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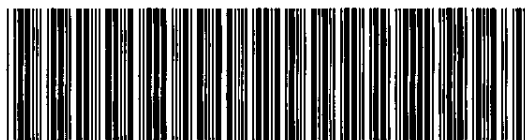
(Business Entity Name)

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W12-30284

06/01/12--01008--016 ***78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12 JUN -1 PM 4:25
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TALLAHASSEE, FLORIDA

T. Burch JUN 16 2012

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

AMALFI COAST CABANAS

ASSOCIATION, INC.

RE-SUBMIT

PLEASE OBTAIN THE ORIGINAL
FILE DATE.

Signature _____

Requested by: SETH

06/04/12

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ ☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 4, 2012

CAPITAL CONNECTIONS, INC.
ATTN: SETH

SUBJECT: AMALFI COAST CABANAS ASSOCIATION, INC.
Ref. Number: W12000030284

RE-SUBMIT

PLEASE OBTAIN THE ORIGINAL
FILE DATE.

RECEIVED

12 JUN -5 AM 8:30

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for AMALFI COAST CABANAS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

The registered agent and street address must be consistent wherever it appears in your document.

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.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 712A00015773

This instrument was prepared by
Colleen C. Sachs, Esq.
Sachs & La Seur, P.A.
1394 County Highway 283 S, Bldg 4
Santa Rosa Beach, Florida 32459

ARTICLES OF INCORPORATION FOR
AMALFI COAST CABANAS ASSOCIATION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT

FILED
12 JUN -1 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FL 32301

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

ARTICLE 1. NAME AND ADDRESS

The name of the corporation shall be AMALFI COAST CABANAS ASSOCIATION, INC., referred to in this instrument as the "Corporation". The principal address of the Corporation is 4641 Gulfstar Drive, Suite #104, Destin, Florida 32541-3776. The mailing address is PO Box 70, Douglasville, Georgia 30133. For convenience, the Corporation shall be referred to in this instrument as the "Cabanas Association," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

ARTICLE 2. PURPOSE

The purpose for which the Cabanas Association is organized is to provide an entity for the collection of assessments and maintenance of certain associated commercial parcels described in the Amalfi Coast Resort declaration of condominium recorded in Official Records Book 2365, Page 714 of the Public Records of Walton County, Florida, referred to in this instrument as the "Cabanas", and enforcement of restrictive covenants, rules and regulations associated with the Cabanas, referred to as the "Restrictive Covenants", where the Cabanas are described in detail.

ARTICLE 3. DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Bylaws and Restrictive Covenants, unless herein provided to the contrary or unless the context otherwise requires.

ARTICLE 4. POWERS

The powers of the Association shall include and be governed by the following:

4.1 General. The Cabanas Association shall have all of the common-law and statutory powers of a not for profit corporation under the laws of the state of Florida that are not in conflict with the provisions of these Articles, the Bylaws or Restrictive Covenants.

4.2 Enumeration. The Cabanas Association shall have the powers set forth in the Florida Statutes Chapter 617 (the Act) except as limited by these Articles, the Bylaws and the Restrictive Covenants (to the extent that they are not in conflict with the Act) and all of the powers reasonably necessary to operate the Association and as more particularly described in the Bylaws, including, but not limited to, the following:

(a) To make and collect assessments and other charges against members as Property Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To purchase insurance upon the Cabanas and insurance for the protection of the Cabanas Association, its Officers, Directors, and Property Owners as the board of directors deems appropriate.

(c) To make and amend reasonable rules and regulations as provided in the Bylaws.

(d) To enforce by legal means the provisions of the Act, the Restrictive Covenants, these Articles, the Bylaws, and the Rules and Regulations.

(e) To contract for the management of the Cabanas Association and to authorize a management agent to assist the Cabanas Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, and enforcement of rules using funds made available by the Cabanas Association. The Association and its Officers shall, however, retain at all times the powers and duties granted by the Act, these Articles and the Bylaws, including, but not limited to, the levy of assessments, promulgation of rules, and execution of contracts on behalf of the Association.

(f) To employ personnel to perform the services required for the proper operation, maintenance, conservation, and use of the Cabanas Parcels.

(h) To borrow money, and execute evidence of indebtedness.

4.3 Cabanas Association Property. All funds and the title to all property acquired by the Cabanas Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Restrictive Covenants, these Articles, and the Bylaws.

4.4 Distribution of Income; Dissolution. The Cabanas Association shall make no distribution of income to its members, Directors, or Officers. However, the assets of the Corporation may be distributed based upon square footage owned to its members, in connection with the dissolution of the Cabanas Association.

4.5 Limitation. The powers of the Cabanas Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Restrictive Covenants, the Bylaws, and the Act, provided that, in the event of conflict, the provisions of the Act shall control over those of the Restrictive Covenants and Bylaws.

ARTICLE 5. MEMBERS

5.1 Membership. The members of the Cabanas Association shall consist of all of the record title Owners of Cabanas as described in the Restrictive Covenants from time to time, and, after termination of the Cabanas Association, shall also consist of those who were members at the time of such termination, and their successors and assigns. New members shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Cabanas Association.

5.2 Assignment. The share of a member in the funds and assets of the Cabanas Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Cabana for which that share is held.

5.3 Voting. On all matters on which the membership shall be entitled to vote, there shall be only one vote for each Cabana owned, which vote shall be exercised or cast in the manner provided by the Bylaws. Any

person or entity owning more than one Cabana shall be entitled to one vote for each Cabana owned.

5.4 Meetings. The Bylaws shall provide for an annual meeting of Members, and may provide for regular and special meetings of Members other than the annual meeting.

ARTICLE 6. TERM OF EXISTENCE

The Cabanas Association shall have perpetual existence.

ARTICLE 7. INCORPORATOR

The name and address of the Incorporator of this Corporation is James J. Wellborn, whose address is 51 Cross Creek Road #10, Miramar Beach, Florida 32550.

ARTICLE 8. OFFICERS

The affairs of the Cabanas Association shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be appointed by the Board of Directors of the Association at its first meeting.

ARTICLE 9. DIRECTORS

9.1 Number and Qualification. The property, business, and affairs of the Cabanas Association shall be managed by a board consisting of the number of Directors determined in the manner provided by the Bylaws, but which shall consist of not less than three Directors and which shall always be an odd number.

9.2 Duties and Powers. All of the duties and powers of the Cabanas Association existing under the Act, the Restrictive Covenants, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors (or as may properly be delegated by the Board to its agents, contractors, or employees), subject only to approval by Cabanas Owners when such approval is specifically required.

9.3 Election; Removal. Directors of the Cabanas Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

9.4 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James J. Wellborn	51 Cross Creek Road #10 Miramar Beach, Florida 32550
John G. Short	247 East Shipwreck Road Santa Rosa Beach, Florida 32459
Paul G. Scarpulla	51 Cross Creek Road #10 Miramar Beach, Florida 32459

ARTICLE 10. INDEMNIFICATION

10.1 Indemnity. The Cabanas Association shall indemnify any Officer or Director who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director or Officer of the Cabanas Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, lawsuit, or proceeding unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be not in, or opposed to, the best interest of the Cabanas Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, lawsuit, or proceeding by judgment, order, settlement, conviction, or on plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner that he or she reasonably believed to be not in, or opposed to, the best interest of the Cabanas Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

10.2 Advances. Expenses incurred in defending a civil or criminal action, lawsuit, or proceeding shall be paid by the Cabanas Association in advance of the final disposition of such action, lawsuit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director or Officer to repay such amount.

10.3 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs and personal representatives of that person.

ARTICLE 11. BYLAWS

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

ARTICLE 12. AMENDMENTS

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

12.1 Proposal of Amendments. An amendment may be proposed by the President of the Cabanas Association, a majority of the Directors, or by 25% of the entire Voting Interests.

12.2 Proposed Amendment Format. Proposals to amend existing Articles shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be ~~struck through~~. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment stating, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER FOR PRESENT TEXT."

12.3 Notice. Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

12.4 Adoption. A resolution for the adoption of a proposed amendment may be adopted by a vote of 75% of the Voting Interests of the Cabanas Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of 80% of the entire Voting Interests. Amendments correcting errors, omissions, or scrivener's errors may be executed by the Officers of the Cabanas Association, upon Board approval, without need for Cabanas Association membership vote.

12.5 Limitation. No amendment shall be made that is in conflict with the Act, the Restrictive Covenants, or the Bylaws, nor shall any amendment make any changes that would in any way affect any of the rights, privileges, powers, or options herein provided in favor of or reserved to the Developer, or an affiliate, successor, or assign of the Developer unless the Developer shall join in the execution of the amendment. No amendment to this paragraph 12.5 shall be effective.

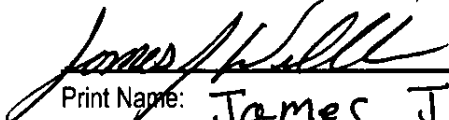
12.6 Developer Amendments. To the extent lawful, the Developer may amend these Articles consistent with the provisions of the Restrictive Covenants to correct inconsistencies with the Bylaws and Restrictive Covenants and to correct errors, allowing certain amendments to be effected by the Developer alone.

12.7 Recording. A copy of each amendment shall be filed with the Secretary of State under the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Walton County, Florida.

ARTICLE 13. INITIAL REGISTERED OFFICE, ADDRESS, AND NAME OF REGISTERED AGENT

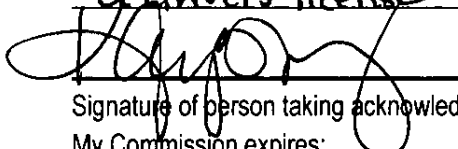
The initial registered agent of the Corporation shall be Lois La Seur, who shall also be a resident agent, whose address is Sachs & La Seur, P.A., 1394 County Highway 283 S, Bldg 4, Santa Rosa Beach, Florida 32459.

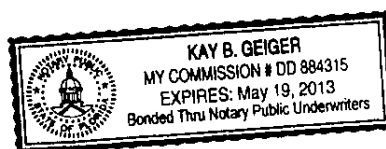
IN WITNESS WHEREOF, the Incorporator has affixed his signature the day and year set forth below.


Print Name: James J. Wellborn

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me on May 31st, 2012 by James J. Wellborn, of Amalfi Coast Development, Inc., who is personally known to me or who has produced a driver's license as identification and who did not take an oath.


Signature of person taking acknowledgment
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 compliance with the laws of Florida, the following is submitted:

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 the County of Walton, Florida, the Corporation named in those Articles has named Lois La Seur, whose address is Sachs & La Seur, P.A., 1394 County Highway 283, S, Bldg 4, Santa Rosa Beach, Florida 32459, as its statutory registered agent.

Having been named the statutory agent of the Corporation at the place designated in this certificate, I 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.



REGISTERED AGENT

DATED ON: 5-31-12

FILED
12 JUN - 1 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA