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July 11, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FOLEY & LARDNER

SUBJECT: CAPTAINS' COURT AT HARBORWALK VILLAGE CONDOMINIUM ASSOCIATION,
INC.
REF: W11000036472

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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ARTICLES OF INCORPORATION

OF

CAPTAINS' COURT AT HARBORWALK VILLAGE CONDOMINIUM ASSOCIATION, INC. (a corporation not-for-profit)

All terms used in these Articles of Incorporation of Captains' Court at HarborWalk Village Condominium Association, Inc. (the "Articles") will have the same meaning as the identical terms used in the Declaration of Condominium of Captains' Court at HarborWalk Village, a Condominium (the "Declaration") unless the context otherwise requires.

ARTICLE I

Name

The name of the corporation will be Captains' Court at HarborWalk Village Condominium Association, Inc. For convenience this corporation will be referred to as the "Association."

ARTICLE II

Purposes

1. The purpose for which the Association is organized is to manage, operate and maintain a condominium to be known as Captains' Court at HarborWalk Village, a Condominium (the "Condominium") in accordance with the Declaration, and for any other lawful purpose.
2. The Association will have no capital stock and will make no distribution of income or profit to its members, directors or officers.

ARTICLE III

Powers

1. The Association will have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, together with such additional specific powers as are contained in the Bylaws, Condominium Declaration, and all other powers reasonably necessary to implement the purpose of the Association.
2. All funds and the titles to all property acquired by the Association and the proceeds thereof must be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.
3. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Condominium Declaration.
4. Upon the creation of a Fractional Real Estate Ownership Plan, the Association shall be responsible for the operation of any Fractional Real Estate Ownership Plan as designated by the Developer in the Fractional Instrument creating such Fractional Real Estate Ownership Plan.

ARTICLE IV

Members

The qualifications of members, the manner of their admission to the Association, and voting by members will be as follows:

1. All Owners are members of this Association, and no other persons or entities are entitled to membership. Each Owner will be entitled to vote in accordance with the Bylaws.
2. Changes in membership in the Association will be established by the recording in the Public Records of Okaloosa County, Florida, of a deed or other instrument establishing a change of record title to a Unit. The new Owner designated by such instrument will thereby become a member of the Association. The membership of the prior Owner will be thereby terminated.
3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's Unit.

ARTICLE V

Directors

1. The affairs of the Association will be managed by a board of directors consisting of five (5) members.
2. Directors of the Association must be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

ARTICLE VI

Indemnification

Every director and every officer of the Association must be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director may become involved by reason of his or her being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification herein will apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VII

Bylaws

The Bylaws will be adopted by the Board and may be altered, amended or rescinded as provided in the Bylaws.

ARTICLE VIII

Amendments

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.
2. Until the first election of a majority of directors by members other than the Developer, proposal of an amendment and approval thereof will require the affirmative action of three-fifths (3/5) of the entire membership of the Board, and no meeting of the members nor any approval thereof is required, unless such meeting or approval is required by the Condominium Declaration, Fractional Declaration or Chapters 718 or 721.
3. After the first election of a majority of directors by members other than the Developer, a resolution approving a proposed amendment may be proposed by either the Board or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than three-fifths (3/5) of the entire membership of the Board and by not less than a majority vote of all of the Owners. Directors not present at the meeting considering the amendment may express their approval in writing ten (10) days after such meeting. However, the agreement or disagreement of a director may not be used as a vote for or against the action taken, and may not be used for the purposes of creating a quorum.
4. Once adopted, an amendment will be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Okaloosa County, Florida.
5. Notwithstanding anything in these Articles of Incorporation to the contrary, no amendment shall make any change in the qualifications for membership without approval in writing of all the members and the consent of all record holders of mortgages on any part of the Condominium Property or on property held by the Association. No amendment shall be made that is in conflict with Chapter 718, Chapter 721, the Condominium Declaration or Fractional Declaration. No amendment which affects the rights and privileges provided to the Developer in Chapter 718, Chapter 721, the Condominium Declaration or Fractional Declaration, as determined by the Developer in its sole discretion, shall be effective without the written consent of the Developer.
6. Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity; as may be necessary to conform these Articles to any governmental statutes; as may be in the best interests of the Association; as may be required by any lending institution, title insurance company, or public body; to facilitate the operation and management of the Condominium or a Fractional Real Estate Ownership Plan; or to facilitate the sale of Units or Fractional Interests or as the Developer may deem appropriate, in its sole discretion, to carry out the purposes of the project and to expand or enhance the Condominium.

ARTICLE IX

Term

The term of the Association is the life of the Condominium and Fractional Real Estate Ownership Plan. The Association will be terminated by the termination of the Condominium in accordance with the Condominium Declaration.

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ARTICLE X

Incorporator

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

Name

Emerald Grande, LLC

Address

4100 Legendary Drive
Suite 200
Destin, Florida 32541

ARTICLE XII

Registered Agent

The Association hereby appoints Mitchell W. Legler as its Registered Agent to accept service of process within this state, with the Registered Office located at 1431 Riverplace Blvd., Ste. 910, Jacksonville, Florida 32207.

ARTICLE XIII

Principal Office

The address of the principal office and the mailing address of the Association shall be 10 Harbor Boulevard, Destin, Florida 32541, or at such other place as may be subsequently designated by the Board. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Chapter 718.

IN WITNESS WHEREOF the incorporator has hereto affixed to these Articles of Incorporation the incorporator's signature this 7th day of July, 2011.

Emerald Grande, LLC

By: 

Print Name: Peter Bos

As its: Authorized Officer

Jul-11-11 12:37 From-Foley & Lardner

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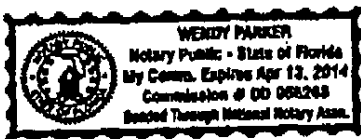
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STATE OF FLORIDA)
) SS.
COUNTY OF OKALOOSA)

The foregoing instrument was acknowledged before me this 2nd day of July, 2011, by Peter Bos, as Authorized Officer of Emerald Grande, LLC, on behalf of the corporation. He/she is personally known to me or has produced _____ as identification.

(NOTARY SEAL)



Wendy Parker
(Notary Signature)

(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____

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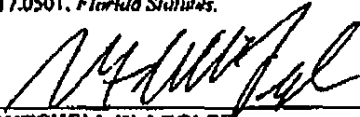
REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not-For-Profit Corporation Act, the following is submitted, in compliance with said statute:

That Captains' Court at HarborWalk Village Condominium Association, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Destin, County of Okaloosa, State of Florida, has named Mitchell W. Legler, located at 1431 Riverplace Blvd., #910, Jacksonville, Florida 32207, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §617.0501, *Florida Statutes*.



MITCHELL W. LEGLER
Date: 7/6/11