

NA70000006848

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

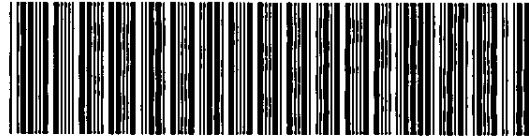
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

copy

Office Use Only



600252565166

10/09/13--01012--005 **35.00

And
NOV 13 2013
R. WHITE

FILED
13 NOV 13 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **Bid-A-Wee Beach Park, Incorporated**

DOCUMENT NUMBER: **N97000006848**

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeannie M. Krohn

(Name of Contact Person)

(Firm/ Company)

605 Tarpon St

(Address)

Panama City Beach, FL 32413

(City/ State and Zip Code)

jeanniemkrohn@msn.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeannie M. Krohn

(Name of Contact Person)

703

at ()

250-4386

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 14, 2013

JEANNIE M. KROHN
BID A WEE BEACH PARK INCORPORATED
605 TARPON ST
PANAMA CITY BEACH, FL 32413

SUBJECT: BID-A-WEE BEACH PARK, INCORPORATED
Ref. Number: N97000006848

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

13 OCT 31 PM 4:12

We have received your document for BID-A-WEE BEACH PARK, INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return 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) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 013A00024050

*Thank you -
I hope this is correct
now -
Jeannie Krohn*

01173



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 4, 2013

JEANNIE M.KROHN
BID A WEE BEACH PARK INCORPORATED
605 TARPON ST
PANAMA CITY BEACH, FL 32413

SUBJECT: BID-A-WEE BEACH PARK, INCORPORATED
Ref. Number: N97000006848

We have received your document for BID-A-WEE BEACH PARK, INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return 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) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 713A00025628

RESTATED ARTICLES OF INCORPORATION
OF
BID-A-WE BEACH PARK, INCORPORATED
(a corporation not-for-profit)

The undersigned hereby amend and replace the Articles of Incorporation of Bid-A-Wee Beach Park, Inc. a not for profit corporation organized under the laws of the State of Florida, as follows:

I. Corporate Name

The name of this corporation shall be Bid-A-Wee Beach Park, Inc.
("Corporation").

II. Definitions

All defined terms in these Articles shall have the same meanings as such terms are defined by the Amended By-Laws of Bid-A-Wee Beach Park, Inc.

1. Bid-A-Wee Community means the area designated on the Bay County Florida plat maps as Bid-A-Wee Beach Community, Blocks A through N; Bid-A-Wee First Addition; Bid-A-Wee Court; Bid-A-Wee Lane and Seclusion.
2. Homeowner's Association means any mandatory Homeowner's Association established by deed or covenant over any parcel of real property.

III. Address

The Corporation's address shall be P.O. Box 9745, Panama City Beach, Florida 32417 or at such other place as may be established by resolution of the Corporation's Board of Directors from time to time.

IV. Purposes

The general nature, objects and purposes of the Corporation are:

1. To promote matter of common interest and concern of the Members;
2. To own, maintain, pay appropriate taxes or fees on, repair, replace, lease, sell or otherwise dispose of in part or in whole the Assets including real or personal property of the Corporation or any other assets for which the Corporation has responsibility.

3. To provide, purchase, acquire, replace improve, maintain, operate and repair such buildings, structures, landscaping, equipment, and to provide such other services for the benefit of the members of the Corporation, as the Board of Directors in its discretion determines necessary, appropriate and/or convenient.

V. Powers

Bid-A-Wee Beach Park, Inc. shall have the power to:

1. Have succession by its corporate name perpetually;
2. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
3. Adopt, use, and alter a common corporate seal always containing the words "corporation not for profit;"
4. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation;
5. Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers;
6. Increase, by a vote of its members case as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number excess thereof;
7. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income;
8. Conduct its affairs, carry on its operations and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country;
9. Purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated;
10. Acquire, enjoy utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein;
11. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;

12. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use employ, sell mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests or obligations of, other domestic or foreign corporations, whether for profit or not for profit, Associations, partnerships, or individuals, or direct or indirect obligations of the United States, or any other government, state, territory, governmental district, municipality, or of any instrumentality thereof
13. Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s 617.0833 Fla. Stat.
14. Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes
15. Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.
16. Merge with other corporations or other business entities, both for profit and not for profit, domestic and foreign, if the surviving corporation or other surviving business entity is a corporation not for profit or other business entity that has been organized as a not-for profit entity under a government statute or other applicable law that permits such a merger;
17. Promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements for any lawful purpose.
18. To fix dues to be levied against all members to defray expenses and costs of effectuating the objects and purposes of the Corporation and to create reasonable reserves for such expenditures, and to authorize its Board of Directors to enter into agreements with other property owner's associations or maintenance entities for the collection of such Dues.
19. To charge recipients for services rendered by the Corporation and the users of Corporation property where such is deemed appropriate by the Board of Directors of the Corporation.
20. To have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein and by the terms and conditions set forth in the Declaration.

VI. Membership

Eligibility for membership requires ownership of property in the Bid-A-Wee Community.

1. If the parcel of property in the Bid-A-Wee community is encumbered by a covenant or restriction establishing a mandatory Owner's Association, then the Owner's Association shall be eligible for membership in the Corporation by paying a fee equal to Base Rate times the number of lots that the Owner's Association is established over. The Owner's Association shall designate one person to vote. If in good standing and without any arrears, the Owner's Association shall have the same number of votes as the number of lots governed by the Owner's Association. Condominium, Townhouse and other communities shall participate in the Corporation through their Owner's Association.
2. If in good standing without any arrears, the owner of any parcel that is not encumbered by a mandatory Owner's Association, shall be eligible to purchase a membership and share in the Corporation for each lot whether platted or by metes and bounds owned by the owner and vote accordingly. If a lot is described by metes and bounds, the metes and bounds description shall prevail over the platted description for the purposes of determining memberships and voting.

VII. Directors

The Corporation shall have thirteen directors to be determined or elected as follows:

1. Nine directors shall be members in good standing, representing or owning property in Bid-A-Wee Beach Subdivision, Block A through N;
2. One director shall be a member in good standing, representing or owning property in Bid-A-Wee First Addition;
3. One director shall be a member in good standing, representing or owning property in Bid-A-Wee Lane or Bid-A-Wee Court;
4. Two directors shall be members in good standing, representing or owning property in Seclusion.

VIII. Officers

The officers of the Corporation shall be President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time by resolution create. The officers of the Corporation shall be property owners in the original dedicated Bid-A-Wee Community, blocks A-N. Any two or more offices may be held by the same person except for the offices of President and Secretary. Officers shall be elected for three-year terms in accordance with the procedures set forth in the Bylaws.

IX. Registered Agent

The Corporation's registered agent shall be Jim A. Smith, 506 Tarpon Street, Panama City Beach, FL 32413.

X. Corporate Existence

The Corporation shall have a perpetual existence.

XI. Adoption

These Articles shall become effective upon:

1. The Board of Directors adopting a resolution setting forth these proposed amendments and directing that they be submitted to a vote at a meeting of the members entitled to vote on the amendments either at an annual meeting or special meeting;
2. The Board of Directors providing written notices setting forth these amendments or a summary of these amendments to each member entitled to vote at such a meeting; and
3. A vote by a majority of members at a meeting in favor of adopting the amendments.

XII. Bylaws

The Board of Directors shall adopt Bylaws consistent with these Articles. Such Bylaws may be altered, amended, or repealed by resolution of the Board of Directors.

XIII. Amendments to Articles of Incorporation and Bylaws

These Articles may be altered, amended or repealed upon the affirmative vote of Members holding two-thirds (2/3) of the total votes allocated to the Members pursuant to these Articles and approval of a majority vote of the Officers, and approval of a majority of votes of the Board of Directors.

XIV. Indemnification of Officers and Directors

1. To the extent allowed by law, the Corporation hereby indemnifies any Director, officer or committee member made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:
 - i. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a Director or officer of the Corporation or as a director, officer, employee or agent of any other corporation,

ii. By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or officer of the Corporation, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Corporation. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

- 6

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

XV. Transactions in Which the Directors or Officers are Interested

1. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, Corporation, or other organization in which one or more of its Directors or officers are Directors or officers, or in which they have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose. All such contracts or transactions shall, however, be fair and reasonable and upon terms reasonably comparable to those which could be obtained in arms-length transactions with unrelated entities. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.
2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

XVI. Dissolution of the Corporation

1. Upon dissolution of the Corporation, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:
 - i. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Corporation to be appropriate for such dedication and which the authority is willing to accept.
 - ii. Remaining assets shall be distributed among the Members, subject to the limitation set forth below, each Member's share of the assets to be determined by multiplying such remaining assets by a fraction the numerator of which is all amounts assessed by the Corporation since its organization against the portion of Property which is owned by the Member at that time, and the denominator of which is the total amount (excluding penalties and interest) assessed by the Corporation against all properties which at the time of dissolution are part of the Property. The year of dissolution shall count as a whole year for purposes of the preceding fractions.

2. The Corporation may be dissolved upon a resolution to that effect being approved by a majority of the Board of Directors and by two-thirds (2/3) of the Members. In the event of incorporation by annexation or otherwise, of all or part of the Property by a political Community of the State of Florida, the Corporation may be dissolved in the manner set forth above

3. In no event shall the Corporation be dissolved or merged, and any attempt to do so shall be ineffective, unless and until maintenance responsibility for the surface water or stormwater management system and discharge facilities located within the Property is assumed by an entity acceptable to the FDEP, or other governmental authority having jurisdiction. Further, such dissolution or merger shall require the prior approval of the ACOE.

XVII. Mergers and Consolidations

Subject to the provisions of the Declaration applicable to the Property and to the extent permitted by law, the Corporation may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall be approved in the manner provided by Chapter 617, Florida Statutes as the same may be amended from time to time.

IN WITNESS WHEREOF, the Secretary of the Corporation
has hereto set his hand and seal this 31st day of May, 2006.

Signed, sealed and delivered
in the presence of:

Jimmy A. Smith, Pres.
Thomas F. Gross, BOB
J. Robert Hughes, Attorney
Barthyl Slade, SEC
Tammy W. Johnson BOB
(Print or Type Name)

The date of each amendment(s) adoption: _____, if other than the
date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

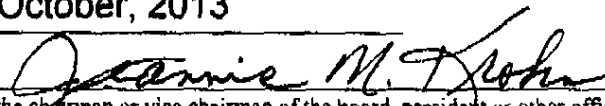
Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s)
was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were
adopted by the board of directors.

Dated 2 October, 2013

Signature


(By the chairman or vice chairman of the board, president or other officer-if directors
have not been selected, by an incorporator - if in the hands of a receiver, trustee, or
other court appointed fiduciary by that fiduciary)

Jeannie M. Krohn

(Typed or printed name of person signing)

President

(Title of person signing)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	PT	John Doe
<input checked="" type="checkbox"/> Remove	V	Mike Jones
<input checked="" type="checkbox"/> Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove ✓	PD	Kassiris, Mary Kay	129 Seclusion Dr. Panama City Beach. 32413
2) <input checked="" type="checkbox"/> Change ✓ <input type="checkbox"/> Add <input type="checkbox"/> Remove	PD	Krohn, Jeannie M.	605 Tarpon St Panama City Beach. 32413
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove ✓	VPD	Spencer, Ronald	500 Petrel Drive Panama City Beach 32413
4) <input checked="" type="checkbox"/> Change ✓ <input type="checkbox"/> Add <input type="checkbox"/> Remove	VPD	Ledbetter, Kathy	137 Seclusion Drive Panama City Beach. 32413
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove ✓	SD	Slade, Kathy	13806 Millcole Ave Panama City Beach. 32413
6) <input checked="" type="checkbox"/> Change ✓ <input type="checkbox"/> Add <input type="checkbox"/> Remove	SD	Gibson, Dianna	133 Sea Oats Panama City Beach. 32413

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	PT	John Doe
<input checked="" type="checkbox"/> Remove	V	Mike Jones
<input checked="" type="checkbox"/> Add	SV	Sally Smith

Type of Action
(Check One)

Title

Name

Address

1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	TD	Singley Terry	101 Bid-A-Wee Lane Panama city Beach, 32413
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	TD	Manning, Wanda	P.O. BOX 9745 Panama City Beach, 32417
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	D	Exendine, Exonine, Frank	301 Argonaut Panama City Beach 32413
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	D	Johnson, Tommy	13902 Front Beach I Panama City Beach, 32413
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	D	Burch, Kenneth	208 Argonaut St Panama City Beach, 32413
6) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	D	Carter, Mack	108 Seaclusion Circle Panama City Beach, 32413

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe
☒ Remove V Mike Jones
☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	D	Dumrongkulraksa, Jason	13902 Bay Panama City Bch, F 32413
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	D	Edmondson, Debbie	14114 Front Beach I Panama City Bch, F 32413
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	D	Steele, Peggy	404 Tarpon Panama City Bch, FL 32413
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	D	Lynda Sheets	508 Anemone Panama City Bch, FL 32413
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			