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PENSACOLA, FL 32501

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) **100002501591---7**
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2. _____ (Corporation Name) _____ (Document #) ******245.00 ****122.50**
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 APR 27 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 29 1998

Examiner's Initials

FILED

98 APR 27 AM 9:38

ARTICLES OF INCORPORATION

OF

POINCIANA CORNERS OWNERS ASSOCIATION, INC. **SECRETARY OF STATE**
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME and LOCATION

The name of the corporation shall be POINCIANA CORNERS OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association", and shall be located at 340 Old Highway 98, Destin, Walton County, Florida 32541.

ARTICLE II

PURPOSE

II.1. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 719, Florida Statutes, for the operation of an owner's association.

II.2. The Association shall make no distributions of income to its members, directors or officers.

ARTICLE III

POWERS

The powers of the Association shall include and be governed by the following provisions:

III.1. The Association shall have all of the common law and statutory powers of a Florida corporation not for profit.

III.2. The Association shall have all of the powers and duties reasonably necessary to operate the Association pursuant to these Articles of Incorporation and the Association By-Laws as they may from time-to-time be amended, including but not limited to the following:

a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the Association.

b. To use the proceeds of assessments in the exercise of its powers and duties.

c. To maintain, repair, replace and operate Association

property.

d. To purchase insurance upon the Association property and insurance for the protection of the Association and its members.

e. To reconstruct improvements after casualty and the further improvement of the property.

f. To make and amend reasonable regulations respecting the use of the property of the Association.

g. To enforce by legal means the provisions of the Articles of Incorporation, the By-Laws of the Association and the rules and regulations for use of the property of the Association.

h. To contract for the management and maintenance of the Association and to authorize the management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted it by these Articles and the Association By-Laws including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

i. To contract for the management or operation of portions of the common elements susceptible to separate management or operation and to lease such options.

j. To employ personnel to perform the services required for proper operation of the Association.

k. To operate and maintain the stormwater management system and the stormwater discharge facility; to establish rules and regulations with regard to such operation and maintenance; to enter into and execute contract(s) with an independent contractor(s) for such operation and maintenance; and, to provide that, in the event of dissolution of the Association, such operation and maintenance is continued in accordance with then existing statutes.

ARTICLE IV

MEMBERS

IV.1. The members of the Association shall consist of the Poinciana Place Owner's Association, Inc., and the Summer Lake Plaza Owner's Association, Inc.

IV.2. The share of a member in the funds and assets of the Associations cannot be assigned, hypothecated or transferred in any manner.

IV.3. VOTING RIGHTS OF MEMBERS?

ARTICLE V

DIRECTORS

V.1 The affairs of the Association shall be managed by a board consisting of the number of directors fixed in the By-Laws, but not less than three (3) directors. Directors need not be members of the Association.

V.2 The directors of the Association shall be elected at the annual meeting of the members in the manner specified in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the By-Laws.

V.3. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or, until removed, are as follows:

Robert M. Buchanan, Jr.

Jimmy D. Morris

Robert M. Buchanan, III

ARTICLE VI

OFFICERS

The affairs of the Association shall be administered by a President, one or more Vice-Presidents, a Secretary, and a Treasurer. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who will serve until their successors are designated by the Board of Directors are as follows:

Robert M. Buchanan, Jr., President

Jimmy D. Morris, Vice-President

Robert M. Buchanan, III, Secretary/Treasurer

ARTICLE VII

INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that, in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII

BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the membership in the manner provided by the By-Laws.

ARTICLE IX

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

IX.1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

IX.2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as hereinafter provided, approval of the proposed amendment must be either by:

a. Not less than sixty percent (60%) of the entire membership of the Board of Directors and not less than sixty percent (60%) of all members of the Association; or

b. not less than seventy-five percent (75%) of all of the votes of the entire membership of the Association; or

c. until the first election of the Board of Directors, only by all of the Directors of the Association.

IX.4. No amendment shall make any changes in the qualifications or membership nor the voting rights of members without approval in writing by all members.

IX.5. A copy of each amendment shall be certified by the Secretary of State, State of Florida.

ARTICLE X

TERM

The term of the Association shall be perpetual.

ARTICLE XI

RESIDENT AGENT


Robert M. Buchanan, III, whose address is 4641 Evelyn Street, Pace, Florida 32571, is hereby appointed as the initial registered agent of this Association.

ARTICLE XIII

SUBSCRIBERS

Robert M. Buchanan, III

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures this 23rd day of April, 1998.


Robert M. Buchanan, III

STATE OF FLORIDA
COUNTY OF ESCAMBIA

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98 APR 27 AM 9:38

BEFORE ME, the undersigned authority, did appear, of STATE
Robert M. Buchanan, who is (personally known to me) or who
produced _____ as identification
and who executed the foregoing, and acknowledged that he executed
said instrument for the purposes described therein and did
(did not) take an oath.

Given under my hand and official seal this 23rd day of
April, 1998.

Lisa L. Gonzalez
NOTARY PUBLIC

Lisa L. Gonzalez
Name of Notary Public

My Commission Expires:

LISA L. GONZALEZ
MY COMMISSION # CC 673807
EXPIRES: August 20, 2001
Bonded Thru Notary Public Underwriters

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-
stated corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

Robert M. Buchanan