

ND50000009540

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

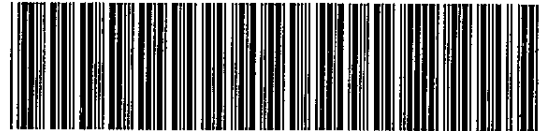
Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Betty Hammer **SAVE**  
AUTHORIZATION BY PHONE TO  
CORRECT Article 8  
DATE 9/16/05  
DOC. EXAM MRD

Office Use Only



400058125794

08/03/05--01008--027 \*\*78.75

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
05 SEP 15 AM 9:41

MRD  
9/16

1005-36764

BRYANT & HIGBY, CHARTERED  
ATTORNEYS AT LAW

833 HARRISON AVENUE

POST OFFICE BOX 860

PANAMA CITY, FLORIDA 32402-0860

TELEPHONE (850) 763-1787

TELECOPIER (850) 755-1533

ROWLETT W. BRYANT  
CLIFFORD C. HIGBY  
CECILIA REDDING BOYD

LYNN C. HIGBY  
(1938-1992)

August 2, 2005

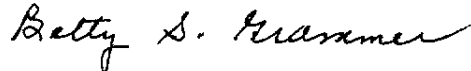
Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed please find the original and a copy of the articles of incorporation for IDC Owners Association, Inc., a not for profit corporation. Also enclosed is a check for \$78.75.

Thank you for your prompt attention to this matter. If you need additional information, please call.

Sincerely,



Betty S. Grammer, CLAS  
Legal Assistant to Mr. Bryant

enclosures



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

August 3, 2005

BRYANT & HIGBY, CHARTERED  
PO BOX 860  
PANAMA CITY, FL 32402-0860

SUBJECT: IDC OWNERS ASSOCIATION, INC.  
Ref. Number: W05000036764

We have received your document for IDC 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):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 245-6879.

Ruby Dunlap  
Regulatory Specialist  
New Filings Section

Letter Number: 005A00050123

005A00050123  
08/03/05  
NEW FILINGS SECTION  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE

**ARTICLES OF INCORPORATION  
OF  
IDC OWNERS ASSOCIATION, INC.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
05 SEP 15 AM 9:41

**ARTICLE 1 - NAME**

The name of this non-profit corporation is **IDC Owners Association, Inc.**  
("owners association").

**ARTICLE II - PURPOSES**

The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members and is formed for the following purposes:

To promote the health, safety and welfare of the Lot Owners within the Intermodal Distribution Center and the preservation of all Common Properties appurtenant to the ownership of a Lot including:

- A. To own, acquire, operate and maintain for the benefit of Lot Owners, the "Common Properties", together with any buildings or other improvements that may be constructed thereon.
- B. To discharge all obligations of the Declarations of Covenants, Conditions, and Restrictions of IDC Owners Association, Inc.
- C. To enforce any and all covenants, restrictions and conditions of said Declaration.
- D. To take such further actions deemed convenient or desirable to the purposes hereof by the Board.

**ARTICLE III - DEFINITIONS**

The definition of all terms set forth in the Declaration of Covenants, Conditions, and Restrictions of IDC Owners Association, Inc. are by reference incorporated herein and shall have the meanings as set forth in that document.

Reference to the terms "Member" or "Members" and the percentage of votes required for any action shall in all instances refer to the Lot Owners and the percentage vote of the Lots necessary to take such action.

**EXHIBIT B**  
**ARTICLE IV - MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration of Covenants, Conditions, and Restrictions ("Covenants" or "Declaration") and to assessments by IDC Owners Association, Inc., shall be a member of the Association from the date such member acquires title to or an interest in a Lot, provided, however, that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

**ARTICLE V - MEETINGS**

The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

**ARTICLE VI - TERM**

This Corporation shall have perpetual existence.

**ARTICLE VII -THE INCORPORATOR**

The name and address of the Incorporator of this Corporation is:

Panama City Port Authority	5321 West Highway 98
	Panama City, FL 32401

**ARTICLE VIII - OFFICERS**

The officers shall be a president, a vice president, a secretary and a treasurer, and such other officers as may be determined by the Board of Directors. The president shall be a member of the Board of Directors. The officers shall be chosen by majority vote of the directors. All officers shall hold office at the pleasure of the Board of Directors. The Chairman and Vice Chairman of the Panama City Port Authority shall serve in a like capacity to the Board of Directors in lieu of elected officers, with the exception of a secretary. That part of this Article relating to the election of officers shall apply only after the Owner's Association is turned over to the Lot Owners. Cheryl Peterson shall serve as secretary of the Board until her successor is chosen and seated in the office.

**ARTICLE IX - BOARD OF DIRECTORS**

The initial Board of Directors shall consist of five Directors who shall hold

office until the Owners Association ("OA") is turned over to the Lot Owners or until their prior resignation. Thereafter, the affairs of the Corporation shall be managed by a Board of not less than one (1) nor more than five (5) Directors, each of whom shall serve for a one-year term and who shall be members of the Association. The Board may be increased in size up to seven (7) members by a majority vote of the Board of Directors at which a quorum is present. Upon turnover of the Association to the Lot Owners, the Board of Directors shall be elected in accordance with the By-Laws. However, the Board shall at all times consist of an odd number of members.

The name and address of the persons who is to act as the initial Director until his or her resignation or the election of his or her successor is:

<u>NAME</u>	<u>ADDRESS</u>
Mr. Joe Tannehill Chairman	10 Arthur Drive Lynn Haven, FL 32444
Mr. John Robbins Vice Chairman	P.O. Box 468 Panama City, FL 32402
Mr. Thomas Neubauer	740 S. Tyndall Parkway Panama City, FL 32404
Mr. Rayford Lloyd, Jr.	509 Harrison Avenue Panama City, FL 32401
Mr. George Norris	P.O. Box 16118 Panama City, FL 32406

#### **ARTICLE X - INITIAL REGISTERED OFFICE, ADDRESS AND NAME OF REGISTERED AGENT**

The initial, principal office of this Corporation shall be 5321 West Highway 98, Panama City, FL 32401, with the privilege of having its office and branch offices at other places within or without the state of Florida. The initial registered agent shall be Rowlett W. Bryant, attorney at law, 833 Harrison Avenue, Panama City, Florida 32401.

#### **ARTICLE XI - INDEMNIFICATION**

1. **Indemnity.** The Association shall indemnify any person who was or is a part or is threatened to be made a part to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees),

judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. **Expenses.** To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. **Advanced.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized in this Article XII.

4. **Miscellaneous.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

5. **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another incorporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

6. **Amendment.** Anything to the contrary notwithstanding, the provisions of this Article XI may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

## **ARTICLE XII - BY-LAWS**

The First By-Laws of the Association shall be adopted by the initial Board of Directors and may be altered, amended or rescinded by the Directors or the Members in the manner provided in the By-Laws and the Declaration of Covenants, Conditions, and Restrictions.

## **ARTICLE XIII - VOTING RIGHTS**

A. The membership shall consist of those Lot Owners as defined in Article IV, with the exception of the Declarant. A Member shall be entitled to one vote for each Lot in which he holds an interest required for membership by Article III. When more than one person holds such interest in any Lot, all such persons shall be Members and the vote for such Lot shall be divided among them fractionally as their interest appears on the deed of conveyance but each Lot shall be entitled to only one vote.

B. The Declarant shall serve as the Owners Association until the Owners Association is turned over to the Members or until the occurrence of one of the following events:

1. Within one hundred twenty (120) days after all Lots have been conveyed to others or
2. Relinquishment of all rights of the Declarant to act in the capacity of the Owners Association.

C. Upon the happening of either of the above events, a meeting of Members shall be called for the purpose of electing directors. The existing officers and directors of the Developer shall be deemed to have resigned from the Owners Association as of the date of such meeting, and the Members shall elect their own directors and assume control of the Corporation.

## **ARTICLE XIV - ASSIGNMENT**

No right to any funds or assets of the Association can be assigned, hypothecated or transferred except as an appurtenant right to a Lot or by dissolution of the Corporation.

## **ARTICLE XV - QUORUM FOR OTHER ACTIONS**

Except as otherwise provided, the presence at a meeting of one-third (1/3) of the Members who own one-third (1/3) or more of the Lots who are entitled to cast a vote or who appear by proxy shall constitute a quorum for any action governed by the



Articles of Incorporation, except where a super-majority vote is required by the Declaration of Covenants, Conditions, and Restrictions of the Intermodal Distribution Center, or the By-Laws of the Corporation.

#### **ARTICLE XVI - DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY**

The Corporation shall have the power to dispose of its real properties only as authorized under the recorded Declaration of Covenants, Conditions, and Restrictions applicable to said properties.

#### **ARTICLE XVII - DISSOLUTION**

The Corporation may be dissolved only with the written assent signed by fifty-one percent (51%) of the Lot Owners entitled to vote, except as otherwise provided in the recorded Declaration of Covenants, Conditions, and Restrictions applicable to the properties. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets (which shall be consistent with Article XVIII hereof) shall be mailed to every Lot Owner or posted on the front door of any building or structure on the Lot of an owner at least ninety (90) days in advance of date of the proposed action.

#### **ARTICLE XIII - DISPOSITION OF ASSETS UPON DISSOLUTION**

1. Upon dissolution of the Corporation, the assets, both real and personal of the Corporation, shall be dedicated to an appropriate public agency or utility that is or will be devoted to the same or similar purposes as those of the Corporation. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization having the same orientation, with due regard, however, for the practicalities of such a situation.

2. No disposition of the properties of the **IDC Owners Association, Inc.** shall be effective to divest or diminish any right or title of any member under the recorded Declaration of Covenants, Conditions, and Restrictions and the deeds applicable to The Properties unless made in accordance with the provisions of such document.

#### **ARTICLE XIX - AMENDMENTS**

The Declarant may amend these Articles consistent with the provisions of the Declaration until the Owners Association is turned over to its Members.

## **ARTICLE XX - CONFLICT**

In the event of any conflict between these Articles and the Declaration of Covenants, Conditions, and Restrictions, the latter shall control, provided such provisions are not contrary to law.

(Remainder of this page intentionally left blank.)

IN WITNESS WHEREOF, the Incorporator has affixed its authorized signature and seal, this 1st day of August, 2005.

Panama City Port Authority,  
A body politic

By: Joseph H. Tannehill, Sr.  
Joe Tannehill, Sr., Chairman

STATE OF FLORIDA

COUNTY OF BAY

THE FOREGOING INSTRUMENT was acknowledged before me this 1st day of August, 2005, by Joe Tannehill, who is personally known to me or who has produced n/a as identification.



Betty S. Grammer  
NOTARY PUBLIC  
State of Florida at Large

**CERTIFICATE DESIGNATING REGISTERED AGENT**

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:  
IDC OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of  
Florida, has designated Rowlett W. Bryant, 833 Harrison Avenue, Panama City, Florida,  
32401, as its initial registered agent to accept service of process within this state.

Joseph K. Tannehill Sr.  
Joe Tannehill  
Chairman

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at  
the place designated in this certificate, I hereby accept said appointment and agree to comply  
with the provisions of said act relative to keeping open said office.

Rowlett W. Bryant  
Rowlett W. Bryant

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
05 SEP 15 AM 9:41