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Steven K. Hall
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May 19, 1998

Division of Corporation
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

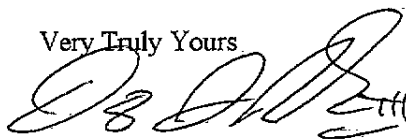
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***122.50 ***122.50

Re: Kelly Plantation Commercial Association, Inc.

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation, a copy to be certified and a check in the amount of \$122.50 for Filing Fees, cost of Certified Copy and Registered Agent Designation. Please file with the appropriate department for the above referenced corporation and forward the certified copy back to the above address in the enclosed self addressed stamped envelope. If you are in need of further information feel free to contact me at the above address. Thank you for your assistance.

Very Truly Yours



Davage J. Runnels, III

Enclosures: (3)

Dmc
5/27/98

~~448-12092~~

~~2295~~

FILED
98 JUN -4 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 27, 1998

DAVAGE J. RUNNELLS, III
ATTORNEY AT LAW
36468 EMERALD COAST PKWY STE 2201
DESTIN, FL 32541

SUBJECT: KELLY PLANTATION COMMERCIAL ASSOCIATION, INC.
Ref. Number: W98000012092

We have received your document for KELLY PLANTATION COMMERCIAL ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 898A00029786

ARTICLES OF INCORPORATION
OF
KELLY PLANTATION COMMERCIAL ASSOCIATION, INC.
(A Florida Not For Profit Corporation)

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned adopts the following Articles for the purpose of forming a not for profit corporation under Chapter 671, Florida Statutes, and certifies as follows:

Article I
Name

The name of the Corporation shall be KELLY PLANTATION COMMERCIAL ASSOCIATION, INC. For convenience, the Corporation shall be referred to in this instrument as the "Association".

Article II
Address

The address of the initial principal office of the Association and the initial mailing address of the Association is 34851 Emerald Coast Parkway, Destin, Florida 32541.

Article III
Definitions

All capitalized terms used herein which are not defined shall have the same meaning as set forth in the Declaration of Covenants, Conditions and Restrictions for Kelly Plantation Commercial Properties, recorded or to be recorded in the Official Records, as amended from time to time (the "Declaration").

Article IV
Purposes

The purposes for which the Association is organized are:

- (a) to be and constitute the Association to which reference is made in the Declaration;
- (b) to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, and to exercise all rights and powers of the Association, as specified in the Declaration, in the By-Laws, and as provided by law; and
- (c) to provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration.

Article V
Powers

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

A. The Association shall have all of the powers conferred upon a not for profit corporation under Florida statutory and common law and all the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation, the power:

(I) to fix and to collect assessments and other charges to be levied against property subject to the Declaration;

(ii) to manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property for which the Association by rule, regulation, covenant, or contract has a right or duty to provide such services;

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all owners of real property subject to the Declaration;

(v) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or By-Laws;

(vi) to borrow money for any purpose, subject to such limitations as may be contained in the By-Laws;

(vii) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(ix) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(x) to provide any and all supplemental municipal services to the real property subject to the Declaration as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; the powers specified in each of the paragraphs of this Article V are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

B. The Association shall make no distributions of income to members, directors, or officers.

Article VI

Members

A. The Owner of each Parcel, as those terms are defined in the Declaration, shall be a Class "A" Member of the Association and shall be entitled to vote in accordance with the terms of the Declaration, except there shall be no vote for any Parcel owned by the Association. The Declarant, as that term is defined in the Declaration, shall be the Class "B" Member of the Association. The Class "B" Member shall have such rights,

powers, and duties as are set forth in the Declaration and the By-Laws. The manner of exercising voting rights shall be as set forth in the Declaration and in the By-Laws of the Association.

B. Transfer of membership in the Association shall be established by recording in the Official Records a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the owner designated by such instrument shall become a member of the Association and the membership of the prior owner shall be terminated.

C. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of such Member's property subject to the Declaration.

Article VII **Term**

The Association shall be of perpetual duration.

Article VIII **Directors**

A. The affairs of the Association shall be conducted, managed, and controlled by a Board of Directors consisting of not less than three (3) nor more than seven (7) directors. The initial Board of Directors shall consist of three directors. The number of directors may be increased in accordance with the By-Laws.

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

Davage J. Runnels, Jr.
106 Waynell Circle
Fort Walton Beach, FL 32548

John A. McNeil, Jr.
4502 Olde Plantation Place
Destin, FL 32541

Ken Mullins
4409 Brook Forrest Drive
Panama City, FL 32404

C. The method of election, removal, and filling of vacancies on the Board of Directors and the term of office of directors shall be as set forth in the By-Laws.

D. The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

Article IX **By-Laws**

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

Article X
Liability of Directors

To the fullest extent that the Florida Not For Profit Corporation Act, as it exists in the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article XII
Amendments

Amendments to these Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes; provided, however, no amendment may be in conflict with the Declaration, and provided, further, no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration. Any proposed amendment must be approved by Owners representing 75% of the total Class "A" votes in the Association, and the consent of the Class "B" Member, if such exists; provided, however, no vote shall be required to amend these Articles of Incorporation for the sole purpose of complying with the requirements of any governmental or quasi governmental entity or institutional lender authorized to fund, insure or guarantee mortgages on individual Parcels, as such requirements may exist from time to time, which amendments may be adopted by the Board of Directors with the consent of the Class "B" Member.

Article XIII
Dissolution

The Association may be dissolved only upon a resolution duly adopted by the board of Directors and the affirmative vote of the Owners representing 75% of the total Class "A" votes in the Association, and the consent of the Declarant so long as the Declarant owns or has the option to acquire any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant. Upon dissolution of the Association any remaining real property assets of the Association shall be dedicated to an appropriate public agency to be used or purposes similar to those for which the Association was created. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

Article XIV
Merger and Consolidation

The Association may merge or consolidate only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Owners representing 75% of the total Class "A" votes in the Association, and the consent of the Declarant so long as the Declarant owns or has the option to acquire any property subject to the Declaration or which may be unilaterally subject to the Declaration by the Declarant.

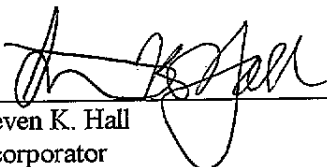
Article XV
Incorporator

The name of the incorporator of the Association is Steven K. Hall, Esq., and such incorporator's address is 36468 Emerald Coast Parkway, Suite 2201, Destin, Florida 32541.

Article XVI
Registered Agent and Office

The initial registered office of the Association is 36468 Emerald Coast Parkway, Suite 2201, Destin, Florida 32541, and the initial registered agent at such address is Steven K. Hall, Esq.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of June, 1998.



Steven K. Hall
Incorporator

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organize under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

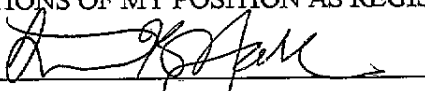
1. The name of the corporation is KELLY PLANTATION COMMERCIAL ASSOCIATION, INC.
2. The name and address of the registered agent and office is:

Steven K. Hall
36468 Emerald Coast Parkway, Suite 2201
Destin, Florida 32541

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 THIS CAPACITY. IF FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Date


6/2/98

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JUN -4 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA