

# HILTON, HILTON, KOLK & ROESCH, P.A.

☐ P.O. BOX 2462  
4116 HIGHWAY 231 NORTH  
PANAMA CITY, FL 32402  
TEL. (850) 785-0536  
FAX (850) 785-0535

ATTORNEYS AT LAW

L. CHARLES HILTON, JR.  
JULIE K. HILTON  
JACALYN N. KOLK  
LAWRENCE ROESCH

☒ 1610 BECK AVENUE  
PANAMA CITY, FL 32405  
TEL. (850) 785-0535  
FAX (850) 785-7176

*N/9800003987*

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

100002571121---8  
-06/24/98--01062--007  
\*\*\*\*122.50 \*\*\*\*122.50

**Re: Bay County Conservancy, Inc.**

To Whom It May Concern:

Enclosed find an original and two copies of Articles of Incorporation for the above corporation. Please file the original in your offices and certify and return a copy to this firm.

We are enclosing our check in the amount of \$122.50 which includes the \$35.00 Filing fee, \$35.00 Registered Agent fee and \$52.50 Certified Copy charge.

Very truly yours,

*Jacalyn N. Kolk*

Jacalyn N. Kolk

**FILED**  
98 JUL -9 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JNK\af

*[Handwritten signature]*

*[Handwritten signature]*  
JUL 23 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 25, 1998

JACALYN N. KOLK, ESQUIRE  
1610 BECK AVENUE  
PANAMA CITY, FL 32405

SUBJECT: THE BAY COUNTY CONSERVANCY, INC.  
Ref. Number: W98000014602

We have received your document for THE BAY COUNTY CONSERVANCY, 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):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 998A00034941

# HILTON, HILTON, KOLK & ROESCH, P.A.

☐ P.O. BOX 2462  
4116 HIGHWAY 231 NORTH  
PANAMA CITY, FL 32402  
TEL. (850) 785-0536  
FAX (850) 769-3456

ATTORNEYS AT LAW

L. CHARLES HILTON, JR.  
JULIE K. HILTON  
JACALYN N. KOLK  
LAURA ROESCH

☒ 1610 BECK AVENUE  
PANAMA CITY, FL 32405  
TEL. (850) 785-0535  
FAX (850) 785-7176

July 7, 1998

Dana Callaway  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

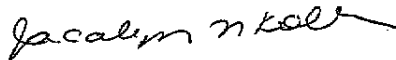
**RE: The Bay County Conservancy, Inc.**  
**Ref. Number: W98000014602**

Dear Ms. Callaway:

Please find enclosed the Articles of Incorporation for the referenced corporation which have been corrected to include (1) a registered agent with a Florida street address and (2) a signed statement of the registered agent's acceptance.

Thank you for your assistance with this matter.

Very truly yours,



Jacalyn N. Kolk

JNK/jgj

Enclosures

FILED

98 JUL -9 PM 4:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE BAY COUNTY CONSERVANCY, INC.

We, the undersigned, acting as the incorporators of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation.

ARTICLE I

The name of the corporation shall be THE BAY COUNTY CONSERVANCY, INC., a not-for-profit corporation. The principal place of business of this corporation shall be 120 East 2nd Place, Panama City, Florida 32401.

ARTICLE II

The period of the duration of this corporation is perpetual unless dissolved according to law.

ARTICLE III

The purpose for which the corporation is organized is to acquire, manage and provide stewardship that preserves the natural resources of and natural systems in, real properties in Bay County, Florida, together with any associated personal properties; and to mortgage, lease, transfer and otherwise handle as good stewardship requires; and to accomplish any other lawful purpose permitted to Florida not for profit corporations.

ARTICLE IV

The qualifications for members are that they have demonstrated an interest in the purposes of this corporation; and have been admitted to membership under the provisions of the By-laws.

#### ARTICLE V

The number constituting the initial Board of Directors of the corporation is seven (7), and the names and addresses of the persons who are to serve initially are:

<u>NAME</u>	<u>ADDRESS</u>
Candis Harbison	120 East 2nd Place Panama City, FL 32401
Jacalyn Nichols Kolk, Esq.	1610 Beck Avenue Panama City, FL 32405
Audrey Parker	1546 Cincinnati Avenue Panama City, FL 32401
Jerry W. Gerde, Esq.	239 E. 4th Street Panama City, FL 32401
Natalie Amesbury	1115 Earl Avenue Panama City, FL 32401
G. Joseph Parell	402 Bunkers Cove Rd. Panama City, FL 32401
Ron Houser	1845 W. 24th Court Panama City, FL 32401

There shall always be a minimum of three (3) Directors, and so many additional as the Board of Directors may from time to time establish. The Directors shall be elected pursuant to the By-Laws.

#### ARTICLE VI

This corporation is organized under a non-stock basis.

#### ARTICLE VII

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or

corresponding sections of any prior to future law, or to the Federal, State, or Local Government for exclusive public purpose.

#### ARTICLE VIII

The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Candis Harbison	120 East 2nd Place Panama City, FL 32401
Audrey Parker	1546 Cincinnati Avenue Panama City, FL 32401
Jerry W. Gerde, Esq.	239 E. 4th Street Panama City, FL 32401
Natalie Amesbury	1115 Earl Avenue Panama City, FL 32401
G. Joseph Parell	402 Bunkers Cove Rd. Panama City, FL 32401
Ron Houser	1845 W. 24th Court Panama City, FL 32401

#### ARTICLE IX

Every director and every officer of the corporation will be indemnified by the corporation against all expenses and liabilities, including legal fees reasonably incurred by and imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of being or having been a director or officer at the time such expenses are incurred,

except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. Provided that in the event of a settlement, indemnification will apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles Of Incorporation under the laws of the State of Florida, this 19<sup>th</sup> day of May, 1998.

Candis Harbison  
Candis Harbison  
Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of May, 1998 by Candis Harbison, who is personally known to me or who has produced \_\_\_\_\_ as identification.

Jacalyn N. Kolk  
NOTARY PUBLIC Comm. No. CC 740161

(Type or Print Name of Notary  
My Commission Expires:



Jacalyn N. Kolk  
MY COMMISSION # CC740161 EXPIRES  
May 6, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

Ron Houser  
RON HOUSER

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 19<sup>th</sup>  
day of May, 1998 by RON HOUSER, who is personally known  
to me or who has produced \_\_\_\_\_ as identification.



Jacalyn N. Kolk  
MY COMMISSION # CC740161 EXPIRES  
May 6, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

Jacalyn N. Kolk  
NOTARY PUBLIC Comm. No. \_\_\_\_\_  
JACALYN N KOLK  
(Type or Print Name of Notary  
My Commission Expires: \_\_\_\_\_)

Audrey Parker  
Audrey Parker  
Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 19<sup>th</sup>  
day of May, 1998 by Audrey Parker, who is personally known to me or  
who has produced \_\_\_\_\_ as identification.

Jacalyn N. Kolk  
NOTARY PUBLIC Comm. No. \_\_\_\_\_  
MY COMMISSION # CC740161 EXPIRES  
May 6, 2002  
(Type or Print Name of Notary  
My Commission Expires: \_\_\_\_\_)

CC740161

Jerry W. Gerde  
Jerry W. Gerde, Esq.  
Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 19<sup>th</sup>  
day of May, 1998 by Jerry W. Gerde, Esq., who is personally known  
to me or who has produced \_\_\_\_\_ as identification.

Jacalyn N. Kolk  
NOTARY PUBLIC Comm. No. \_\_\_\_\_  
MY COMMISSION # CC740161 EXPIRES  
May 6, 2002  
(Type or Print Name of Notary  
My Commission Expires: \_\_\_\_\_)

CC740161



Natalie Q Amesbury  
Natalie Amesbury  
Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 19<sup>th</sup>  
day of May, 1998 by Natalie Amesbury, who is personally known to me  
or who has produced \_\_\_\_\_ as identification.

Jacalyn N Kolk  
NOTARY PUBLIC Comm. NO. CC740161  
MY COMMISSION # CC740161 EXPIRES May 6, 2002  
(Type or Print Name of Notary)  
My Commission Expires: BOUNDED THRU TROY FAIN INSURANCE, INC

\_\_\_\_\_  
Incorporator

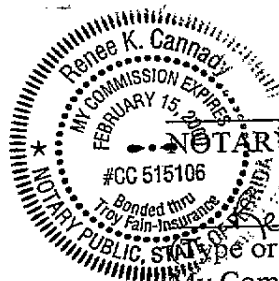
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G. Joseph Parell  
Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 9th day of June, 1998 by G. Joseph Parell, who is personally known to me or who has produced \_\_\_\_\_ as identification.



Renee K. Cannady

NOTARY PUBLIC Comm. No.

#CC 515106

Bonded thru  
Troy Fain Insurance

Renee K. Cannady

(Type or Print Name of Notary)

My Commission Expires:

\_\_\_\_\_  
Incorporator

## ARTICLE X

### Registered Office and Registered Agent

The street address of the corporation's initial registered office is 120 E. 2<sup>nd</sup> Place, Panama City, FL 32401, and the name of the corporation's initial registered agent at such address is Candis Harbison. The mailing address of the corporation's principal office is 120 E. 2<sup>nd</sup> Place, Panama City, FL 32401. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

### Acceptance of Registered Agent

IN WITNESS WHEREOF, the undersigned, hereby acknowledges that I am familiar with and accept the duties and responsibilities as Registered Agent for THE BAY COUNTY CONSERVANCY, INC. Further I have executed these Articles for the uses and purposes herein stated.

*Candis Harbison*

CANDIS HARBISON

Registered Agent

120 E. 2<sup>nd</sup> Place

Panama City, FL 32401

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 7th day of July, 1998, by  
CANDIS HARBISON.

Personally Known ✓ OR  
Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_



Joyce G. Juchniewicz  
MY COMMISSION # CC708317 EXPIRES  
March 14, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

*Joyce G. Juchniewicz*  
SIGNATURE OF NOTARY PUBLIC - STATE OF FLORIDA  
Print, Type, or Stamp Commissioned Name of Notary Public:

FILED  
98 JUL -9 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA