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September 11, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

100001948861
-09/17/96--01083--001
*****75.00 *****75.00

Re:

Dear Secretary:

Please find enclosed duplicate copies of the Articles of Incorporation to be filed. I have also enclosed my my check in the amount of \$75.00 for filing fees in this matter.

I would appreciate your forwarding to me a certified copy of the Articles together with the charter number.

Thank you for your kind assistance in this matter.

Very truly yours,


BURTON E. STRUBHAR

BES/hj

enclosures

SEP 17 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

PERDIDO BAY COUNTRY CLUB ESTATES
HOMEOWNER'S ASSOCIATION, INC.
A corporation not for profit

FILED
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TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and due hereby certify:

ARTICLE I - NAME

The name of this corporation is PERDIDO BAY COUNTRY CLUB ESTATES HOMEOWNER'S ASSOCIATION, INC., a corporation not for profit.

ARTICLE II - REGISTERED OFFICE
AND REGISTERED AGENT

The principal office of the corporation is located at 5068 Shoshone Drive, Pensacola, Florida 32507. Burton E. Strubhar, Attorney at Law, whose address is 220 West Garden Street, suite 604, Pensacola, Florida 32501 is hereby appointed the initial registered agent of this corporation. The Board of Directors may, from time to time, change the principal or registered office of the corporation as well as its registered agent in the manner provided by law.

ARTICLE III - PURPOSE AND POWERS

The corporation is formed exclusively for purposes for which a corporation may be formed under the Not-For-Profit corporation law of the State of Florida and not for any pecuniary profit or

financial gain. No part of the assets, income or profit or any part of any net earnings shall inure to the benefit of any private member. Subject to the foregoing limitation, the general purposes for which this corporation is formed are to operate and to provide for maintenance, preservation, and architectural control of the lots and any common or other areas lying within that certain tract of land situated in Escambia County, Florida, and more particularly described as follows, to wit:

All lots in Perdido Bay Country Club Estates, Unit 1, 2 and 4 according to Plat thereof, recorded in Plat Book 6, at Pages 26, 50 and 75, respectively, of the Public Records of Escambia County, Florida.

and to promote the health, safety and welfare of the residents within the above described property and any additions hereto as my hereafter be brought within the jurisdiction of this association; and in pursuit of the foregoing purposes, the Association shall have the power to:

A. Exercise all the rights, powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Restrictive Covenants recorded in the Public Records of Escambia County, Florida in O.R. Book 103, at Pages 218 through 224; Transfer of Rights, Powers and Duties recorded on O.R. Book 2487, at Pages 305 and 306; The Restrictive Covenants recorded in O.R. Book 253 at Pages 804 and 805; and The Restrictive Covenants recorded in O.R. Book 193, at Pages 684 and 685; and The First Amendment to Restrictive Covenants of O.R. Book

2830, Pages 427 through 454, applicable to the property recorded or to be recorded in the Public Records of Escambia County, Florida and as the same may be amended from time to time as therein provided, said Declaration of Covenants being incorporated herein as if set forth at length;

B. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. Borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed and trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. Dedicate, sell or transfer all or any part of the Common Area, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless and instrument has been signed by two-thirds (2/3) of each class of members agreeing to such dedication, sale or transfer;

F. Participate in mergers or consolidations with other non-profit corporations organized for the same purposes or annex additional property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members; exercise any and all powers, rights and privileges which a corporation organized under the Not-For-Profit corporation law of the State of Florida, by law may now or hereafter have or exercise.

ARTICLE IV - MEMBERSHIP

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

ARTICLE V - VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A - Class A member(s) shall be all owners of lots upon which there is completed construction in Units 1, 2 and 4 and shall be entitled to one (1) vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members however, the vote for such lot shall be exercised as they

among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B - Class B member(s) shall be all owners of unimproved lots in Units 1, 2 or 4, or lots upon which construction is pending, but not yet completed and shall be entitled to no vote.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of five (5) directors who shall be members of the Association and who shall be an owner of an improved lot. The number of directors may be increased or diminished from time to time by by-laws adopted by the members, but shall never be less than five (5). The names and street addresses forming the first Board of Directors to serve until the first election of directors are:

Robert F. Ryan	5068 Shoshone Drive Pensacola, Florida 32507
JoEtta Engle	5174 Pale Moon Drive Pensacola, Florida 32507
August Vilseck	5210 Pale Moon Drive Pensacola, Florida 32507
Jack McCormick	2 Zuni Circle Pensacola, Florida 32507
Joe Thompson	5081 Shoshone Drive Pensacola, Florida 32507

ARTICLE VII - DISSOLUTION

Upon the dissolution of the corporation, the Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation for such

manner or to such organization(s) which are operated exclusively for religious, charitable, educational, or scientific purposes and qualify as an exempt organization under the Internal Revenue Code as the directors may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Escambia County, Florida, exclusively for such purposes or to such organization(s) as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII - DURATION

The corporation shall exist perpetually.

ARTICLE IX - AMENDMENTS

Amendment of these Articles shall require the ascent of two - thirds (2/3) of the entire membership.

ARTICLE X - SUBSCRIBERS

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

Robert F. Ryan	5068 Shoshone Drive
	Pensacola, Florida 32507

ARTICLE XI - OFFICERS

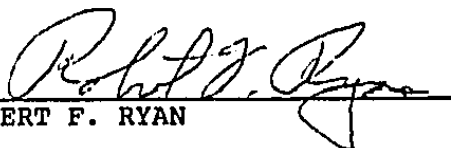
The Board of Directors shall elect the following officers: President, Vice President, Secretary, Treasurer and such other officers as the by-laws of this corporation may authorize the directors to elect from time to time. Officers shall be elected at the annual meeting of the Board of Directors. Until such election is held and their successors are qualified, the following persons shall serve as corporate officers:

President	Robert F. Ryan	5068 Shoshone Dr. Pensacola, FL 32507
Vice President	JoEtta Engle	5174 Pale Moon Dr. Pensacola, FL 32507
Secretary	August Vilsoek	5210 Pale Moon Dr. Pensacola, FL 32507
Treasurer	Jack McCormick	2 Zuni Circle Pensacola, FL 32507

ARTICLE XII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws of the Association shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned constituting the incorporator of this Association has executed these Articles of Incorporation this 9th day of Sept., 1996, for the purpose of forming this corporation under the laws of the State of Florida.

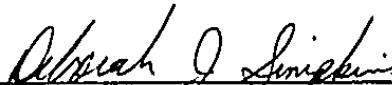

ROBERT F. RYAN

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me personally appeared, ROBERT F. RYAN, who is
\ personally known to me or \ ☒ who has produced
FL Dr. License as identification and who
did \ did not take an oath and signed the foregoing
instrument in my presence.



DEBORAH J SIMPKINS
My Commission CC4002383
Expires Jul. 12, 1999
Bonded by ANB
800-552-5878


NOTARY PUBLIC
Print Deborah J. Simpkins
My comm. exp. 7/12/99

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That Perdido Bay County Club Estates Homeowner's Association, Inc., desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation, at the city of Pensacola, County of Escambia, State of Florida, has named Burton E. Strubhar, located at 220 West Garden Street, suite 604, City of Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


BURTON E. STRUBHAR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA