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Charles A. Costin

Cecil G. Costin, Jr.
(1923 - 1990)

Mailing Address:
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N/990000002762

April 22, 1999

Florida Department of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

000002849300--5
-04/23/99-01067-006
****122.50 ****78.75

RE: GULF COUNTY COASTAL DEVELOPMENT ASSOCIATION, INC.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above referred corporation. Please file the original, certify the copy, and return the certified copy to me at your earliest convenience.

I have enclosed a check in the amount of \$122.50 to cover the following:

\$ 35.00 - filing fee
52.50 - certified copy
35.00 - registered agent designation
\$122.50

Sincerely,

Candice D. Bridges
Candice D. Bridges
Legal Secretary

799A 24447
Enclosures

w10435

FILED
99 APR 23 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
M. J. [Signature]

ARTICLES OF INCORPORATION
OF

GULF COUNTY COASTAL DEVELOPMENT ASSOCIATION, INC.

FILED
89 APR 23 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a Corporation not for profit, under Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I

Name

The name of the corporation is "GULF COUNTY COASTAL DEVELOPMENT ASSOCIATION, INC.", hereinafter referred to as "Association", and the initial principal address of the Corporation is 5540 Cape San Blas Road, Port St. Joe, Florida 32456.

ARTICLE II

Duration

The corporation shall have perpetual existence, commencing on the date of filing of this agreement.

ARTICLE III

General Purpose Clause

The purpose for which the Association is organized is to establish an Association to protect the interest of persons who benefit from the development of coastal properties in Gulf County, Florida; including, but not limited to, land owners of coastal property, local merchants, members of the construction industry, real estate industry, banking industry, insurance industry, and the tourist based industry; to promote and encourage the safe and orderly development of coastal properties in Gulf County, Florida;

to protect its members against unfair and unjust administrative and legislative enactments concerning coastal development, and to conduct and transact any lawful business allowed by any Corporation not for profit under Chapter 617, Florida Statutes. The Association shall not make distributions of income to its members, directors, or officers.

ARTICLE IV
Powers

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

a. The Association shall have all the common law and statutory powers of a corporation not for profit as set forth in Florida Statutes 617.0302 (1999), or as the same may be amended.

b. To make and collect assessments and/or contributions from members to defray the cost and expenses of accomplishing the lawful purposes for which the Association is created to accomplish hereunder, and to use the proceeds of any assessments or contributions in the exercise of these powers and duties.

c. To purchase insurance on any property of the Association and insurance for the protection of the Association.

d. To enforce by legal means the provisions of these Articles and the By-laws.

e. To employ personnel to perform the services required to carry out the objectives and the purposes of the Association.

f. To hire attorneys, engineers, surveyors, and

other professionals for the purposes of bringing legal actions or enforcing the rights in the name of or on behalf of the Association or its membership where such actions or rights are common to all of said members; and to bring such action in the name of and on behalf of said Association.

ARTICLE V
Membership Classification

The active membership of this Association shall consist of persons or entities who have made a monetary contribution to the Association.

Membership shall be divided into four (4) classifications, each of which is based on monetary contributions which are classified as follows:

Platinum	-	\$2,500.00
Gold	-	\$1,000.00
Silver	-	\$ 500.00
Bronze	-	\$ 250.00

Each member shall be entitled to one (1) vote for every dollar contributed to the Association. The method of casting votes and the manner of exercising voting rights shall be determined by the by-laws of the Association.

ARTICLE VI
Directors

The affairs of the Association shall be managed by a board consisting of not less than six (6) directors nor more than nine (9) directors, the exact number to be determined at the time of the election. Directors must be members of the Association.

ARTICLE VII

BOARD OF DIRECTORS AND OFFICERS

The affairs of the Association shall be administered by the directors and officers as designated in the by-laws. The officers shall be elected by the Board of Directors at the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors, which shall be elected as provided in the By-laws. The names and addresses of the initial officers and directors who shall serve until their successors are designated by the Board of Directors are as follows:

James R. Morrow 5540 Cape San Blas Rd Port St. Joe, FL 32456	-	President/Director
Susan M. Marley Post Office Box 475 Port St. Joe, FL 32457	-	Vice-President/Director
James G. Johnson 401 Fifth Street Port St. Joe, FL 32456	-	Secretary/Treasurer
William J. Kennedy 5499 Sand Bar Drive Port St. Joe, FL 32456	-	Director
Jasper L. Smith 905 Monument Avenue Port St. Joe, FL 32456	-	Director
Charles A. Costin 413 Williams Avenue Port St. Joe, FL 32456	-	Director

ARTICLE VIII
INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which

he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors and officers liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE IX BY-LAWS

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

ARTICLE X AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is

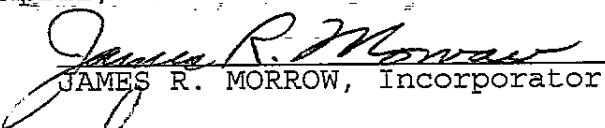
delivered to the Secretary or Treasurer at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than fifty-one (51%) percent of the votes of the entire membership of the Association.


