550

ARTICLE 7. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as incorporator is as follows: John Scannell, 9100 Baytowne Wharf Blvd., Sandestin, Florida 32550.

ARTICLE 8. BASIS UNDER WHICH CORPORATION ORGANIZED

The Corporation is organized under a non-stock basis.

The Corporation is a not for profit corporation as defined by the Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors, trustees, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE 9. MANAGEMENT OF CORPORATE AFFAIRS

- a. Board of Directors. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a board of five (5) directors. The number of directors provided for in these Articles of Incorporation may be changed as set forth in the Bylaws.
- b. Election of Directors. The method of electing directors shall be as set forth in the bylaws.
- c. Elective Officers. The officers of the Corporation shall be:

President: John Scannell

Vice President: Robert Babcock

Secretary/Treasurer: Shawn Chick

Other offices and officers may be established or appointed by the members of the Corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

ARTICLE 10. INCOME FROM PUBLIC EVENTS

If the Corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by nonmembers will be paid over to an organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code on an annual basis, unless the Corporation itself is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 11. BYLAWS

The bylaws of the Corporation may be made, altered, rescinded or adopted as set forth in the bylaws.

ARTICLE 12. AMENDMENT OF ARTICLES

These Articles may be amended by a majority vote of the members of the Board of Directors voting at any meeting of the Board called for that purpose, provided that the notice of meeting shall have stated the nature of the proposed amendment.

ARTICLE 13. DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

In witness whereof, the undersigned incorporator of the Corporation has executed these Articles of Incorporation on the 20 day of April, 2005.

Incorporator

John Scannell
John Scannell

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 20th day of April, 2005, by John Scannell.

Laura Weems
Signature of Notary



Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal):

My Commission Expires (if not legible on seal):

Personally Known X OR Produced Identification
Type of Identification Produced current Florida driver's license or

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Robert M. Babcock
Robert M. Babcock