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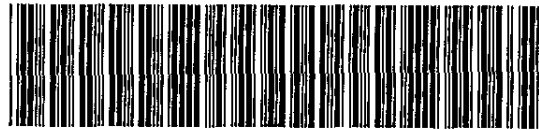
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CLERK OF SUPERIOR COURT

B McKnight MAY 03 2006

THERIAQUE VORBECK & SPAIN

ATTORNEYS AT LAW

REPLY TO: DESTIN

April 19, 2006

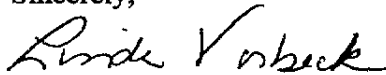
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Presidents' Council of Sandestin, Inc.

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced incorporation, and a check for \$78.75 for the filing fee and a certified copy. Please return the certified copy to this office.

Sincerely,



Linda Vorbeck, Legal Assistant

TALLAHASSEE
1114 EAST PARK AVENUE
TALLAHASSEE, FLORIDA 32301
(850) 224-7332
FAX: (850) 224-7662

DESTIN
10065 WEST EMERALD COAST PARKWAY
SUITE B-101
DESTIN, FLORIDA 32550
(850) 654-0880
FAX: (850) 654-0867

ORLANDO
37 NORTH ORANGE AVENUE
SUITE 500
ORLANDO, FLORIDA 32801
(407) 926-4006
FAX: (407) 264-6132

**ARTICLES OF INCORPORATION OF PRESIDENTS' COUNCIL
OF SANDESTIN, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not for Profit Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

**ARTICLE I.
NAME**

The name of the corporation is **Presidents' Council of Sandestin, Inc.**

**ARTICLE II.
ADDRESS**

The address of the principal office and the mailing address of the corporation is Grand Shores Management Company, 215 Grand Boulevard, Miramar Beach, Florida, 32550.

**ARTICLE III.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 10065 West Emerald Coast Parkway, Suite B-101, Miramar Beach, FL. 32550. The name of its initial registered agent at that address is Gary Vorbeck.

**ARTICLE IV.
PURPOSES**

The corporation is organized, and shall be operated exclusively for the purpose of representing all homeowner associations, condominium associations, individual resident and non- resident Class A owners of property in the Sandestin Golf and Beach Resort in all matters relating to their rights of ownership. Such matters will include, but not be limited to, further

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DIVISION OF REVENUE

development and redevelopment of the property, by Intrawest and its successors, and/or third party developers, and the operation and governance of the Sandestin Owners Association (SOA), with the objective of preserving the lifestyle of the community and its ambience. This corporation shall not, as a substantial part of its activities, attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the board of directors which shall at the time qualify as a tax-exempt organization.

ARTICLE V ELECTION OF DIRECTORS


The manner in which the directors are elected or appointed is stated in the bylaws of the corporation.

ARTICLE VI INCORPORATORS AND INITIAL BOARD OF DIRECTORS

The names and addresses of the incorporators and the initial Board of Directors for these articles of incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Anne White	8789 St. Andrews, Miramar Beach, FL 32550
George Sayre	P.O. Box 6883, Miramar Beach, FL 32550
Andrew Salmon	5279 Tivoli Way, Miramar Beach, FL 32550
David Stowe	3201 Bay Estates, Miramar Beach, FL 32550
H.C. Marshall	1514 Island Green, Miramar Beach, FL 32550
John J. McGill	501 Magnolia Place, Miramar Beach, FL 32550
Hollis Risley	8601 Fountains Lane, Miramar Beach, FL 32550
James Watling	46 Majestica Circle, Seagrove Beach, FL 32459

The undersigned incorporator has executed these articles of Incorporation on 4/20/06.


 John J. McGill
 501 Magnolia Place
 Miramar Beach, FL 32550

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to Fla. Stat. §617.0501, 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. Name of the corporation: **Presidents' Council of Sandestin, Inc.**

2. Name and address of the registered agent and office:
Gary A. Vorbeck,
10065 W. Emerald Coast Parkway, Suite B-101
Destin, Fl. 32550

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 4/20/06



Gary A. Vorbeck

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DIVISION OF CORPORATION
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