

Law Office of Brian D. Hess
9108 Front Beach Road
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Panama City Beach, Florida 32417

Brian D. Hess
Steven L. Applebaum

Phone (850) 235-3004
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September 15, 1998

N98000005409

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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Re: The Groves of Panama City Beach Owners Association, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for **The Groves of Panama City Beach Owners Association, Inc.** Enclosed please find a check in the sum of \$122.50 to pay the filing fee. Please forward a certified copy of the Articles after filing to me at the above post office box. If you need anything further to file the Articles, please call me.

Sincerely,

Patricia D. Middlebrooks

Patricia D. Middlebrooks
Legal Assistant to Steven L. Applebaum

/pdm/Enclosures

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DIVISION OF CORPORATIONS
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98 SEP 17 AM 11:43
DIV. OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
The Groves of Panama City Beach Owners Association, Inc.
(Not-for-Profit Florida Corporation)

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617, *Florida Statutes*.

Article I. Name, Principal Office
Mailing Address and Resident Agent

Section 1. Name. The name of this corporation is **The Groves of Panama City Beach Owners Association, Inc.** For convenience, the corporation shall be referred to in these Articles as the "Association".

Section 2. Principal Office. The street address of the principal office of the Association is 7205 Thomas Drive, E1203, Panama City Beach, Florida, 32408.

Section 3. Mailing Address. The mailing address of the corporation is 7205 Thomas Drive, #E1203, Panama City Beach, Florida, 32408.

Section 4. Resident Agent. The initial resident agent of the Association shall be Steven L. Applebaum whose address shall be 9108 Front Beach Road, Panama City Beach, Florida 32407.

Article II. Purposes and Powers

Section 1. Purposes. The Association is formed for the purpose of maintaining, operating and managing the Condominium established from time to time under Chapter 718, *Florida Statutes*, known as The Groves, a Condominium, and located in Bay County, Florida.

The Association is formed for the purpose of undertaking all of the functions contained herein, in the Declaration of The Groves, a Condominium of and all functions allocated to such association by Chapter 718, *Florida Statutes*, The Condominium Act and Chapter 617, *Florida Statutes*, and further to own, operate, lease, sell, trade and otherwise deal with property described in said Declaration by the By-Laws and these Articles.

Section 2. Powers. In furtherance of the purposes of the Association, the Association may:

A. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the aforescribed Declaration of Condominium as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length:

B. Fix, levy, collect and enforce by any lawful means, all charges and assessments pursuant to the terms of said Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. Borrow money, and with the assent of fifty-one percent (51%) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. Exercise all of the common law and statutory powers of a corporation not for profit established to govern a Florida condominium; provided, however, that no action shall be taken which conflicts with said Declaration or the Condominium Act;

F. Make and enforce reasonable rules and regulations governing the use of Units, Common Elements, Limited Common Elements and any property owned by the Association;

G. Maintain, repair, replace and operate property over which the Association has full ownership or the right and power to maintain, replace and operate in accordance with these Articles, said Declaration, the Condominium Act and the By-Laws for this Association;

H. Reconstruct improvements as required in said Declaration;

I. Enforce by legal means the provisions of said Declaration;

J. Participate in mergers and consolidations with other not for profit corporations organized for the same or similar purposes.

Article III. Non-Profit Nature

The Association shall not exist or be operated for pecuniary profit, and no part of the net earnings of the Association or the net assets upon liquidation shall inure to the benefit of any member. The Association may, however, reimburse its members for actual expenses incurred for or in behalf of the Association, and may pay compensation in a reasonable amount to its members for actual services rendered to the Association as permitted by law.

Article IV. Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Unit within the Condominium subject hereto shall be a member of the association provided however each unit shall have only one membership regardless of how many persons own the unit. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit within the Condominium subject hereto.

Article V. Term of Existence

The corporation is to exist perpetually.

Article VI. Subscribers

The name and resident address of each subscriber to these Articles of Incorporation is:

Steven L. Applebaum
9108 Front Beach Road
Panama City Beach, Florida 32407

Article VII. Officers

Section 1. Officers. The affairs of the Association shall be managed by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Robert Adams
Vice President:	Gregg Miller
Secretary/Treasurer:	Terry Adams

Article IX. Board of Directors

Section 1. Initial Board. The number of directors serving on the initial Board shall be three (3).

Section 2. Initial Directors. The names and addresses of the persons who are to serve on the first Board are as follows:

Gregg Miller
601 Muskingum
Pacific Palisades
LA City, California, 90272

Robert Adams
7205 Thomas Drive #E1203
Panama City Beach, FL 32408

Terri Adams
7205 Thomas Drive #E1203
Panama City Beach, FL 32408

Section 3. Election of Directors. The first election of the Directors shall not be held until required by the Condominium Act, including § 718.301 thereof, or until the Developer elects to terminate his control of the Association and the Condominium operated by it, whichever occurs first. The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors and, if there are no remaining directors, such vacancies shall be filled by the Developer.

Article X. Fiduciary Relationship

The officers and directors of the Association shall have a fiduciary relationship to the Unit owners.

Article XI. By-Laws

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

Article XII. Termination

This Association may be terminated in accordance with a plan to terminate the Condominium under its control.

Article XIII. Amendments

Section 1. Prior to Declaration. Prior to the time of the recordation of the Declaration condominium ownership any of these Article of Incorporation may be amended by an instrument, in writing, signed by all the subscribers to these articles of Incorporation, stating the Article number and the contents of its Amendment and filed in the office of the Secretary of State of the State of Florida, with a certified copy of each such Amendment attached to these Articles of Incorporation upon its recordation with the Declaration.

Section 2. After Declaration. After the recordation of the Declaration, these Article of Incorporation may be amended in the following manner:

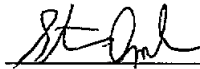
A. Notice of the subject matter of the proposed Amendment shall be included in the notice of any meeting at which such proposed amendment is considered.

B. A resolution approving a proposed Amendment may be proposed by either the Board or by the membership, and after being proposed and approved by one of said bodies, it must be submitted for approval and thereupon receive such approval of the other. Such approval must be by fifty-one percent (51%) of total outstanding vote of the Association; and such approval must also be by two-third (2/3) of the members of the Board.

C. No Amendment may be made to the Articles of Incorporation which shall in any manner reduce, amend, affect or modify the provisions and obligations set forth in the Declaration.

- D. A copy of each Amendment shall be certified by the Secretary of State and filed of record.
- E. Notwithstanding the foregoing provisions of this Article, no Amendment to these Articles of Incorporation which shall abridge, amend or alter the rights of the Developer, including the right to designate and select members of the initial Board as provided herein, may be adopted or become effective without the prior written consent of the Developer.

In witness whereof, the subscriber has hereunto affixed his signature, this 14 day of Sept, 1998.

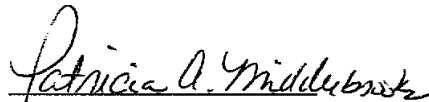


 Steven L. Applebaum

State of Florida
 County of Bay

Before me, a Notary Public, personally appeared **Steven L. Applebaum**, who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the 14 day of Sept, 1998.

- who was personally known to me; or
- who produced _____ as identification.



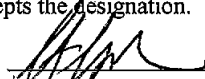
 Notary Public



Patricia A. Middlebrooks
 MY COMMISSION # CC663769 EXPIRES
 August 30, 2001
 BONDED THRU TROY FAIR INSURANCE, INC

Consent of Registered Agent

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



 Steven L. Applebaum

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 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA