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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 148833 158334A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 8, 1996

ORDER TIME : 9:30 AM

ORDER NO. : 148833-005

CUSTOMER NO: 158334A

CUSTOMER: Richard H. Powell, Esq
POWELL & STROM, P.A.

92 Lylin Parkway Ne

Fort Walton Bea, FL 32549-2167

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DOMESTIC FILING

NAME: ELLIOTT POINT COMMUNITY GROUP,
INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

11-8-96
KR

FILED
95 NOV -8 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FL 32304

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95 NOV -8 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FL 32304

ARTICLES OF INCORPORATION
OF
ELLIOTT POINT COMMUNITY GROUP, INC.

FILED
96 MAY -8 PM 3:02
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of this corporation shall be ELLIOTT POINT COMMUNITY GROUP, INC., hereinafter referred to as the corporation.

ARTICLE II

DURATION

The corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation with the Florida Department of State.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of:

1. Representing the collective interest of persons who reside or own property within the area described as bounded on the north by Hollywood Blvd., on the west by Chestnut Avenue SE, on the south by Santa Rosa Sound, and on the east by Choctawhatchee Bay, within the limits of the City of Fort Walton Beach, Okaloosa County, Florida (hereinafter referred to as "EPCG area");
2. Preserving and protecting the EPCG area against any development or use of property in or about such area which subjects the EPCG area, any parcel therein, or any of its residents to any project that fails to meet stated objectives of stabilizing the existing residential neighborhoods while promoting a sense of neighborhood, bringing people to the central business area, and relating in scale and mass (size and bulk) with the surrounding neighborhood, and ensuring compatibility or the relationship to adjoining properties and eliminating uses inconsistent with the community's character;
3. Promoting the enhancement of the value of all property within the EPCG area and protecting the character and quality of life therein;

4. Providing a forum for those who reside or own property within the EPCG area to express their respective ideas and views for the collective benefit of such area; facilitating distribution of accurate and complete information related to areas of concern to the EPCG area; expressing to others such collective views concerning matters which affect the EPCG area; and taking such action for and on behalf of the EPCG area as may from time to time be necessary and appropriate to advance the collective interest concerning matters that affect the EPCG area; and
5. Engaging in any lawful purpose or purposes not for pecuniary profit.

ARTICLE IV

CAPITAL STOCK

The corporation will have no stock.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the corporation is 320 Brooks Street SE, Fort Walton Beach, Florida, and the mailing address of the corporation is P. O. Box 2136, Fort Walton Beach, Florida 32549.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 320 Brooks Street SE, Fort Walton Beach, Florida, and the initial registered agent of the corporation at that address is Helen S. D'Amore.

ARTICLE VII

ELECTION OF DIRECTORS

There shall be five (5) members of the initial Board of Directors of the corporation. The names and address of the persons

who are to serve as directors until the first election thereof are as follows:

Janet M. Baggett	312 Brooks Street SE Fort Walton Beach FL 32548
Helen S. D'Amore	320 Brooks Street SE Fort Walton Beach FL 32548
Sandra Nommensen	313 Brooks Street SE Fort Walton Beach FL 32548
Stan I. Reither	325 Brooks Street SE Fort Walton Beach FL 32548
Virginia Gilmore	203 Gilmore Court SE Fort Walton Beach FL 32548

Subsequent directors shall be elected as stated in the By-Laws. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three nor more than seven.

ARTICLE VIII

INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Janet M. Baggett	312 Brooks Street SE Fort Walton Beach FL 32548
Helen S. D'Amore	320 Brooks Street SE Fort Walton Beach FL 32548

ARTICLE IX

MEMBERS

The corporation shall have members. Members of the corporation will be required to meet the following qualifications:

1. Reside or own property within the EPCG area as defined in Article III.

2. Submit to the Board of Directors an application for membership along with any required membership fee.
3. Receive approval from a majority of the Board of Directors.

ARTICLE X

BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and the members.

ARTICLE XI

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner as the Board of Directors shall determine.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 17th day of November, 1996.


JANET M. BAGGETT


HELEN S. D'AMORE

STATE OF FLORIDA
COUNTY OF OKALOOSA

THE FOREGOING INSTRUMENT was acknowledged before me this 7th
day of NOVEMBER, 1996, by JANET M. BAGGETT and HELEN S.
D'AMORE, who are personally known to me or who have produced
N/A as identification.

WITNESS my hand and official seal this 7th day of November
1996.

Richard H. Powell

NOTARY PUBLIC

My commission expires:



"OFFICIAL SEAL"
Richard H. Powell
My Commission Expires 3/28/97
Commission #CC 270089

ACCEPTANCE BY REGISTERED AGENT

HELEN S. D'AMORE, named as Registered Agent in the foregoing Articles of Incorporation, accepts the appointment as Registered Agent and acknowledges that she is familiar with, and accepts, the obligations provided for in § 617.0503, Fla. Stat. (1995).


HELEN S. D'AMORE

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95 NOV -8 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA