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REPLY TO:
P.O. BOX 10095
TALLAHASSEE, FL 32302-2095

August 14, 1996

H A N D D E L I V E R

Secretary of State
Corporations Division
The Capitol
Tallahassee, Florida 32301

Re: Articles of Incorporation.

Dear Sir or Madam:

Enclosed for filing with the Corporations Division is an original and one copy of the Articles of Incorporation of Eden Pines Colony Property Owners Association, Inc. and my check for \$78.75 (\$70.00 filing fee plus \$8.75 for a certificate), costs for filing.

Thank you for your prompt attention in this matter.

Sincerely,

Robert Cintron, Jr.

RCJr:vcs

Enclosures

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Call When Ready

RECEIVED
96 AUG 14 AM 10:45
DIVISION OF CORPORATIONS

FILED
96 AUG 14 AM 11:53
TALLAHASSEE, FLORIDA

D. BROWN AUG 14 1996

FILED
96 AUG 14 AM 11:53
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF FLORIDA

ARTICLES OF INCORPORATION OF
EDEN PINES COLONY PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, acting as the incorporator for the purpose of forming a not for profit corporation, pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

Article I

NAME

The name of the Corporation shall be EDEN PINES COLONY PROPERTY OWNERS' ASSOCIATION, INC.

Article II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation has not yet been established. The current mailing address of the Corporation is 29169 Cedar Drive, Big Pine Key, Florida 33043.

Article III

NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of Florida. The Corporation is not formed for pecuniary profit. No individual director or member of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any director, trustee, officer, member or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

Article IV

PURPOSE

The purposes for which the corporation is organized are as follows:

A. To join together in a voluntary effort to maintain and inspire in all property owners a sincere desire to preserve the natural beauty of Eden Pines Colony and its Additions (hereinafter called "Eden Pines") and to perpetuate its present high standards;

B. To serve as a forum at which any property owner in Eden Pines or member of the Corporation may be heard on any subject of

mutual concern relating to the use and maintenance of any and all real property situated in Eden Pines;

C. To seek the implementation, enforcement or modification of the provisions of the deed restrictions in the best interests of the property owners of Eden Pines and members of the Corporation;

D. To represent and further the above goals of the property owners of Eden Pines and members of the Corporation in communications and consultations with other organizations and associations, public utilities, and federal, state and local governing authorities;

E. In accomplishing the foregoing purposes and in engaging in the other activities relating thereto, the Corporation shall operate and conduct its affairs in such manner as to entitle it to be treated as an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or comparable provisions of the Code as they exist presently or in the future;

F. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

Article V

TERM

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

Article VI

POWERS

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provisions of these Articles, carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

Article VII

MEMBERS

Qualification for membership in the Corporation, the manner of members' admission and membership voting rights shall be provided for in the Bylaws of the Corporation.

Article VIII

BOARD OF DIRECTORS

(a) Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.

(b) Number. The number of directors shall be determined from time to time in accordance with the Bylaws, but shall never be less than five (5) directors, and, in the absence of any such determination, shall be (9) nine directors.

(c) Election; removal. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

Article IX

INDEMNIFICATION

The Corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by the laws of the state of Florida.

ARTICLE X

REGISTERED AGENT AND OFFICE

Pursuant to Section 607.0501 or 617.0501, Florida Statutes, the name of the initial registered agent of the Corporation and the

street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Robert Cintron, Jr.	215 South Monroe Street, Second Floor Tallahassee, Florida 32301

Article XI

INCORPORATOR

The name and street address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
Robert Cintron, Jr.	215 South Monroe Street, Second Floor Tallahassee, Florida 32301

Article XII

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

Article XIII

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles or Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

Article XIV

DISSOLUTION

In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future

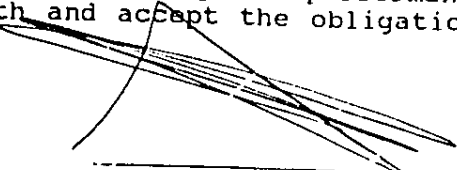
United States Internal Revenue Law, or to the federal, state, or local government for exclusively public purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13 day of August, 1996.


INCORPORATOR

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above Corporation at the place designated above, I hereby accept the appointment as the initial registered agent of EDEN PINES COLONY PROPERTY OWNERS' ASSOCIATION, INC., as made in the foregoing Articles of Incorporation, and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Dated: August 13, 1996.

96 AUG 14 AM 11:53

FILED

TALLAHASSEE, FLORIDA