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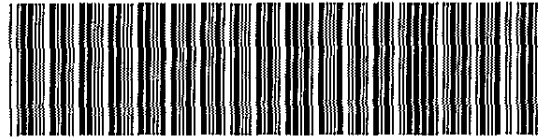
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TALLAHASSEE, FLORIDA

T. Gurch FEB 20 2006

Law Office of Brian D. Hess

9108 Front Beach Road

Post Office Box 9454

Panama City Beach, Florida 32417

Brian D. Hess
Steven L. Applebaum*

*Certified Family Mediator

Phone (850) 235-3004

FAX (850) 235-1124

February 10, 2006

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Panama Dunes Townhome Owners Association, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation, as well as a check in the sum of \$78.75 for your fee. Please forward me a certified copy of the Articles after filing. I have enclosed a self-addressed, stamped envelope for this purpose. If you need anything further to file the Articles, please call me.

Sincerely,

A handwritten signature in black ink, appearing to read 'BDH', with a long horizontal flourish extending to the right.

Brian D. Hess

BDH/II
Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles Of Incorporation
Of
Panama Dunes Townhome Owners Association, Inc.**

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, *Florida Statutes*, and certify as follows:

**Article I. Name, Principal Office
Mailing Address and Registered Agent**

Section 1. Name. The name of this corporation is **Panama Dunes Townhome Owners Association, Inc.** For convenience, the corporation shall be referred to in these Articles as the "Association".

Section 2. Principal Office. The street address of the principal office of the Association is 7115 Thomas Drive, Unit 703, Panama City Beach, Florida 32408 or such other place as the Board of Directors shall from time to time designate.

Section 3. Mailing Address. The mailing address of the corporation is P.O.Box 290 Sebastopol MS, 39359.

Section 4. Resident Agent. The initial registered agent of the Association shall be Brian D. Hess, whose address shall be 9108 Front Beach Road, Panama City Beach, Florida 32407.

Article II: Purpose

The purpose for which the Association is organized is to do any and all things necessary and proper for the Association to carry out its duties and responsibilities as set forth in the Declaration of Covenants and Restrictions for Panama Dunes Townhomes, a subdivision, for the benefit of and on behalf of the members of this corporation and other lawful occupants.

Article III: Powers

The powers of the Association shall include and be governed by the following provisions:

(A) The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the Declaration of Covenants, Conditions and Restrictions of Panama Dunes Townhomes.

(B) The Association shall have all the powers and duties set forth in these Articles and the Declaration of Covenants, Conditions and restrictions of Bella Costa and in §617.30, *Florida Statutes*, et. seq., including but not limited to the following:

(1) To hold title to and own fee simple or other lesser interest in real, personal or mixed property, wherever situated, and to lease, mortgage and convey same.

(2) To make and collect assessments against the members as townhouse parcel owners to defray the costs, expenses and losses related to the common property of the Association.

(3) To use the proceeds of the assessments in the exercise of these powers and duties.

(4) To maintain, repair, replace and operate the common property operated by the Association.

(5) To purchase insurance upon the common property operated by the

Association, or the other property of the Association and insurance for the protection of the Association and its members.

(6) To reconstruct improvements after casualty and to further improve the common property operated by the Association, or any other property of the Association.

(7) To make and amend reasonable regulations respecting the use of the common property operated by the Association, or any other property of the Association.

(8) To enforce by legal means the provisions of the Declaration of Covenants, Conditions and Restrictions of Panama Dunes Townhomes, these Articles, the By-Laws of the Association, and regulations for the use of the common property operated by the Association, or any other property of the Association.

(9) To contract for the management of the Association, the common property, and to delegate to such contractor all powers and duties of the Association except such as are specifically required to have approval of the Board of Directors or the membership of the Association.

(10) To contract with the Developer, its successors and assigns, and any of the partners of the Developer, their officers, directors, partners or shareholders.

(11) To employ personnel to perform the services required for the proper operation, management, maintenance or control of the Association, the common property, or any other property of the Association.

(12) To hire attorneys or other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the members of the Association where such actions or rights are common to all members, or a substantial number of the members; and to bring such action in the name of and on behalf of the members.

Article IV: Members

(A) The members of the Association shall consist of all of the record owners of townhouse parcels submitted to the jurisdiction of the Association.

(B) A change of membership in the Association shall be established by recording in the public records of Bay County, Florida, a deed or other instrument establishing a record title to a townhouse parcels within Bella Costa and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

(C) The share of a member in the funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner.

(D) The owner of each townhouse parcel within Panama Dunes Townhomes shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

Article V: Directors

(A) The affairs of the Association will be managed by a Board consisting of three (3) directors who shall be designated or elected as hereinafter set forth. Directors need not be members of the Association.

(B) The names and addresses of the members of the first Board of Directors who have

been designated as such by the Developer and who shall hold office until their successors are designated or elected as herein provided and have qualified or until removed as herein provided are as follows:

Name	Address
Denis M. Weaver	P.O. Box 290 Sebastopol, MS 39359
Iris H. Weaver	P.O. Box 290 Sebastopol, MS 39359
Ronny Goodson	7115 Thomas Drive Panama City Beach, Fl. 32408

Until townhouse parcel owners other than the Developer are entitled to elect members of the Board of Directors, the members of the Board of Directors shall be designated by the Developer and may be changed from time to time as the Developer, in its sole discretion, may determine.

(C) Members other than the Developer are entitled to elect at least a majority of the members of the Board of Directors within three (3) months after ninety percent (90%) of the townhouse parcels within Panama Dunes have been conveyed to members.

(D) The Developer is entitled to elect as least one (1) member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the townhouse parcels in Bella Costa. After the Developer relinquishes control of the Association, the Developer may exercise the right to vote any townhouse parcel which Developer owns in the same manner as any other member, except for the purposes of regaining control of the Association or selecting the majority of the members to the Board of Directors.

Article VI: Officers

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Name	Address
Dennis M. Weaver, President	P.O. Box 290 Sebastopol, MS 39359
Iris H. Weaver, Secretary	P.O. Box 290 Sebastopol, MS 35359
Ronny Goodson, VP, Tres.	7115 Thomas Drive Panama City Beach, Fl 32408

Article VII: Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors and officers liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

Article VIII: By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

Article IX: Amendments

Amendments to the Articles of Incorporation shall be made upon two-thirds (2/3) vote of the members at any duly called regular or special meeting of the owners, provided that not less than fourteen (14) days prior notice has been given to all of the proposed amendment. No amendment shall be effective until same has been filed with the Secretary of State and recorded in the public records of Bay County, Florida.

Article X: Term


The term of the Association shall be perpetual.

Article XI: Subscribers

The name and address of the subscriber to these Articles of Incorporation is as follows:


Name	Address
Brian D. Hess	9108 Front Beach Road Panama City Beach, Florida 32407

In Witness Whereof, the subscriber has affixed his signature this 10 day of February, 2006.


Brian D. Hess

State Of Florida
County Of Bay

Sworn to and subscribed before me this 10 day of February, 2006, in the state and county aforesaid, by **Brian D. Hess** who is ☒ personally known to me or ☐ produced _____ as identification.



Notary Public
State of Florida at Large



Lori L. Lynn
My Commission DD123771
Expires August 11, 2008

Consent of Registered Agent

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



Brian D. Hess