

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE  
DIVISION OF CORPORATION

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Miramar Beach Master  
Associations, Inc.

- ☒ 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 \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: DA 4-2-98 9:41  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

98 APR -2 AM 10:26  
DIVISION OF CORPORATION

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98 APR -2 AM 11:37

**ARTICLES OF INCORPORATION  
OF  
MIRAMAR BEACH MASTER ASSOCIATION, INC.**

We, the undersigned, acting as incorporators of a nonprofit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME**

The name of the corporation (hereinafter called the Association) is MIRAMAR BEACH MASTER ASSOCIATION, INC., and the address of its principal office is P. O. Box 6268, Destin, Florida 32541.

**ARTICLE II  
PURPOSE**

The specific primary purposes for which the Association is formed are to provide for maintenance, preservation, architectural control and security of the Private Residential Dwelling Units, easements, access facilities and common areas of the real property as described in the Declaration of Covenants, Conditions and Restrictions for Miramar Beach Master Association, Inc., as recorded in the Public Records of Walton County, Florida; and all of the property added thereto, all of which will be brought within the jurisdiction of the Association for such purposes; and to promote the health, safety and welfare of the residents within the above-described subdivision and such phases as added thereto, all of which will be brought within the jurisdiction of the Association for such purposes when said phases are recorded in the Public Records of Walton County, Florida.

In furtherance of such purposes, the Association shall have the power to:

(a) Perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions and Restrictions (the Declaration) of Miramar Beach Master Association recorded in Official Records Book 1794 at Page 41 of the Public Records of Walton County, Florida, and as the same may be amended from time to time, said Declaration incorporated herein by reference.

(b) Affix, levy, and collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied on or imposed against the property of the Association;

(c) Acquire (by gift, purchase, or otherwise), own, hold, and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and

personal property in connection with the affairs of the Association.

(d) Borrow money or hypothecate any or all of its real or personal property as security for money borrowed or debt incurred;

(e) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication or transfer shall be effective unless an instrument has been received in the Public Records of Walton County, Florida.

(f) Participate in mergers and consolidations with other nonprofit corporations organized for similar purposes, or annex additional residential property for common areas.

(g) Have and exercise any and all powers, rights and privileges that a nonprofit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise, together with all other powers reasonably necessary to effectuate the purpose of the Association.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association shall be financed by assessments against members as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any member.

### **ARTICLE III MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Private Residential Dwelling Unit which is subject by covenants of record to assessment by the Association shall be a member and shall be entitled to one vote for each Private Residential Dwelling Unit owned. When one or more person holds an interest in any Private Residential Dwelling Unit, the one (1) vote for such Private Residential Dwelling Unit shall be exercised as they among themselves determine.

Membership shall be appurtenant to and may not be separated from ownership of a Private Residential Dwelling Unit which is subject to assessment by the Association.

### **ARTICLE IV DURATION**

The period of duration of the Association shall be perpetual.

### **ARTICLE V SUBSCRIBERS**

The name and address of each subscriber is:

1. Charles W. Pigg, 104 Maxwell Avenue, Greenwood, South Carolina 29646

2. Gary E. Cooke, 104 Maxwell Avenue, Greenwood, South Carolina 29646
3. Julian J. Nexsen, Jr., 104 Maxwell Avenue, Greenwood, South Carolina 29646

## **ARTICLE V OFFICERS**

The affairs of the Association shall be managed by a board of directors, a president and vice president, who shall at all times be members of the board of directors, and a secretary and treasurer. Such officers shall be elected at the first meeting of the board of directors following each annual meeting of members, or as otherwise set forth in the by-laws.

The names of the officers who are to serve until the first election are:

<u>Name</u>	<u>Office</u>
Charles W. Pigg	President/Director
Gary E. Cooke	Secretary-Treasurer
Julian J. Nexsen, Jr.	Vice President

## **ARTICLE VII DIRECTORS**

The numbers of persons constituting the first board of directors of the Association shall be three, and the names and addresses of the persons who shall serve as directors until the first election are:

1. Charles W. Pigg, 104 Maxwell Avenue, Greenwood, South Carolina 29646
2. Gary E. Cooke, 104 Maxwell Avenue, Greenwood, South Carolina 29646
3. Julian J. Nexsen, Jr., 104 Maxwell Avenue, Greenwood, South Carolina 29646

The method of the election or appointment or appointment of Directors is stated in the By-Laws of the Corporation.

## **ARTICLE VIII BY-LAWS**

The By-Laws of the Association may be made, altered or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose by not less than the affirmative vote of two-thirds ( $\frac{2}{3}$ ) of the membership of the Association existing at the time of and present in person or by proxy at such meeting except that the initial by-laws of the Association shall be made and adopted by the board of directors.

**ARTICLE IX  
AMENDMENTS**

Amendments to these articles of incorporation may be proposed by any member of the Association. These articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of not less than the affirmative vote of two-thirds ( $\frac{2}{3}$ ) of the membership of the Association existing at the time of, and present in person or by proxy, at such meeting.

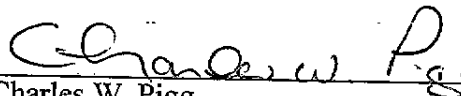
**ARTICLE X  
DISTRIBUTION OF ASSETS AT DISSOLUTION**

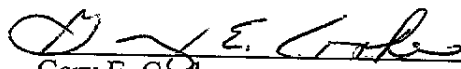
On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

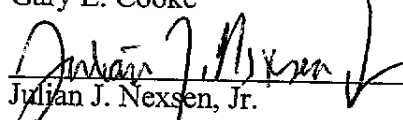
**ARTICLE XI  
REGISTERED AGENT**

The Association has named JAMES W. GRIMSLEY, whose address is 25 Walter Martin Road NE, Fort Walton Beach, Florida, 32548, as its resident agent to accept service of process within the State.

Executed at Greenwood, South Carolina, on the 25th day of March, 1998.

  
\_\_\_\_\_  
Charles W. Pigg

  
\_\_\_\_\_  
Gary E. Cooke

  
\_\_\_\_\_  
Julian J. Nexsen, Jr.

STATE OF SOUTH CAROLINA  
COUNTY OF GREENWOOD

The foregoing instrument was acknowledged before me this 25th day of March, 1998,  
by **CHARLES W. PIGG**,

(check one) ☒ who is personally known to me; or  
☐ who produced \_\_\_\_\_ as identification

and who did/did not take an oath.

Carolyn C. Massey  
Notary Public  
Printed name: Carolyn C. Massey  
Commission no.: None  
My Commission Expires: August 27, 2006

STATE OF SOUTH CAROLINA  
COUNTY OF GREENWOOD

The foregoing instrument was acknowledged before me this 25th day of March, 1998,  
by **JULIAN J. NEXSEN, JR.**,

(check one) ☒ who is personally known to me; or  
☐ who produced \_\_\_\_\_ as identification

and who did/did not take an oath.

Carolyn C. Massey  
Notary Public  
Printed name: Carolyn C. Massey  
Commission no.: None  
My Commission Expires: August 27, 2006

STATE OF ~~FLORIDA~~ SOUTH CAROLINA  
COUNTY OF ~~OKALOOSA~~ GREENWOOD

The foregoing instrument was acknowledged before me this 25th day of March, 1998,  
by **GARY E. COOKE**,

(check one) ☒ who is personally known to me; or  
☐ who produced \_\_\_\_\_ as identification

and who did/did not take an oath.

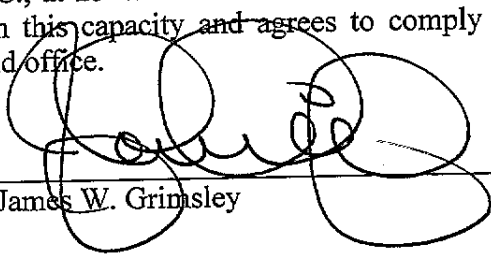
Carolyn C. Massey  
Notary Public  
Printed name: Carolyn C. Massey  
Commission no.: None  
My Commission Expires: August 27, 2006

FILED  
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OATH OF RESIDENT AGENT

I, JAMES W. GRIMSLEY, having been named to accept service of process for MIRAMAR BEACH HOMEOWNERS ASSOCIATION, INC., at 25 Walter Martin Road NE, Fort Walton Beach, Florida, 32548, hereby accepts to act in this capacity and agrees to comply with the provisions of said act relative to keeping open said office.

  
James W. Grimsley


STATE OF FLORIDA  
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JAMES W. GRIMSLEY, who is

(check one) ☒ who is personally known to me; or  
☐ who produced a Florida driver's license as identification

to me known to be the person described in and who executed the foregoing and acknowledged before me that he executed the same for the uses and purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid this 23<sup>rd</sup> day of March, 1998.

  
\_\_\_\_\_  
Notary Public

Printed name:

Commission no.:

My Commission Expires:

Prepared by  
James W. Grimsley  
Smith, Grimsley, Bauman, Pinkerton,  
Petermann, Saxer & Wells  
Post Office Box 2379  
Fort Walton Beach, Florida 32549  
(850) 243-8194

