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ALBERT J. STOPKA, III, P.A.

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December 8, 2005

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

RE: Warren's Landing Community Association, Inc.
Our File No. 1046.1

To Whom It May Concern:

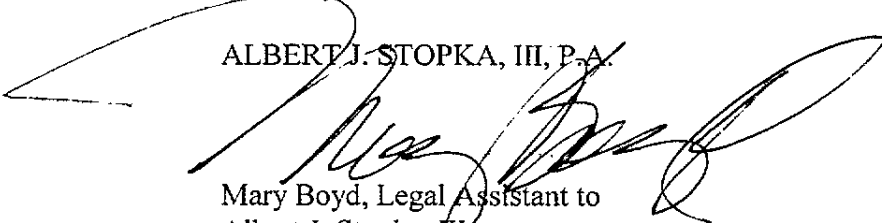
Enclosed please find the original Articles of Incorporation on the above referenced NOT FOR PROFIT corporation, together with our client's check in the amount of \$70.00 for payment of the following costs:

Filing Fees	\$ 35.00
Registered Agent Designation	<u>\$ 35.00</u>
	\$ 70.00

Please file the Articles upon receipt. Thank you for your assistance in this matter. If you have any questions, please do not hesitate to give me a call.

Sincerely,

ALBERT J. STOPKA, III, P.A.


Mary Boyd, Legal Assistant to
Albert J. Stopka, III

mb
Enclosure(s)

ARTICLES OF INCORPORATION
OF
WARREN'S LANDING COMMUNITY ASSOCIATION, INC.

The undersigned, acting as incorporator of a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation shall be Warren's Landing Community Association, Inc. The principal address of the corporation at the time of incorporation is 2309 Mound Avenue, Panama City, FL 32405 and the mailing address is P.O. Box 1154, Lynn Haven, FL 32444.

ARTICLE II - DURATION

The duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence at the time of the filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

- A. The specific and primary purpose for which this corporation is organized is to enforce restrictive covenants in a development known as Warren's Landing and to maintain the common areas including but not limited to the operation and maintenance of a dock and adjoining uplands.
- B. This corporation is formed and shall be operated exclusively for the benefit of the members of the corporation and for non-profit purposes. No part of the net earnings shall inure to the benefit of any member, trustee, or officer of the corporation except as provided by law.
- C. This corporation shall have and exercise all power conferred upon non-profit corporations under the laws of the State of Florida generally, and specifically as provided in Chapters 617 and 720 of the Florida Statutes.

ARTICLE IV - QUALIFICATION AND ADMISSION OF MEMBERS

The members of this corporation, their qualifications and manner of admission, 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 by ownership of a lot within Warren's Landing development.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 2309 Mound Avenue, Panama City, FL 32405 and the name of the Corporation's initial registered agent at such address is Lee Warren.

ARTICLE VI - FIRST BOARD OF DIRECTORS

The following individuals shall serve the corporation as directors until the first annual meeting or their meeting called to elect directors:

Lee Warren
2309 Mound Avenue
Panama City, FL 32405

Amanda Warren
2309 Mound Avenue
Panama City, FL 32405

Claude Warren
6313 Little Dirt Road
Panama City, FL 32404

ARTICLE VII - BASIS UNDER WHICH CORPORATION IS ORGANIZED

This corporation is organized under a non stock basis.

The corporation is a non-for-profit corporation as defined by the Florida 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, officers or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VIII - MANAGEMENT OF CORPORATE AFFAIRS

- A. Board of Directors: The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors of not less than three (3) directors. The number of directors provided for in these Articles of Incorporation may be changed by a By-Law adopted by the members entitled to vote.
- B. Election fo Directors: The method of electing directors shall be as set forth in the By-laws.

- C. Elective Officers: The officers of the corporation shall be a President, a Secretary and a Treasurer. Other offices and officers may be established or appointed by the members of this 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 set forth in the By-Laws.
- D. Standing Committees: This corporation shall have the authority to establish standing committees in the manner as provided for in the By-Laws. The powers and duties of the standing committees shall be specified in the By-laws.

ARTICLE IX - INCORPORATOR

The name and address of the initial incorporator is as follows: Lee Warren, 2309 Mound Avenue, Panama City, FL 32405.

ARTICLE X - BY-LAWS

By-laws will be hereafter adopted at the first meeting of the Board of Directors. Such By-laws may be amended, repealed, in whole or in part, by the members in the manner provided in the By-Laws. Any amendments to the By-laws shall be binding on all members fo the corporation.

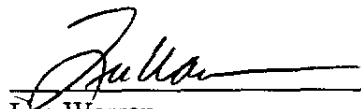
ARTICLE XI - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of the voting members of the corporation.

ARTICLE XII - 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 of 1986 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 has executed these Articles of Incorporation on this 22nd day of November, 2005.



Lee Warren

STATE OF FLORIDA
COUNTY FO BAY

BEFORE ME, the undersigned authority, this day personally appeared , LEE WARREN, who is personally known to me or who presented a Florida Driver's License as identification 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 sate and county aforesaid, this 22nd day of November, 2005.



Albert J. Stopka, III
Commission # DD108125
Expires May 25, 2006
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public

ALBERT J. STOPKA III

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
OF
WARREN'S LANDING COMMUNITY ASSOCIATION, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Non-for-Profit Corporation Act relative to keeping open said office.

Dated this 22nd day of November, 2005.



Lee Warren
Registered Agent