

N98000004236

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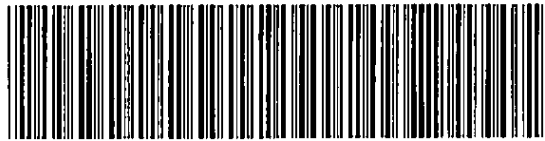
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Mexico Beach Community Development Council, INC

DOCUMENT NUMBER: N98000004236

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kimberly P. Shoaf

(Name of Contact Person)

Mexico Beach Community Development Council, INC

(Firm/ Company)

102 Canal Parkway

(Address)

Mexico Beach, FL 32456

(City/ State and Zip Code)

kimberly@mexicobeach.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kimberly P. Shoaf

850

648-8196

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

Mexico Beach Community Development Council, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N98000004236

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ *The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Articles of amendment to articles of incorporation of Mexico Beach Community Development Council, INC.

Article VI- Members or Stock

Article VII- Board of Directors

Article VIII- Officers

See Attached Document for full amendment changes.

The date of each amendment(s) adoption: October 21, 2004, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)


Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated March 07, 2023

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Kimberly P. Shoaf

(Typed or printed name of person signing)

President

(Title of person signing)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MEXICO BEACH COMMUNITY DEVELOPMENT COUNCIL, INC.
(A Corporation Not-for-profit)

1. The name of this corporation is the "Mexico Beach Community Development Council, Inc." (the "Corporation").
2. The Corporation was incorporated by Articles dated May 21, 1998, and filed July 22, 1998, Document Number N98000004236.
3. The text of each amendment adopted is as set forth below in legislative format (deleted text ~~stricken~~; new text underlined).

ARTICLE VI - MEMBERS OR STOCK

The Corporation shall have no members and shall issue no stock. ~~The qualifications for membership and the manner of their admission shall be as stated and regulated in the by-laws.~~

ARTICLE VII - BOARD OF DIRECTORS

(a) Establishment of Board The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws of the Corporation. The Board of Directors shall always consist of ~~no more or less than nine (9) Directors and the initial Board of Directors shall consist of the following nine (9) persons.~~ The current Board of Directors consists of the following nine (9) persons whose respective qualifications and terms are shown:

<u>SEAT NUMBER</u>	<u>NAME</u>	<u>QUALIFICATION</u>	<u>TERM EXPIRATION</u>
<u>1</u>		<u>BCC</u>	<u>See (b) below</u>
<u>2</u>		<u>MEX BCH CC</u>	<u>See (b) below</u>
<u>3</u>			
<u>4</u>			
<u>5</u>			
<u>6</u>			
<u>7</u>			

<u>SEAT NUMBER</u>	<u>NAME</u>	<u>QUALIFICATION</u>	<u>TERM EXPIRATION</u>
------------------------	-------------	----------------------	----------------------------

8

9

(b) The term of office of each Director shall be four (4) years or until his or her successor is selected and qualified, or, with respect to the member of the Board of County Commissioners and the member of the Mexico Beach City Council, determination of their respective elected office.

(c) Each member of the Board of Directors shall be appointed by the Board of County Commissioners of Bay County, Florida, upon nomination of the Board of Directors, except that the County Commissioner serving on the Board of Directors shall be appointed solely by the Board of County Commissioners. To the fullest extent possible, the Board of Directors shall at all times be composed of members with the following qualifications: one (1) member of the Board of County Commissioners of Bay County, Florida; one (1) member of the City Council of the City of Mexico Beach; three (3) members who shall be owners or operators of motels, hotels, recreational vehicle parks, or other tourist accommodations (including vacation rental agents), all located within the Mexico Beach Expanded Tax District and subject to the tourist development tax; two (2) members who are involved in the tourism industry within the Mexico Beach Expanded Tax District and who have demonstrated an interest in tourism development; and (two) 2 members who are residents of the Mexico Beach Extended Tax District. All members shall be electors of Bay County, Florida. There shall be no term limits.

