

NO6000013126

(Requestor's Name)

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(Business Entity Name)

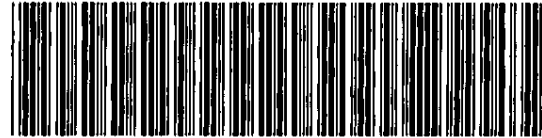
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*Amended and Restated  
Art*

FILED  
07 MAR 15 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Roberts MAR 15 2007



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 14, 2007

J. JEROME MILLER, ATTORNEY AT LAW  
MILLER & ANSLEY, P.A., ATTORNEY AT LAW  
415 MOUNTAIN DRIVE, STE 3  
DESTIN, FL 32541-2349

SUBJECT: DESTIN COMMUNITY LAND TRUST, INC.  
Ref. Number: N06000013126

We have received your document for DESTIN COMMUNITY LAND TRUST, INC. and your check(s) totaling \$52.50. 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) 245-6892.

Tina Roberts  
Document Specialist

Letter Number: 107A00011186

RECEIVED  
07 FEB 12 AM 8:00  
DIVISION OF CORPORATIONS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Destin Community Land Trust, Inc.

**DOCUMENT NUMBER:** N06000013126

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

J. Jerome Miller, Attorney at Law

(Name of Contact Person)

Miller & Ansley, P.A., Attorneys at Law

(Firm/ Company)

415 Mountain Drive, Suite 3

(Address)

Destin, Florida, 32541-2349

(City/ State and Zip Code)

For further information concerning this matter, please call:

J. Jerome Miller, Attorney at Law

(Name of Contact Person)

at ( 850 ) 8373860

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|--|--|---|---|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

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

FILED  
07 MAR 15 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Amended and Restated  
Articles of Incorporation  
of  
Destin Community Land Trust, Inc.**  
In Compliance with Chapter 617, F.S., (Not for Profit)

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of Corporation shall be: Destin Community Land Trust, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:  
4200 Two Trees Road  
Destin, Florida 32541

Or such other location as chosen by the Board of Directors.

**ARTICLE III**  
**PURPOSE**

This Corporation is organized and shall be operated exclusively for charitable purposes. The purposes of the Corporation are to create and maintain a Section 501(c)(3) tax-exempt corporation as provided under the Internal Revenue Code of 1986.

The specific and primary purposes are:

- (i) To provide opportunities for low and moderate income families and individuals to access decent and affordable housing;
- (ii) To preserve the quality and affordability of housing for successive owners and renters through land leases and covenants;

(iii) To foster the availability of a combination of owner-occupied and rental housing that meets diverse needs; and,

(iv) To do all other things in furtherance of the items above as may be legally permissible and in keeping with the tax-exempt status of the Corporation.

#### **ARTICLE IV** **TERM OF EXISTENCE**

The date and time of the commencement of the Corporation shall be as of the time of the filing of these Articles of Incorporation by the Department of State for the State of Florida, and this Corporation shall exist perpetually, unless sooner dissolved under Florida law.

#### **ARTICLE V** **NO STOCK – NO MEMBERS**

The Corporation shall have no capital stock or have authority to issue capital stock. The Corporation shall have no members with voting rights.

#### **ARTICLE VI** **MANNER OF ELECTION**

The manner in which the directors are elected or appointed shall be governed by the Bylaws.

#### **ARTICLE VII** **CORPORATE POWERS**

The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

#### **ARTICLE VIII** **NET EARNINGS**

No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to its members, if any, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and

the Corporation shall not participate, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of this Corporation.

#### **ARTICLE IX** **INCOME**

The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE X** **SELF-DEALINGS**

The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE XI** **EXCESS BUSINESS HOLDING**

The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE XII** **INVESTMENTS**

The corporation will not make any investments in a manner as to subject it to tax under Section 4942 and Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE XIII** **EXPENDITURES**

The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE XIV** **DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code,

or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XV** **INITIAL DIRECTORS**

Except for the Initial Directors listed below, the Corporation shall have no less than nine (9) and no more than fifteen (15) directors. The number of director positions may be either increased or decreased from time to time by an amendment of the Bylaws of the Corporation in the manner provided by law, but shall never be less than nine. The names and addresses of the individuals, each of whom are eighteen (18) years old or older, constituting the Initial Directors of the Corporation are as follows:

- |   |   |
|---|---|
| 1. Nancy Weidenhamer<br>808 Wild Oak Avenue<br>Destin, Florida 32541-2646 | 2. Judy Maguire<br>316 Spanish Moss Trail<br>Destin, Florida 32541-2603 |
| 3. Tom Weidenhamer<br>808 Wild Oak Avenue<br>Destin, Florida 32541-2646   | 4. James Wood, Jr.<br>3790 Misty Way<br>Destin, Florida 32541-2121      |
| 5. Jim Nissley<br>4676 Windstar Drive<br>Destin, Florida 32541-4766       | 6. Jerry Najarian<br>130 Calhoun Avenue<br>Destin, Florida 32541-1504   |

#### **ARTICLE XVI** **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent are:

J. Jerome Miller  
Miller and Ansley, P.A.  
Attorneys at Law  
Wildcat Plaza  
415 Mountain Drive, Suite 3  
Destin, Florida 32541

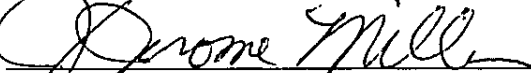
**ARTICLE XVII**  
**INCORPORATOR**

The name and address of the Incorporator are:

J. Jerome Miller  
415 Mountain Dr. Suite 3  
Destin, Florida 32541

.....

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in the certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

J. JEROME MILLER

2-7-07

Date

  
Signature/Incorporator  
J. JEROME MILLER

2-7-07

Date

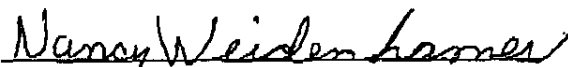


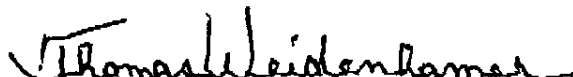
**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
DESTIN COMMUNITY LAND TRUST, INC.**

Under the provisions of F.S. 617.1006, Destin Community Land Trust, Inc. adopts the attached Amended and Restated Articles of Incorporation to its Articles of Incorporation.

The Amended and Restated Articles of Incorporation were adopted by the board of directors on February 28, 2007, by unanimous vote which exceeded the required two-thirds majority vote, without member action and member action was not required.

Signed on March 14, 2007.

  
NANCY WEIDENHAMER  
President/Director

  
TOM WEIDENHAMER  
Secretary/Director

