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 Account Number : 073617000710  
 Phone : (850) 785-7454  
 Fax Number : (850) 785-2999

# FLORIDA NON-PROFIT CORPORATION

**Emerald Coast Club Association, Inc.**

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ARTICLES OF INCORPORATION  
OF

EMERALD COAST CLUB ASSOCIATION, INC.,  
a Florida Not For Profit Corporation

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporations Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is Emerald Coast Club Association, Inc.

ARTICLE II - PRINCIPAL OFFICE

The place in this state where the principal office of the corporation is to be located is 11500 Middle Beach Road, Panama City Beach, Bay County, Florida, 32407.

ARTICLE III - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 11500 Middle Beach Road, Panama City Beach, Bay County, Florida, 32407. The name of its initial registered agent is Andrew A. Pace, whose address is 11500 Middle Beach Road, Panama City Beach, Bay County, Florida, 32407.

ARTICLE IV - PURPOSE

The general nature, objects and purposes of the corporation are as follows:

- (1) To provide an entity responsible for owning, maintaining, controlling, and preserving the Common Area in the development located in Bay County, Florida, known as the Emerald Coast Club, (the "Development"), created pursuant to the Declaration of Covenants, Conditions and Restrictions for Emerald Coast Club, recorded in Book

THIS INSTRUMENT PREPARED BY:  
J. Robert Hughes, Esq.  
Fla. Bar No. 0111806  
Barron, Redding, Hughes, Fite,  
Rasgett, Fensom & Sanborn, P.A.  
220 McKenzie Avenue  
P.O. Box 2467  
Panama City, FL 32402  
(904) 785-7454

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1787, Page 1708, as amended in Book 1788, Page 2120, Official Records of Bay County, Florida, (the "Declaration").

- (2) To provide for administrative, legal, accounting and financial services, and such other services the responsibility for which has been accepted by the Association pursuant to the Declaration or the Association's By-Laws.
- (3) To control the specifications, architecture, design, appearance, elevation and location of (and landscaping around) all structures of any type constructed in the Development, including, but not limited to, houses, driveways, sidewalks, fences, pools and pool enclosures, and outbuildings as well as the alteration, improvement, addition or change thereto, all as more specifically provided in the Declaration or the Association's By-Laws.
- (4) To control the use of the Properties within the Development as provided in the Declaration or the Association's By-Laws.
- (5) To purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, landscaping, paving and equipment, both real and personal, related to the health, safety, and social welfare of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient, all pursuant to the Declaration and the Association's By-Laws.
- (6) To operate without profit for the sole and exclusive benefit of its Members (defined below).

#### ARTICLE V - MEMBERSHIP

Every Unit owner who owns a Unit in the Development shall be a member of the Association during the time of such ownership, ("Members"). Membership shall be mandatory for all Unit owners and all Members of the Association shall be governed and controlled by these Articles, the By-Laws, and the Declaration.

#### ARTICLE VI - VOTING AND ASSESSMENTS

All Members shall be entitled to one (1) vote for each Unit owned.

- (1) If any Unit is owned of record by two (2) or more persons or entities, one and only one of such persons who shall be designated by such joint owners shall become the Member entitled to vote.

- (2) Where a partnership, corporation or other entity is a Member, such Member shall designate a representative of such partnership or corporation or other entity to be the Member entitled to vote.
- (3) The Board of Directors of the Association shall fix the amount of the Annual and Special Assessment against the Members of the Association.

#### ARTICLE VII - FIRST BOARD OF DIRECTORS

The first Board of Directors shall consist of three (3) directors. The number of directors may be either increased or diminished from time to time by a method of election as stated in the Bylaws of the Association, but shall never be less than three (3). The names and addresses of the persons who are the initial directors of the corporation are as follows:

Andrew A. Pace	11500 Middle Beach Road Panama City Beach, Florida, 32407
Jack L. Moore	11500 Middle Beach Road Panama City Beach, Florida, 32407
Edward A. Hines	11500 Middle Beach Road Panama City Beach, Florida, 32407

#### ARTICLE VIII - OFFICERS

The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

<u>NAME</u>	<u>OFFICE</u>
Andrew A. Pace	President
Jack L. Moore	Vice President/Secretary
Edward A. Hines	Treasurer

#### ARTICLE IX - INCORPORATORS

The name and address of the initial incorporators are as follows:

