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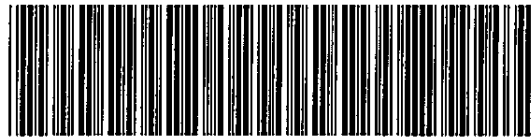
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2007 MAY 25 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CS. 5-29

COVER LETTER

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

SUBJECT: GULF WINDS CENTER ASSOCIATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JEFFREY T. SAUER, ESQUIRE
Name (Printed or typed)

510 E. ZARAGOZA ST.
Address

PENSACOLA, FL 32502
City, State & Zip

850-434-2761
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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2007 MAY 25 PM 2: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GULF WINDS CENTER ASSOCIATION, INC.

We, the undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

NAME

The name of this corporation is GULF WINDS CENTER ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as "Association". Provided however, that should Gulf Winds Federal Credit Union at any time no longer be an owner in the condominium, then upon request from it, the name of the Association will be changed to remove "Gulf Winds" from the name.

ARTICLE II

PURPOSE

The Association is organized as a corporation not for profit under the terms and provisions of Chapter 617, Florida Statutes, and is a condominium association, as referred to and authorized by Section 718.111, Florida Statutes. The purpose for which the corporation is organized is to provide an entity responsible for the operation of a commercial condominium in Santa Rosa County, Florida, known as GULF WINDS CENTER, A COMMERCIAL CONDOMINIUM, hereinafter referred to as the "Condominium". The Declaration of Condominium and any amendments thereto, whereby said Condominium has or will be created, is herein called the "Declaration".

ARTICLE III

QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION

Section 1. The members of the Association shall constitute all the record owners of commercial condominium units in the Condominium. After receiving the approval of a unit owner and the Association, as required under the Declaration, change of membership in the Association shall be established by recording in the Public Records of Santa Rosa County, Florida, a deed or other instrument establishing record title to a condominium unit and the delivery to the Association

of a copy showing the recording information of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner of such condominium unit shall thereupon be terminated.

Section 2. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner whatsoever except as an appurtenance to his condominium unit.

Section 3. The owner of each condominium unit shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of a condominium unit and the manner of exercising voting rights shall be determined by the By-laws of the Association.

ARTICLE IV

CORPORATE EXISTENCE AND TERM

The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida, and the term of the Association shall be perpetual.

ARTICLE V

DIRECTORS AND OFFICERS

The affairs of the Association shall be managed by its Board of Administration. The directors and officers may lawfully and properly exercise the powers set forth in Article XI, Sections 3, 4 and 5, notwithstanding the fact that some or all of them who may be directly or indirectly involved in the exercise of such powers and in the negotiation and/or consummation of the agreements executed pursuant to such powers are some or all of the persons with whom the corporation enters into such agreements or who own some or all of the proprietary interest in the entity or entities with whom the corporation enters into such agreements. Disclosure of such agreements by setting forth the same in the Declaration, as initially declared or subsequently redeclared or amended, shall stand as an absolute confirmation of such agreements and the valid exercise by the directors and officers of the corporation of the powers pertinent thereto.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Administration.

Section 2. This corporation shall have three (3) members of the board initially. The

number of directors may be changed from time to time as provided by the By-laws, but their number may never be less than three (3).

Section 3. Directors of the Association shall be elected at the annual meeting of members in the manner determined by the By-laws. Directors may be removed and vacancies on the Board of Administration shall be filled in the manner provided by the By-laws.

Section 4. The first election of directors shall be held at the time determined by the Board of Administration not greater than one year after a unit owner other than the developer owns a unit in the Condominium that will ultimately be operated by the Association. The directors named in these articles shall serve until the first election of directors and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

Section 5. Directors must: (i) be members of the Association, (ii) be an officer or employee of a member of the Association, or (iii) own an ownership interest in a member of the Association.

Section 6. The names, addresses and classes of the initial Board of Administration are as follows:

<u>Name</u>	<u>Class</u>	<u>Address</u>
Alan Overbaugh	1	211 Palmetto Road Gulf Breeze, FL 32561
Jack Kirby	2	707 Bay Cliffs Road Gulf Breeze, FL 32561
Chris Rutledge	3	609 Silverthorn Road Gulf Breeze, FL 32561

ARTICLE VII

OFFICERS

Section 1. The officers of the corporation shall be a President, Vice President, Secretary and a Treasurer. The same person may hold the offices of the Secretary and Treasurer simultaneously.

Section 2. The names of the persons who are to serve as officers of the Association are as follows:

<u>Office</u>	<u>Name</u>
President	Alan Overbaugh
Vice President	Chris Rutledge
Secretary	Jack Kirby
Treasurer	Jack Kirby

Section 3. The officers must: (i) be members of the Association, (ii) be an officer or employee of a member of the Association, or (iii) own an ownership interest in a member of the Association; and shall be elected by the Board of Administration at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Administration.

Section 4. The officers shall have such duties, responsibilities and powers as provided in the By-laws and by Chapter 718, Florida Statutes.

ARTICLES VIII

BY-LAWS

The membership shall adopt By-laws for the Association at the first meeting of the Association after the approval of these Articles of Incorporation by the Secretary of State. Additional By-laws or alterations or rescission of the By-laws shall be enacted by a majority vote of the members of the Association.

ARTICLE IX

AMENDMENT TO ARTICLES

The Articles of Incorporation may be amended at any special or regular meeting by approval of not less than the majority of the entire membership of the Board of Administration and a majority of the members of the Association, or by not less than unanimous vote of the entire membership of the Association. Any amendment to these Articles will be voted upon only after notice of any meeting as required by the By-laws of the Association.

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is: 211 Palmetto Road, Gulf Breeze, Florida 32561 and the name of the initial registered agent of the Association at that address is: Alan Overbaugh.

ARTICLE XI

POWERS

The Association shall have the following additional powers:

Section 1. All the powers set forth and described in Section 617.021 of the Florida Statutes not repugnant to any of the provisions of Chapter 718, Florida Statutes.

Section 2. All of the powers of an association as set forth in Chapter 718, Florida Statutes.

Section 3. To acquire and enter into agreements whereby it acquires leaseholds, membership or other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the use or benefit of the unit owners.

Section 4. To contract with any person, firm or entity for the operation, maintenance or repair of the condominium property. Provided, however, that any such contract shall not be in conflict with the powers and duties of the Association nor the rights of unit owners as provided in the Condominium Act and these enabling documents.

Section 5. To enter into a maintenance agreement with other condominiums or entities to provide for acquisition, maintenance, replacement and repair of facilities to be used jointly.

Section 6. To acquire by purchase or otherwise, condominium units of the condominium, subject, nevertheless, to the provisions of the Declaration and/or By-laws relative thereto.

Section 7. To operate and manage the Condominium in accordance with the sense, meaning, direction, purpose and intent of the Declaration as the same may from time to time be amended, and to otherwise perform fulfill and exercise the powers, privileges, options, right, duties, obligations and responsibilities entrusted to or delegated to it by the Declaration and/or By-laws.

ARTICLE XII

SUBSCRIBERS

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

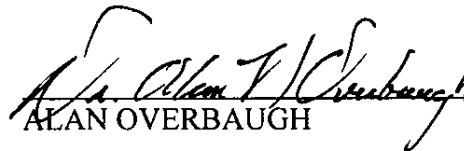
Alan Overbaugh
211 Palmetto Road
Gulf Breeze, Florida 33561

ARTICLE XIII

INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles of Incorporation and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

I, the undersigned, being the subscriber hereto, do hereby subscribe to these Articles of Incorporation and in witness whereof, I have hereunto set my hand and seal on this 18TH day of May, 2007.

 (Seal)
ALAN OVERBAUGH

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing Articles of Incorporation were acknowledged before me this 18TH day of May, 2007, by ALAN OVERBAUGH.



JEFFREY T. SAUER
MY COMMISSION # DD 462007
EXPIRES: August 14, 2009
Bonded Thru Budget Notary Services


NOTARY PUBLIC
Printed name: JEFFREY T. SAUER

My commission expires:

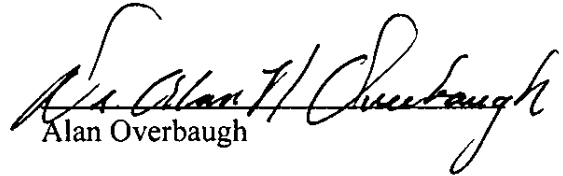
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

Gulf Winds Center Association, Inc. desiring to organize under the laws of the State of Florida with its principal office, in the City of Gulf Breeze, County of Santa Rosa, State of Florida, has named Alan Overbaugh, located at 211 Palmetto Road, Gulf Breeze, Florida 33561, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Alan Overbaugh

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2007 MAY 25 PM 2:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA