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FLORIDA PROFIT/NON PROFIT CORPORATION

Banana Bay Dock Owners' Association, Inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA
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MRS 3/23



March 20, 2009

FLORIDA DEPARTMENT OF STATE

CLARK, PARTINGTON, HART AND HART Division of Corporations

SUBJECT: BANANA BAY DOCK OWNER'S ASSOCIATION, INC.
REF: W09000013298

Articles resubmitted -
Address of
incorporator added
below incorporator's
signature

We have received your document for BANANA BAY DOCK OWNER'S ASSOCIATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

FAX Aud. #: H09000064741
Letter Number: 309A00009557

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**ARTICLES OF INCORPORATION
OF
BANANA BAY DOCK OWNERS' ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

In compliance with Chapter 617, Florida Statutes, the undersigned incorporator by these articles associate themselves for the purpose of forming a corporation not for profit and adopt the following articles of incorporation:

ARTICLE I. NAME

The name of this corporation is BANANA BAY DOCK OWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these articles of incorporation as the "Articles", the bylaws of the Association as the "Bylaws", and the Declaration of Covenants, Restrictions and Easements for Banana Bay Marina as the "Declaration".

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Association is located at: 125 W. Romana St., Suite 400, Pensacola, FL 32502.

ARTICLE III. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 125 W. Romana St., Suite 400, Pensacola, FL 32502 and the name of the initial registered agent at that address is Roger Huffman.

ARTICLE IV. TERM OF EXISTENCE

The Association shall exist perpetually.

ARTICLE V. PURPOSE AND POWERS

This Association does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to provide for enforcement of covenants, conditions, restrictions, easement and maintenance and operational control of the wet slips and common properties within that certain tract of property located in Escambia County, Florida and described in the Declaration of Covenants, Conditions and Restrictions of Banana Bay Marina recorded or to be recorded in the Public Records of Escambia County, Florida.

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ARTICLE VI. MEMBERS

Every person or entity who is a record owner or lessee of any wet slip which is subject by covenants or record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any wet slip that is subject to assessment by the Association.

ARTICLE VII. VOTING RIGHTS

The Association shall have two classes of voting membership as provided in the Declaration recorded or to be recorded in the public records of Escambia County, Florida.

ARTICLE VIII. FIRST BOARD OF DIRECTORS

The affairs of this Association shall be managed initially by a Board of three (3) directors who shall serve until the organizational meeting, and thereafter by a Board of three (3) Directors, who must be members of the Association unless otherwise provided for in the Bylaws. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

NAME	ADDRESS
Joseph R. Youd	125 W. Romana St., Suite 400, Pensacola, FL 32502.
Roger Huffman	125 W. Romana St., Suite 400, Pensacola, FL 32502.
David Wolf	125 W. Romana St., Suite 400, Pensacola, FL 32502.

At the first annual meeting, the members shall elect three (3) Directors for a term of one (1) year. At each annual meeting thereafter the members shall elect three (3) Directors for a term of one (1) year.

ARTICLE IX. INITIAL OFFICERS

The affairs of the Association shall be managed by a President, Vice President, Secretary and Treasurer and such other officers as permitted in the Bylaws.

The names and addresses of those persons who shall act as initial officers of the corporation until the election of their successors as set forth in the Bylaws are:

President	Roger Huffman	125 W. Romana St., Suite 400, Pensacola, FL 32502.
Vice President	Joseph R. Youd	125 W. Romana St., Suite 400, Pensacola, FL 32502.
Secretary/Treasurer	David Wolf	125 W. Romana St., Suite 400, Pensacola, FL 32502.

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The above-named officers shall serve until the first organizational meeting of the Board of Directors of the corporation. The officers shall thereafter be elected as set forth in the Bylaws.

ARTICLE X. AMENDMENTS

Amendment of these Articles shall require the assent of a majority vote of a quorum of the votes of the Voting Members of the Association. Amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a Special Meeting of the Membership duly called for that purpose, or at an annual meeting of the Membership.

ARTICLE XI. BYLAWS

The Bylaws of this corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of a quorum of all members voting in person or by proxy.

ARTICLE XII. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by members holding a majority of the total cumulative votes of both classes of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedications refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on this 19 day of March, 2009.



Roger Huffman
125 W. Romana Street, Suite 400
Pensacola, FL 32502

ACCEPTANCE BY REGISTERED AGENT

I DO HEREBY accept the foregoing designation as registered agent of BANANA BAY DOCK OWNERS' ASSOCIATION, INC. Further, I am familiar with and accept the duties and obligations of such designation.



Roger Huffman

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