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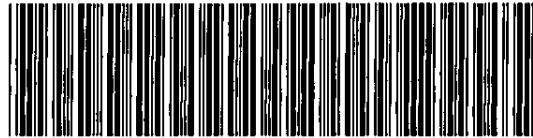
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2007 FEB -6 PM 2:53

FILED

07-5027

# Michael L. Guttman

**Attorney at Law**

314 South Baylen Street

Suite 201

Pensacola, FL 32502

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Telephone (850) 434-7445

Fax (850) 497-7096

January 26, 2007

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Reincorporation of Seaglates Association (Inc.)

Dear Sir:

Please find enclosed Articles of Reincorporation, a certified copy of Seaglates Association charter, a check for \$936.25 which represents past due fees from 1993, \$70.00 for registered agent and director fees and \$8.75 for a certified copy of the Articles. Also, please note that our federal identification number is 07-1148552. I appreciate your cooperation. If there is any further information necessary, I would appreciate a telephone call. My office telephone number is (850) 434-7445 and my cell telephone number is (850) 341-2787.

Yours truly,



MICHAEL L. GUTTMANN

MLG/mbg

Enclosures

# Michael L. Guttman

## Attorney at Law

314 South Baylen Street  
Suite 201  
Pensacola, FL 32502

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Telephone (850) 434-7445  
Fax (850) 497-7096

February 1, 2007

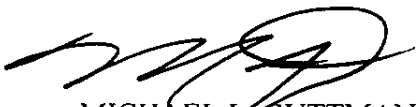
Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Reincorporation of Seaglades Association (Inc.)

Dear Sir:

Please find enclosed a copy of your letter dated January 30, 2007 along with the original and one copy of the Application and Certificate of Reincorporation. If anything further is necessary, please advise.

Yours truly,



MICHAEL L. GUTTMANN

MLG/mw

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 30, 2007

MICHAEL L GUTTMANN, ATTORNEY  
314 S BAYLEN ST  
STE 201  
PENSACOLA, FL 32502

SUBJECT: SEAGLADES ASSOCIATION, INC.  
Ref. Number: W07000005077

RECEIVED  
07 FEB -6 AM 9:29  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for SEAGLADES ASSOCIATION, INC. and your check(s) totaling \$936.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The certificate of reincorporation must be prepared in compliance with section 617.0901, Florida Statutes. We are enclosing the proper guidelines with instructions for your convenience.

Please return the original and one copy of 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) 245-6855.

Tammy Hampton  
Document Specialist  
New Filing Section

Letter Number: 007A00007289



**CERTIFICATE OF REINCORPORATION**

Pursuant to s. 617.0901, Florida Statutes, this certificate of reincorporation was duly authorized by a meeting of its members regularly called or by a meeting of its board of directors if there were no members entitled to vote on the reincorporation:

ARTICLE I NAME

The name of the corporation shall be:

SEAGLADES ASSOCIATION, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

11320 Seaglade Drive, Pensacola, FL 32507

ARTICLE III PURPOSE

The specific purpose for which the corporation is organized:

benevolent and charitable, but it shall not as a practice solicit funds to that end, but rather the corporation shall serve to bind together its members for benevolent, charitable, social and recreational purposes.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

elected annually by the members of the corporation at a meeting held for that purpose for one year period until successors are elected. Board of Directors may elect members to fill vacancies.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Michael L. Guttman  
314 S. Baylen Street, Suite 201  
Pensacola, FL 32502

ARTICLE VI INCORPORATOR

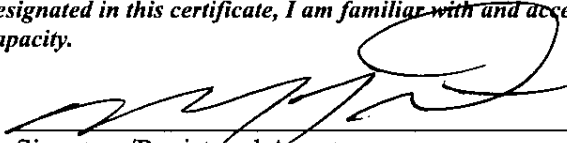
The name and address of the Incorporator is:

Michael L. Guttman  
314 S. Baylen Street, Suite 201  
Pensacola, FL 32502


2007 FEB -6 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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

  
\_\_\_\_\_  
Signature/Registered Agent

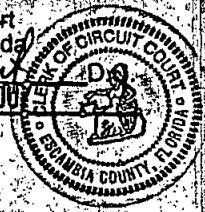
2/1/07  
Date

  
\_\_\_\_\_  
Signature/Incorporator

2/1/07  
Date

INCORPORATION BOOK 8 PAGE 99

Certified to be a true copy of the original on file in this office. Witness my hand and official seal ERNIE LEE MAGAHA Clerk of the Circuit Court Escambia County Florida By: *Ernie Lee Magaha* Date: JAN 25 2004



PROPOSED CHARTER OF SEAGLADES ASSOCIATION

TO THE HONORABLE JUDGES OF THE CIRCUIT COURT OF THE FIRST JUDICIAL CIRCUIT OF FLORIDA IN AND FOR ESCAMBIA COUNTY:

The undersigned respectfully present as the proposed Charter for Seaglades Association, a corporation not for profit, the following:

1. The name of this corporation shall be "SEAGLADES ASSOCIATION" and it shall be located in Escambia County, Florida.

2. The general nature of the object of the corporation is benevolent and charitable, but it shall not as a practice solicit funds to that end, but rather the corporation shall serve to bind together its members for benevolent, charitable, social and recreational purposes.

3. The original membership of this organization shall consist of the names of those persons appended to this proposed charter. Other persons may become members of this organization upon election by two-thirds of a quorum of the Board of Directors.

No person shall be elected to membership who is not a legal or equitable owner of real property in Seaglades Subdivision, according to Plat thereof recorded in Plat Book 3 at Page 70 of the public records of Escambia County, Florida, or in subdivisions adjacent thereto laid out by Seaglades, Inc. Whenever any member of this Association shall cease to be such a legal or equitable owner, then his membership in this Association shall automatically terminate.

4. This corporation shall have perpetual existence.

5. The names and places of residence of the subscribers of this proposed Charter are as follows:

H. V. Sebach, W. T. Ragon, W. H. Pierce, George L. Walters and Charles Kilpatrick, all residing within Seaglades Subdivision on Gulf Beach Highway in Escambia County, Florida.

6. The affairs of this corporation shall be managed by a Board of Directors consisting of not less than five nor more than nine members. The members of the Board of Directors shall be elected annually by the members of the corporation at a meeting held for that purpose, and they shall hold office for a period of one year and thereafter until their successors are elected. The Board of Directors may elect members of the Board to fill interim vacancies.

The Board of Directors shall elect a president, a vice president, a secretary and a treasurer, who shall hold office for a period of one year and thereafter until their successors are elected.

7. The names of the officers who are to manage all of the affairs of the corporation until the first annual election under this Charter are as follows:

|                    |   |  |
|--------------------|---|--|
| Board of Directors | - | H. V. Sebach<br>W. T. Ragon<br>W. H. Pierce<br>George L. Walters<br>Charles Kilpatrick |
| President          | - | H. V. Sebach   |
| Vice President     | - | W. H. Pierce   |
| Secretary          | - | W. T. Ragon  |
| Treasurer          | - | W. T. Ragon  |

8. The By-Laws of the corporation shall be made, altered or rescinded by a two-thirds vote of a quorum of the Board of Directors.

9. The highest amount of indebtedness or liability to which the corporation may at any time subject itself, which shall never be greater than two-thirds of the value of the property of the corporation, is \$100,000.00.

10. The amount in value of the real estate which the corporation may hold, subject always to the approval of the Circuit Judge, is \$200,000.00.

WHEREFORE, the undersigned pray that an order may be



entered approving the foregoing proposed Charter and constituting the undersigned and their successors a body corporate under said Charter.

This 9 day of June, 1958.

*H. V. Sebach*  
*W. J. Seach*  
*W. J. Seach*  
*George J. Sealth*  
*Charles K. Sealth*

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Before the undersigned authority this day personally appeared H. V. Sebach, one of the subscribers of the foregoing proposed Charter of Seaglates Association, to me well known and known to me to be the individual described by said name in and who executed the foregoing instrument and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this 9 day of June, 1958.

*Edith Crain*  
Notary Public  
My Commission expires 10/24/60

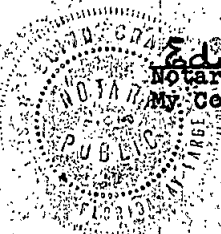
STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Before the undersigned authority this day personally appeared H. V. Sebach, who, being duly sworn, on oath deposes and says that he is one of the subscribers of the above and foregoing document; that he has read the same and knows the

contents thereof; that it is intended by the founders of said corporation in good faith to carry out the purposes and objects of said corporation as set out in proposed Charter.

*H. V. Sebach*

Sworn to and subscribed before me this 9 day of June, 1958.



Edith Crum  
Notary Public  
My Commission expires 10/26/60

The foregoing proposed Charter appearing to be in proper form and having an object authorized by Chapter 617, Florida Statutes, the same is hereby approved by me as the Charter of Seaglates Association.

This 16<sup>th</sup> day of June, 1958.

*Samuel Bell*  
Circuit Judge

NO. 19621 FILED JUL 10 1958  
AT 9:52 am O'CLOCK, RECORDED IN THE PUBLIC RECORDS OF ESCAMBIA COUNTY, FLORIDA IN THE BOOK AS NOTED ABOVE.  
LANGLEY BELL, CLERK OF CIRCUIT COURT.