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<u>NAME</u>	<u>ADDRESS</u>
Andrew A. Pace	11500 Middle Beach Road Panama City Beach, Florida, 32407
Jack L. Moore	11500 Middle Beach Road Panama City Beach, Florida, 32407
Edward A. Hines	11500 Middle Beach Road Panama City Beach, Florida, 32407

ARTICLE X - DISSOLUTION OF THE ASSOCIATION

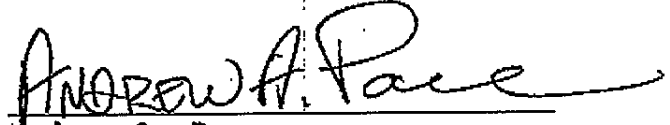
Upon the dissolution of the corporation, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

- (1) Property shall be dedicated to any applicable municipal or other governmental authority provided it is determined by the Board of Directors of the Association to be appropriate for such dedication and the authority is willing to accept it.
- (2) Remaining assets shall be distributed among the Members, subject to the limitation set forth below, each member's share of the assets to be determined by multiplying such remaining assets by a fraction, the numerator of which is all amounts assessed by the Association since its organization against the Property which is owned by the Members at that time, and the denominator of which is the total amount (excluding penalties and interest) assessed by the Association against all properties which at the time of dissolution are part of the Properties. The year of dissolution shall count as a whole year for purposes of the preceding fractions.

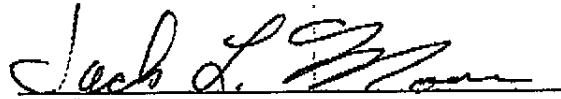
The Association may be dissolved upon a resolution to the effect being approved by two-thirds (2/3) of the Members. After such resolution, the President will nominate any of the officers of the Association to assist him or her in effectuating all the steps required by law to obtain a decree of dissolution and record same with the Department of State of the State of Florida.

Fax Audit No. H99000000163

IN WITNESS WHEREOF, we have hereunto subscribed our names this  
22ND day of ~~November~~, 1998.  
December



Andrew A. Pace  
11500 Middle Beach Road  
Panama City Beach, FL 32407



Jack L. Moore  
11500 Middle Beach Road  
Panama City Beach, FL 32407

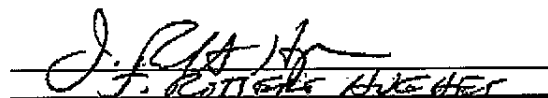
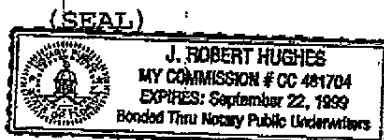


Edward A. Hines  
11500 Middle Beach Road  
Panama City Beach, FL 32407

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing Articles of Incorporation of Emerald Coast Club Association, Inc., was acknowledged before me this 22 day of December, 1998, by Andrew A. Pace, who: (notary must check applicable box)

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



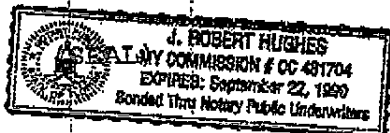
(Print Name)

Notary Public  
Commission # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

Fax Audit No. H99000000163STATE OF FLORIDA  
COUNTY OF BAY

The foregoing Articles of Incorporation of Emerald Coast Club Association, Inc., was acknowledged before me this 22 day of DECEMBER, 1998, by Jack L. Moore, who: (notary must check applicable box)

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

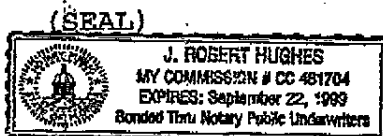


J. Robert Hughes  
(Print Name)  
Notary Public  
Commission # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing Articles of Incorporation of Emerald Coast Club Association, Inc., was acknowledged before me this 22 day of DECEMBER, 1998, by Edward A. Hines, who: (notary must check applicable box)

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



J. Robert Hughes  
(Print Name)  
Notary Public  
Commission # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

Fax Audit No. H99000000163ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT  
OFEMERALD COAST CLUB ASSOCIATION, INC.,  
a Florida not for profit corporation

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Not For Profit Corporation Act relative to keeping open said office.

Dated this 22 day of DECEMBER, 1998.

Andrew A. Pace  
Andrew A. Pace  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA