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TALLAHASSEE, FLORIDA

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October 10, 2005

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

RE: Friends of the Grand Lagoon, Inc.

Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation of Friends of the Grand Lagoon, Inc. together with the Certificate Designating Place of Business or Domicile for the Service of Process as well as our check made payable to your order in the amount of \$70.00 representing the filing fee.

If the enclosed meet with your approval, I would appreciate your filing the same and returning to the undersigned a copy of the Articles of Incorporation stating that they have been filed for my file. Thank you for your assistance in this matter and should there be any questions, please advise.

Very truly yours,



Jack G. Williams

JGW:mp
Enclosures: as referenced

ARTICLES OF INCORPORATION
OF
FRIENDS OF THE GRAND LAGOON, INC.

(a Florida not-for-profit corporation)

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05 OCT 17 AM 9:45
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Friends of the Grand Lagoon, Inc., under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. - NAME

The name of the corporation is Friends of the Grand Lagoon, Inc.

ARTICLE II. - DURATION

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III. - GENERAL PURPOSES

The general nature and purpose of the corporation shall be to work to improve and defend the quality of the water way known as Grand Lagoon and to become involved and give input in the construction of a new bridge over Grand Lagoon.

ARTICLE IV. - QUALIFICATION OF MEMBERS

The qualification of the members of this corporation and the manner of their admission shall be as set forth in the By-Laws of the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the corporation is 502 Harmon Avenue, Panama City, Florida 32401 and the initial Registered Agent at such address is Jack G. Williams.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of the corporation shall be 7207 Lagoon Drive, Panama City Beach, Florida 32408 and shall be subject to change as may be provided in the By-Laws duly adopted by the corporation.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial Board of Directors is four (4) and the name and address of each person who is to serve as a member thereof are as follows:

Lyn Banks
7207 Lagoon Drive
Panama City Beach, FL 32408

Mike Mitchell
7117 Lagoon Drive
Panama City Beach, FL 32408

Joe Rehonic
6909 North Lagoon Drive
Panama City Beach, FL 32408

Chuck Moore
6216 South Lagoon Drive
Panama City Beach, FL 32408

The number of directors may be changed from time to time by the By-Laws, except that the number shall at no time be less than three (3). Directors shall be elected in the manner set forth in the By-Laws.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of the corporation is Jack G. Williams, 502 Harmon Avenue, Panama City, Florida 32401.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer, Director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - BY-LAWS

The By-Laws of this corporation shall be adopted by the Board of Directors and may be elect ed, amended, or rescinded in the manner provided by the By-Laws.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation by a majority vote of all voting rights of all members of the corporation and all rights conferred upon the members herein are granted subject to this reservation. Upon such approval, such amendment shall be forwarded to the Secretary of State of the State of Florida and approved by such office before the same shall become effective.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 10th day of October, 2005.



Jack G. Williams

**STATE OF FLORIDA,
COUNTY OF BAY.**

BEFORE ME, the undersigned authority, this day personally appeared Jack G. Williams, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid, this 10th day of October, 2005.





Notary Public, Sign

Dawn M. Prue
Notary Public, Print

My commission expires:

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OCT 17 AM 9:45
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, 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: Friends of the Grand Lagoon, Inc.
2. The name and address of the Registered Agent and office is: Jack G. Williams, 502 Harmon Avenue, Panama City, Florida 32401.

ACKNOWLEDGMENT

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

Dated this 16th day of October, 2005.



Jack G. Williams
Registered Agent

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05 OCT 17 AM 9:45
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