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**ARTICLES OF INCORPORATION
OF
GRAND PANAMA BEACH RESORT OFFICE CONDOMINIUM ASSOCIATION, INC.
a Florida not-for-profit corporation**

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**ARTICLES OF INCORPORATION
OF
GRAND PANAMA BEACH RESORT OFFICE CONDOMINIUM ASSOCIATION, INC.
a Florida not-for-profit corporation**

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

I. NAME

The name of the corporation shall be **GRAND PANAMA BEACH RESORT OFFICE CONDOMINIUM ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

II. OFFICE

The principal office and mailing address of the Association shall be at 11501 Hutchison Drive, Panama City Beach, Florida 32407 or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by the Florida Condominium Act as it exists on the date hereof (the "Act").

III. PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Act for the operation of that certain condominium located in Bay County, Florida, known as **GRAND PANAMA BEACH RESORT OFFICE CONDOMINIUM** (the "Condominium").

IV. DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Bay County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

V. POWERS

A. Association Property. The Association shall have all of the common law and statutory powers of a not for profit corporation under the laws of Florida, except as expressly limited or restricted by the terms of these Articles, the Declaration, the Bylaws or the Act, and all of the powers and duties reasonably necessary to operate the Association.

B. Association Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

VI. MEMBERS

A. Membership. The members of the Association shall consist of all of the record title owners of Units in the Condominium from time to time, and after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.

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B. Assignment. A member cannot assign, hypothecate or transfer in any manner its share of the funds and assets of the Association except as an appurtenance to the Unit for which that share is held.

C. Voting. The voting interests for each Unit are set forth in the Declaration. All votes shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall be entitled to cast the aggregate number of votes attributable to all Units owned.

D. Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

VII. TERM OF EXISTENCE

The Association shall have perpetual existence.

VIII. INCORPORATOR

The name and address of the incorporator of this Corporation is:

NAME - ADDRESS
Franklin R. Harrison
304 Magnolia Avenue
Panama City, Florida 32401

IX. OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association 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 Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers.

X. DIRECTORS

A. Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of Directors determined in the manner provided by the Bylaws. The method of election of directors is as stated in the Bylaws. A Director need not be a Unit Owner or Voting Member.

B. Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

C. Standards. A Director shall discharge his duties as a director, including any duties as a member of a Committee: In good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Association. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Association whom the Director reasonably believes to be reasonable and competent in the manners presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons'

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professional or expert competence; or a Committee if the Director reasonably believes the Committee merits confidence. A Director is not liable for any action taken as a Director, or any failure to take action, if he performed the duties of his office in compliance with the foregoing standards.

XI. FIRST BOARD OF DIRECTORS

The name and addresses of the members of the first Board of Directors who, subject to the provisions of the laws of the State of Florida, these Articles of Incorporation and the Bylaws, shall hold office for the first year of the Association's corporate existence, and thereafter until their successors are selected and have qualified, are as follows:

David Buschmann	2704 Whisper Wood Lane Panama City, Florida 32404
Brenda Buschmann	2704 Whisper Wood Lane Panama City, Florida 32404
Marc Nolan	99 Oakleaf Court Panama City Beach, Florida 32413

XII. FIRST OFFICERS

The officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the Bylaws, and have qualified, shall be the following:

<u>Name and Title</u>	<u>Address</u>
David Buschmann President	2704 Whisper Wood Lane Panama City, Florida 32404
Brenda Buschmann Vice President	2704 Whisper Wood Lane Panama City, Florida 32404
Marc Nolan Secretary	99 Oakleaf Court Panama City Beach, Florida 32413

XIII. INDEMNIFICATION

A. Indemnities. The Association shall indemnify any person who was or is a party to any proceeding (other than an action by the Association) by reason of the fact that he is or was a Director, officer, employer or agent (each, an "Indemnitee") of the Association against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Association.

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B. Indemnification. The Association shall indemnify any person who was or is a party to any proceeding by the Association to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee, or agent of the Association against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, except that no indemnification shall be made under this Section in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

C. Indemnification for Expenses. To the extent that a Director, officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any proceeding referred to in Section A or B, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

D. Determination of Applicability. Any indemnification under Section A or Section B, unless pursuant to a determination by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section A or Section B. Such determination shall be made:

1. By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;

2. If such a quorum is not obtainable, by majority vote of a Committee duly designated by the Board of Directors (in which Directors who are parties may vote on the members of the Committee) consisting solely of two or more Directors who are not at the time parties to the proceeding;

3. By Independent legal counsel selected:

- (a) by the Board of Directors prescribed in paragraph 1 or the Committee prescribed in paragraph 2; or

- (b) if a quorum of the Directors cannot be obtained for paragraph 1 and the Committee cannot be designated under paragraph 2, then by a majority of the voting interests of the Voting Members of the Association who were not parties to such proceeding.

E. Determination Regarding Expenses. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by Independent legal counsel, persons specified by subsection b shall evaluate the reasonableness of expenses and may authorize indemnification.

F. Advancing Expenses. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Association in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount if he is ultimately found not to be entitled to Indemnification by the Association pursuant to

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this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

G. Exclusivity; Exclusions. The Indemnification and advancement of expenses provided pursuant to this Article XIII are not exclusive, and the Association may make any other or further indemnification or advancement of expenses of any of its Directors, officers, employees, or agents, under any bylaw, agreement, vote of Unit Owners or disinterested Directors, or otherwise. However, indemnification or advancement of expenses shall not be made to or on behalf of any Director, officer, employee, or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

1. A violation of the criminal law, unless the Director, officer, employee, or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
2. A transaction from which the Director, officer, employee, or agent derived an improper personal benefit; or
3. Willful misconduct or a conscious disregard for the best interests of the Association in a proceeding by or in the right of the Association to procure judgment in its favor or in a proceeding by or in the right of the members of the Association.

H. Continuing Effect. Indemnification and advancement of expenses as provided in this Article XIII shall continue to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person, unless otherwise provided when authorized or ratified.

I. Application to Court. Notwithstanding the failure of the Association to provide Indemnification in any specific case, a Director, officer, employee, or agent of the Association who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court ordered indemnification or advancement of expenses, if it determines that:

1. The Director, officer, employee, or agent is entitled to mandatory indemnification under Section B, in which case the court shall also order the Association to pay the Director reasonable expenses incurred in obtaining court ordered indemnification or advancement of expenses;
2. The Director, officer, employee, or agent is entitled to Indemnification or advancement of expenses, or both, by virtue of the exercise by the Association of its power pursuant to Section D; or
3. The Director, officer, employee, or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in Section A, Section B, or Section C.

J. Definitions. For purposes of this Article XIII, the term "expenses" shall be deemed to include attorneys' fees, including those for any appeals; the term "liability" shall be deemed to include obligations to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; the term "proceeding" shall be deemed to include

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any threatened, pending or completed action, suit, or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal; and the term "agent" shall be deemed to include a volunteer; the term "serving at the request of the Association" shall be deemed to include any service as a Director, officer, employee or agent of the Association that imposes duties on such person.

K. Amendment. Anything to the contrary herein notwithstanding, no amendment to the provision of this Article XIII shall be applicable as to any party eligible for indemnification hereunder who has not given his prior written consent to such amendment.

XIV. BYLAWS

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

XV. AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

A. Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in the Bylaws. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

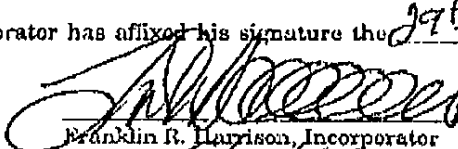
B. Adoption. All amendments to these Articles shall require the unanimous approval of the voting interests of the Voting Members for the Retail Unit Owners and the unanimous approval of the voting interests of the Voting Members for the Office Unit Owners represented at a meeting at which a quorum has been attained. No amendment shall be made that is in conflict with the Act, the Declaration or the Bylaws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, unless the Developer shall join in the execution of the amendment. No amendment to this Section B shall be effective.

C. Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Bay County, Florida with a reference to the book and page of the Public Records where the Declaration was recorded which contained, as an exhibit, the initial recording of these Articles.

XVI. INITIAL REGISTERED OFFICE; ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this corporation shall be at 304 Magnolia Avenue, Panama City, Florida 32401, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Franklin R. Harrison.

IN WITNESS WHEREOF, the Incorporator has affixed his signature the 29th day and year set forth below.

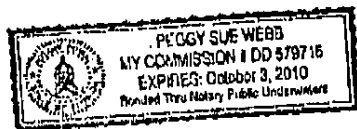

Franklin R. Harrison, Incorporator
Date: 6/29/07

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STATE OF FLORIDA
COUNTY OF Bay

The foregoing instrument was acknowledged before me this 29th day of June, 2007, by Franklin R. Harrison (who is personally known to me or who produced _____ as identification.



Peggy Sue Webb
(Signature of Notary Public)

(Print Name)
Notary Public, State of Florida
My Commission Expires:
My Commission Number:

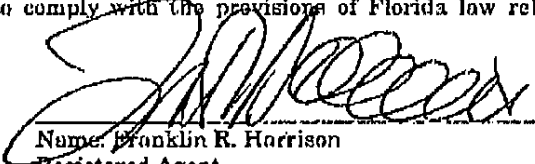
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First - That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in Bay County, Florida, the Association has named in said Articles Franklin R. Harrison, having an office located at 304 Magnolia Avenue, Panama City, Florida 32401, as its statutory registered agent.

Having been named the statutory agent of said Association at the place designated in this certification, I am familiar with the obligations of that position, and hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Name: Franklin R. Harrison
Registered Agent

Date: 6/29/07

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