~~(b) The term of the Directors shall coincide with the terms of the Bay County Tourist Development Council and for the period specified in section 125.0104(4)(c), Florida Statutes, as it now exists or is subsequently amended or superseded.~~

~~(c) No person shall be eligible for membership on the Board of Directors unless such person has been approved by the Board of County Commission of Bay County, Florida and who's qualifications are consistent with Section 125.0104(4)(c), Florida Statutes, as it now exists or is subsequently amended or superseded.~~

~~(d) The Directors may provide for the appointment of one or more advisors to the Board of Directors. Advisors shall be non-voting and shall not be considered ed Directors.~~

~~(e) Directors shall not be compensated for the performance of their duties as Directors but shall be reimbursed for their expenses incurred in performance of their duties as Directors.~~

ARTICLE VIII - OFFICERS

(a) The Board of Directors shall have a Chairman and Vice-Chairman whose duties shall be as set forth in the Bylaws or as established by the Board of Directors. The Corporation may have a President/CEO and shall have a Secretary/Treasurer whose duties shall be as set forth in the Bylaws or as established by the Board of Directors. In addition, the Corporation shall have such other officers and assistant officers as may be deemed necessary by the Board of Directors and as provided in the Bylaws.

(b) The Chairman of the Board of directors shall preside at all meetings of the Board. The Vice Chairman shall preside in the absence of the Chairman. In addition, the Chairman in the absence of the President/CEO, and the Vice-Chairman in the absence of the President/CEO and the Chairman, shall act as an executive officer of the Corporation if so provided in the Bylaws.

(c) The names of the initial Officers of the Board of Directors who are to serve until their successors are elected are as follows:

Chairman:	John DeLorme
Vice Chairman:	Bill Bloemsma
Secretary/Treasurer:	Fred Nehrings

(d) If there is a President/CEO of the Corporation, he/she shall be employed by the Corporation acting through its Board of Directors, shall not be a member of the Board of Directors, and shall at all times serve as President/CEO and be employed at the pleasure of the Board of Directors.

(e) The Board of Directors shall at each annual meeting of the Board elect a Chairman and Vice Chairman of the Board and a Secretary/Treasurer of the Corporation, all from among their number, who shall serve at the pleasure of the Board of Directors. The Secretary/Treasurer shall have such duties as set forth in the Bylaws or as established by the Board of Directors.

(f) The names of the initial current officers of the Board and the Corporation who are to serve until their successors are selected and qualified are as follows:

Chairman:

WA Cebky

Vice Chairman:

Corey Parker Hobbs

President/CEO:

John Costin

Secretary/Treasurer:

J. Muller

[end of Article VIII]

4. Except as amended hereby, all other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect.
5. There are no members of the Corporation, and these Articles of Amendment were duly adopted by the Board of Directors of the Corporation on the 21 day of October, 2004, pursuant to Article X of the original Articles of Incorporation and Sections 617.1002, 617.1006, and 617.01201, Florida Statutes (2004).

IN WITNESS WHEREOF the Chairman of the Board and the President, attested by the Secretary, of the Corporation have set their hands and seals this 21 day of October, 2004.

MEXICO BEACH COMMUNITY
DEVELOPMENT COUNCIL, INC.
(A corporation not-for-profit)

By: M/A Cuthy
Chairman of the Board

By: John Costin
President

ATTEST:

[Signature]
Secretary/Treasurer

Corporate Seal

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 21 day of October, 2004, by [Signature] as Chairman of the Board of the Mexico Beach Community Development Council, Inc.

- (☒) who is personally known to me.
() who produced _____ as identification.

[Signature]
Signature of Notary Public



STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 21 day of October, 2004, by [Signature] as President/CEO of the Mexico Beach Community Development Council, Inc.

- (☒) who is personally known to me.
() who produced _____ as identification.

[Signature]
Signature of Notary Public

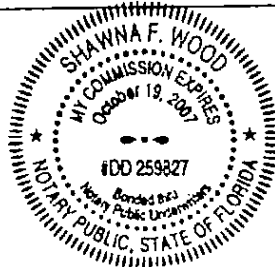


STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 21 day of Oct, 2004, by [Signature] as Secretary/Treasurer of the Mexico Beach Community Development Council, Inc.

- (☒) who is personally known to me.
() who produced _____ as identification.

[Signature]
Signature of Notary Public



ARTICLES OF INCORPORATION

MEXICO BEACH COMMUNITY DEVELOPMENT COUNCIL, INC.

(A corporation Not-For-Profit)

ARTICLE I - CORPORATE NAME

The name of the Corporation is "Mexico Beach Community Development Council, Inc."

ARTICLE II - PURPOSES

The Corporation is organized under Chapter 617, Florida Statutes (1997), as a not-for-profit corporation whose specific purpose is to increase the year round tourist business in the city of Mexico Beach through the creation, development, improvement, promotion and marketing of the tourist related resources and activities in the City of Mexico Beach.

The Corporation shall operate to develop and administer property and to manage and make expenditures for the operation of activities, services, functions, and programs that develop and enhance the year round tourist business and to enhance, beautify, and develop the tourist related public resources in the City of Mexico Beach.

A special Bay County Tourist Development Council, sub-county tourist development tax district was created by Bay County Ordinance 97-11, that amended Bay County Ordinance 86-01, hereinafter referred to as the Greater Mexico Beaches, including by way of example and not limitation, one or more of the purposes set forth below.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation's activities shall be limited to those activities in which an organization that is exempt from federal income taxation under Section 501 (a) of the Internal Revenue Code of 1986, as amended, (the "Code") as an organization described in Section 501 (c)(6) of the Code, may engage.

No part of the net income or earnings of the Corporation shall inure to the benefit of any member, Director or officer of the Corporation, or any other person, except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes.

As stated above, the purposes for which this Corporation is organized and shall be operated are:

(a) To advance, generate, grow, and promote tourism, enhance the tourist industry, and attract persons to attend conferences, seminars, meetings, sporting events, recreational fishing, boating, and diving activities, fishing tournaments and other family oriented business, civic, athletic, social, religious, and tourist activities, from within and without the State of Florida and the United States to the Greater Mexico

APPROVED
AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Beaches of Bay County, Florida;

(b) To promote and advertise tourism for the Greater Mexico Beaches in the State of Florida and nationally and internationally;

(c) To operate one or more tourist information centers to promote the Greater Mexico Beaches;

(d) To finance and effect beach improvement, maintenance, renourishment, restoration, and erosion control, including maintenance and shoreline protection, canal dredging, artificial reef development and enhancement and the beautification and clean up in the Greater Mexico Beaches;

(e) To acquire, construct, finance, extend, enlarge, remodel, repair, improve, maintain, operate or promote the several publicly owned and operated facilities named in Section 125.0104(5)(a), Florida Statutes, as it now exists or is subsequently amended or superseded, and accessory facilities and uses thereto, for the purpose of and related to the advancement, furtherance, improvement or promotion of tourism in the Greater Mexico Beaches (including, but not limited to recreational boating, fishing, diving and other family oriented beach activities);

(f) To receive by contract with the Board of County Commissioners of Bay County, Florida, pursuant to the provisions of Section 125.0104, Florida Statutes, as it now exists or is subsequently amended or superseded, Tourist Development Tax Revenues collected in the Greater Mexico Beaches;

(g) To do all things contemplated by Section 125.0104, Florida Statutes, as now or hereafter amended or superseded, which may be done by a Tourist Development Council or Tourism Promotion Agency; provided, however, that as provided in Section 288.1226(2)(d) Florida Statutes (1997) the Corporation shall not be considered an agency of the State of Florida or any subdivision thereof including Bay County, Florida. Nonetheless, the Corporation shall be subject to the provisions of Chapter 119, Florida Statutes, relating to public records and to the provisions of Chapter 286, Florida Statutes, relating to public meetings and records, as they now exist or are subsequently amended or superseded.

ARTICLE III - POWERS

The Corporation shall have the following powers:

(a) To exercise, without limitation except as provided herein, all the powers enumerated in Chapter 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the purposes herein enumerated which are not in derogation of the laws of the State of Florida;

(b) To perform tourism promotion and development functions which are consistent with the purposes and governmental status of Bay County, Florida, and the Bay County Tourist Development Council and to form, become a member of, own in whole or in part, participate in the governance of including exercising control over such governance, and to contribute funds to joint ventures, partnerships, corporations or other entities, whether or not any such entity is for-profit or not-for-profit, so long as the Corporation's participation therein is primarily in furtherance of the purposes for which the Corporation is organized and permissible for an organization described in Section 501 (c)(6) of the Code;

ARTICLE IV - TERM

The Term of this Corporation shall be perpetual, except as provided in Article XII.

ARTICLE V - REGISTERED OFFICE AND AGENT

The initial registered office, principal place of business and mailing address of the Corporation is, Mexico Beach Community Development Council, Inc. PO Box 13382, Mexico Beach Civic Center, Mexico Beach, Florida 32410, and the name of the initial registered agent at said address is Mr. John DeLorme, Chairman MBCDC.

ARTICLE VI - MEMBERS OR STOCK

The Corporation shall have members and shall issue no stock. The qualifications for membership and the manner of their admission shall be as stated and regulated in the by-laws.

ARTICLE VII - BOARD OF DIRECTORS

(a) Establishment of Board The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws of the Corporation. The Board of Directors shall always consist of no more or less than nine (9) Directors and the initial Board of Directors shall consist of the following nine (9) persons.

Al Cathey
John Delorme
Charles Parker
Fred Nehrings
Richard Stewart

Bill Bloemsma
Tom Marquardt
Peggy Wood
Harold Bazzel

(b) The term of the Directors shall coincide with the terms of the Bay County Tourist Development Council and for the period specified in section 125.0104 (4)(e), Florida Statutes, as it now exists or is subsequently amended or superseded.

(c) No person shall be eligible for membership on the Board of Directors unless such person has been approved by the Board of County Commission of Bay County, Florida and who's qualifications are consistent with Section 125.0104(4)(e), Florida Statutes, as it now exists or is subsequently amended or superseded.

(d) The Directors may provide for the appointment of one or more advisors to the Board of Directors. Advisors shall be non-voting and shall not be considered directors.

(e) Directors shall not be compensated for the performance of their duties as Directors but shall be reimbursed for their expenses incurred in performance of their duties as Directors.

ARTICLE VIII - OFFICERS

(a) The Board of Directors shall have a Chairman and Vice-Chairman whose duties shall be as set forth in the Bylaws or as established by the Board of Directors. The Corporation may have a President/CEO and a Secretary/Treasurer whose duties shall be as set forth in the Bylaws or as established by the Board of Directors. In addition, the Corporation shall have such other officers and assistant officers as may be deemed necessary by the Board of Directors and as provided in the Bylaws.

(b) The Chairman of the Board of Directors shall preside at all meetings of the Board. The Vice Chairman shall preside in the absence of the Chairman. In addition, the Chairman in the absence of the President/CEO, and the Vice-Chairman in the absence of the President/CEO and the Chairman, shall act as an executive officer of the Corporation if so provided in the Bylaws.

(c) The names of the initial Officers of the Board of Directors who are to serve until their successors are elected are as follows:

Chairman:	John DeLorme
Vice Chairman:	Bill Bloemsma
Secretary/Treasurer:	Fred Nehrings

(d) If there is a President/CEO of the Corporation, he/she shall be employed by the Corporation acting through its Board of Directors, shall not be a member of the Board of Directors, and shall at all times serve as President/CEO and be employed at the pleasure of the Board of Directors.

(e) The Board of Directors shall at each annual meeting of the Board elect a Secretary/Treasurer from among their number who shall serve at the pleasure of the Board of Directors. The Secretary/Treasurer shall have such duties as set forth in the Bylaws or as established by the Board of Directors.

(f) The names of the initial officers of the Corporation who are to serve until

their successors are selected and qualified are as follows:

President/CEO

Secretary/Treasurer

ARTICLE IX - ADOPTION AND AMENDMENT TO THE BY-LAWS

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by an affirmative vote of two-thirds (2/3) of the total voting members of the Board of Directors present at any regular or special meeting, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director (including ex-officio directors) at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors Sign a written statement manifesting their intention that an amendment to the Bylaws be adopted, then the amendment shall thereby be adopted without the necessity fifteen (15) day notice,

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Board of Directors may amend, alter or repeal any provision to these Articles of Incorporation. Such amendment may be proposed by any voting Director of the Board of Directors, and, such proposal shall be adopted by affirmative vote of two-thirds (2/3) of the total voting members of the Board of Directors at a meeting upon which such amendment is to be considered, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director (including ex-officio directors) at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of a meeting, or the fifteen (15) day notice. Such amendment shall be effective upon approval by the Board of County Commissioners of Bay County, Florida.

ARTICLE XI - ANNUAL MEETING

As shall be provided in the Bylaws, there shall be an annual meeting of the Board of Directors for the purpose of electing Officers of the Corporation as may be necessary to fill expiring terms, and for such other purposes as directed by the Board of Directors. The Board of Directors shall from time to time hold such other meetings as provided in the Bylaws. The annual meeting shall be held at the corporate headquarters of the Corporation.

**STATE OF FLORIDA
COUNTY OF BAY**

Before me personally appeared , who did not take an oath, and who is personally known to me and who executed the foregoing Articles of Incorporation, and they acknowledged edged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this day of, 1998.

Notary, Public Notary Public - State of Florida My Commission Expires:

ARTICLE XI - DISSOLUTION

The Corporation may be dissolved at any time by the act of the Board of Directors of the Corporation. Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution, and after adequate provision has been made for the discharge or assumption of its liabilities, shall be distributed to the Board of County Commissioners of Bay County, Florida, to be used exclusively for the public purposes stated in Section 125.0104(5), Florida Statutes, as it now exists or is subsequently amended or superseded, and none of the assets will be distributed upon such dissolution to any Officer or Director of the Corporation or any other private person. If the Corporation enters into one or more agreements with the Board of County Commissioners of Bay County, Florida, pursuant to which the Corporation provides tourism promotion or other services, then upon the termination of such agreement, and termination of any renewal or extension thereof or successor agreement thereto, all of the assets of the Corporation (after adequate provision is made for the discharge or assumption of the Corporation's liabilities) shall be distributed to the Board of County Commissioners of Bay County, Florida, to be used exclusively for the public purposes stated in Section 125.0104(5), Corporation shall be dissolved, and none of the assets will be distributed upon such termination to any Officer or Director of the Corporation or any other private person.

ARTICLE XIII - INDEMNIFICATION

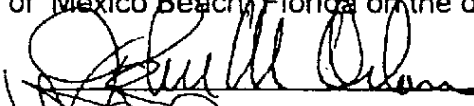


The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation. The extent and conditions of such defense, indemnification or holding harmless may be more particularly stated in the bylaws of the Corporation.

ARTICLE XIII - INCORPORATORS

The names and addresses of the incorporators of the Corporation are;

John Delorme Rt3 Box 156, Port St. Joe, FL 32456
Bill Bloemsma 106 S 25th Street, PO Box 13088, Mexico Beach, FL 32410
Fred Nehrings 237 Kim Kove, PO Box 13266, Mexico Beach, FL 32410

In witness whereof, we do make and file these Articles of Incorporation hereby declaring that the facts herein are true, and accordingly set our hands and seals at the City of Mexico Beach, Florida on the date indicated below.

 Date 5-21-98
 Date 5-21-98
 Date 5-21-98