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REFERENCE : 815776 4805939

AUTHORIZATION :

*Patricia Pizant*

COST LIMIT : \$ 122.50

ORDER DATE : May 12, 1998

ORDER TIME : 11:13 AM

ORDER NO. : 815776-005

CUSTOMER NO: 4805939

100002520601--1

CUSTOMER: Gary W. Huston, Esq  
BEGGS & LANE

P. O. Box 12950

Pensacola, FL 32501

DOMESTIC FILING

NAME: WEST DESTIN TAXPAYERS  
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 12 PM 12:42

RECEIVED  
98 MAY 15 PM 12:04  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 12 PM 12:42

ARTICLES OF INCORPORATION OF  
WEST DESTIN TAXPAYERS ASSOCIATION, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, makes and adopts the following Articles of Incorporation:

Article 1

NAME

The name of the Corporation is WEST DESTIN TAXPAYERS ASSOCIATION, INC.

Article 2

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The street address of the Corporation's initial principal office, and the mailing address of the Corporation, is 480 Santa Rosa Blvd., West Destin, FL 32548.

Article 3

NOT FOR PROFIT

The Corporation is a nonprofit corporation as defined in the Florida Not For Profit Corporation Act. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

Article 4

DURATION

The duration (term) of the Corporation is perpetual.

Article 5

PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To promote the welfare of the "West Destin" community, which is generally described as the property under the jurisdiction of the Okaloosa Island Authority, located on a part of Santa Rosa Island in Okaloosa County, Florida. The Corporation's purposes include, but are

not limited to, preservation of scenic beauty, conservation and preservation of natural resources, combating community deterioration, service to the public interest of the West Destin community, other conservation, environmental, or beautification activities, and other activities consistent with promoting the welfare and benefit of the West Destin community.

B. To exercise all rights and powers conferred by the laws of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, all powers specified in Florida Statutes § 617.0302 (1997), and the power to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### Article 6

#### LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 5 (Purposes) hereof.

#### Article 7

#### MEMBERS

The Corporation shall have Voting Members who shall become such by paying the membership fees established by the Corporation from time to time, whereupon such persons shall have the rights and privileges of Voting Members of the Corporation. The Bylaws may also provide for Nonvoting Members, who shall have such rights and privileges as are set forth in the Bylaws, but shall not have the right to vote.

#### Article 8

#### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 3 West Garden Street, Suite 700, Pensacola, FL 32501, and the name of its initial Registered Agent at that address is Gary W. Huston.

## Article 9

### INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The method of election of Directors shall be stated in the Corporation's Bylaws. The number of Directors constituting the initial Board of Directors is seven (7). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Directors at the annual meeting of Voting Members. The Bylaws may provide for *ex officio* and honorary Directors, and their rights and privileges.

## Article 10

### OFFICERS

The Officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

## Article 11

### INCORPORATOR

The name and street address of the Incorporator is as follows: Gary W. Huston, 3 West Garden Street, Suite 700, Pensacola, FL 32501.

## Article 12

### BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

## Article 13

### AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

Article 14

INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida Business Corporation Act and the Florida Not For Profit Corporation Act.

Article 15

COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence begins is the date these Articles of Incorporation are accepted for filing by the Florida Department of State, as evidenced by the Department of State's date and time endorsement on the original Articles of Incorporation.

In Witness Whereof, the undersigned has signed these Articles of Incorporation on this 11<sup>th</sup> day of May, 1998.

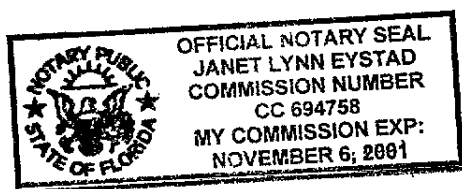
Gary W. Huston  
Gary W. Huston, Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 11 day of May, 1998, by Gary W. Huston who did not take an oath and who:

☒ is/are personally known to me.  
☐ produced current Florida driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.

(Notary Seal Must Be Affixed)



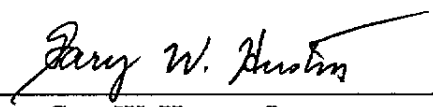
Janet Lynn Eystad  
Notary Public  
Janet Lynn Eystad  
Name of Notary Printed  
My Commission Expires: Nov 6 2001  
Commission Number: CC 694758

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 12 PM 12:42

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

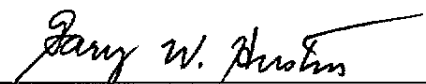
In compliance with Section 617.0501, Florida Statutes, the following is submitted: That  
WEST DESTIN TAXPAYERS ASSOCIATION, INC., desiring to organize or qualify under the  
laws of the State of Florida, with its principal place of business at 480 Santa Rosa Blvd., West Destin,  
FL 32548, has named Gary W. Huston, a resident of the State of Florida, whose business street  
address is 3 West Garden Street, Suite 700, Pensacola, FL 32501, as its agent to accept service of  
process within Florida.

WEST DESTIN TAXPAYERS ASSOCIATION, INC.

By:   
Gary W. Huston, Incorporator

ACCEPTANCE:

Having been named to accept service of process for the above stated corporation, at the  
place designated in this certificate, I hereby accept the appointment as registered agent and agree to  
act in such capacity. I am familiar with, and accept, the obligations of a registered agent and I agree  
to comply with the provisions of all statutes relative to the proper and complete performance of my  
duties.

  
Gary W. Huston, Registered Agent