

NDS000009540

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Wendy Davis
AUTHORIZATION BY PHONE TO
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DEC. 5, 2006



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07/28/06--01038--004 **43.75

FILED
06 SEP 18 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS 9/18/06
Amend & test.

BRYANT & HIGBY, CHARTERED
ATTORNEYS AT LAW

833 HARRISON AVENUE

POST OFFICE BOX 860

PANAMA CITY, FLORIDA 32402-0860

TELEPHONE (850) 763-1787

TELECOPIER (850) 785-1533

ROWLETT W. BRYANT
CLIFFORD C. HIGBY
TIFFANY A. BROWN
LISA LLOYD HAMLIN

LYNN C. HIGBY
(1936-1992)

July 27, 2006

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

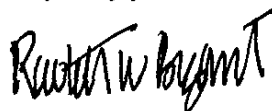
Re: IDC Owners Association, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Amended and Restated Articles of Incorporation of IDC Owners Association, Inc. together with a check for \$43.75 to cover the fee for filing the amendment and for a certified copy of the Articles. Also enclosed is a Federal Express envelope. Please file the original in accordance with your usual procedures and forward a certified copy of same in the enclosed Federal Express envelope.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Rowlett W. Bryant

RWB/wd

Enclosures

BRYANT & HIGBY, CHARTERED
ATTORNEYS AT LAW

833 HARRISON AVENUE

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PANAMA CITY, FLORIDA 32402-0860

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ROWLETT W. BRYANT
CLIFFORD C. HIGBY
TIFFANY A. BROWN
LISA LLOYD HAMLIN

LYNN C. HIGBY
(1936-1992)

September 15, 2006

Via Federal Express #8512 7815 2017

Ms. Pamela Smith, Document Specialist
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: IDC Owners Association, Inc.
Your Ref. Number: N05000009540

Dear Ms. Smith:

Enclosed please find an original and one (1) copy of the Amended and Restated Articles of Incorporation of IDC Owners Association, Inc. Please file this document in accordance with your usual procedures and return a certified copy to our office in the enclosed Federal Express envelope.

If you have any questions or need any additional information, please contact me at the above number.

Very truly yours,



Wendy A. Davis,
Legal Assistant to Rowlett W. Bryant

wd

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 8, 2006

BRYANT & HIGBY, CHARTERED
ATTN: ROWLETT W BRYANT
823 HARRISON AVENUE
PANAMA CITY, FL 32402-0860

SUBJECT: IDC OWNERS ASSOCIATION, INC.
Ref. Number: N05000009540

We have received your document for IDC OWNERS ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return 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) 245-6957.

Pamela Smith
Document Specialist

Letter Number: 406A00049090

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IDC OWNERS ASSOCIATION, INC.**

FILED
06 SEP 18 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 the Intermodal Distribution Center, 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.

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. All officers 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, Vice Chairman, and the designated secretary of the Panama City Port Authority shall serve in a like capacity to the Board of Directors in lieu of elected officers. 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. The Directors shall be the members of the Board of the Panama City Port Authority who shall serve in such capacity until the affairs of the Association and the Common Area under their jurisdiction are turned over to the Lot Owners. 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. All Directors must be members of the Association. The Board may be increased 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. John S. Robbins Chairman	P.O. Box 468 Panama City, FL 32402
Mr. Thomas Neubauer Vice Chairman	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
Mr. Donald R. Crisp	1001 E. Bus. Hwy. 98 Panama City, FL 32401

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) the court hearing the matter further rules 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 agreement 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 in favor of 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 corporation, partnership, joint venture, trust or other enterprise, to protect such person against any liability asserted against him or incurred by him in any such capacity, or arising out of his status in such

a capacity, 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

These 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 hereof, 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. 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. The passage of 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 the ownership of a Lot or an interest therein 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 upon the written assent signed of fifty-one percent (51%) of the Lot Owners entitled to vote, or as otherwise provided in the recorded Declaration of Covenants, Conditions, and Restrictions applicable to the property. 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 the Declaration.

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.

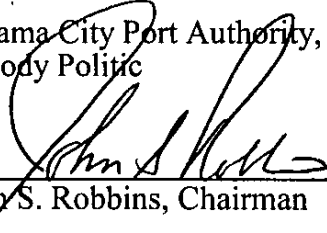
ARTICLE XX - CONFLICT

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 27th day of July, 2006.


Panama City Port Authority,
A Body Politic

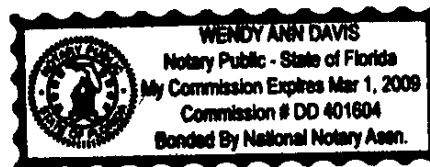
By: 
John S. Robbins, Chairman

State of Florida

County of Bay

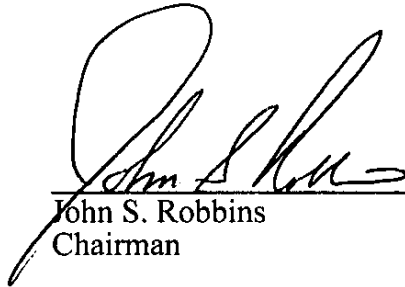
The foregoing instrument was acknowledged before me this 27th day of July, 2006, by John S. Robbins, who is personally known to me or who has produced _____ as identification.


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.



John S. Robbins
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.

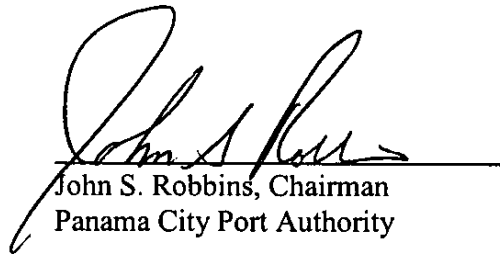


Rowlett W. Bryant

CERTIFICATION

I HEREBY CERTIFY that the foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION OF IDC OWNERS ASSOCIATION, INC., a corporation not for profit, was duly adopted and approved by unanimous vote of its Board of Directors and the Panama City Port Authority, at their monthly meeting on the 14th day of September, 2006. No member approval was required.

Dated this 14th day of September, 2006.


John S. Robbins, Chairman
Panama City Port Authority