ARTICLE XII
SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

James R. Morrow 5540 Cape San Blas Rd Port St. Joe, FL 32456	-	President/Director
Susan M. Marley Post Office Box 475 Port St. Joe, FL 32457	-	Vice-President/Director
James G. Johnson 401 Fifth Street Port St. Joe, FL 32456	-	Secretary/Treasurer
William J. Kennedy 5499 Sand Bar Drive Port St. Joe, FL 32456	-	Director
Jasper L. Smith 905 Monument Anenue Port St. Joe, FL 32456	-	Director
Charles A. Costin 413 Williams Avenue Port St. Joe, FL 32456	-	Director

IN WITNESS WHEREOF, the undersigned being a subscriber and President of this corporation has executed these Articles of Incorporation this 21st day of April, 1999.

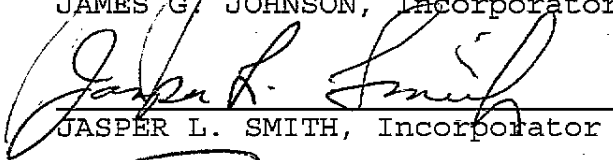

JAMES R. MORROW, Incorporator

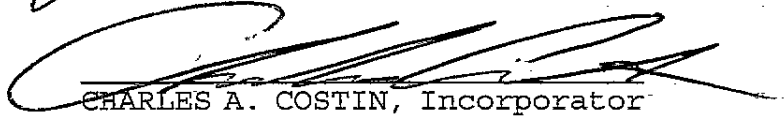

SUSAN M. MARLEY, Incorporator

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99 APR 23 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


WILLIAM J. KENNEDY, Incorporator

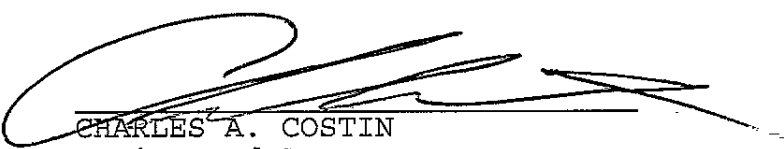

JAMES G. JOHNSON, Incorporator


JASPER L. SMITH, Incorporator


CHARLES A. COSTIN, Incorporator

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


CHARLES A. COSTIN
Registered Agent
413 Williams Avenue
Port St. Joe, FL 32456

STATE OF FLORIDA
COUNTY OF GULF

BE IT REMEMBERED that on this 21st day of April, 1999, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared **JAMES R. MORROW**, who is personally known to me or who produced _____ as identification, the incorporator/subscriber signing the articles in the above corporation and he acknowledged before me that the proposed Articles of Incorporation is the free act and deed of the incorporator/subscriber and that the facts therein set are truly set forth and that he desires to associate himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



Victoria L. Ortiz
Notary Public

STATE OF FLORIDA
COUNTY OF GULF

BE IT REMEMBERED that on this 21st day of April, 1999, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared **SUSAN M. MARLEY**, who is personally known to me or who produced _____ as identification, the incorporator/subscriber signing the articles in the above corporation and he acknowledged before me that the proposed Articles of Incorporation is the free act and deed of the incorporator/subscriber and that the facts therein set are truly set forth and that he desires to associate himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



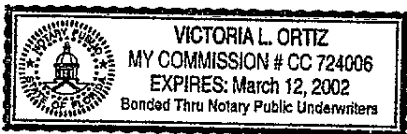
Victoria L. Ortiz
Notary Public

STATE OF FLORIDA
COUNTY OF GULF

BE IT REMEMBERED that on this 21st day of April, 1999, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared **WILLIAM J. KENNEDY**, who is personally known to me or who produced _____ as identification, the incorporator/subscriber signing the articles in the above corporation and he acknowledged before me that the proposed Articles of Incorporation is the free act and deed of the incorporator/subscriber and that the facts therein set are truly set forth and that he desires to associate himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and

affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



Victoria L. Ortiz
Notary Public

STATE OF FLORIDA
COUNTY OF GULF

BE IT REMEMBERED that on this 21st day of April, 1999, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared **JAMES G. JOHNSON**, who is personally known to me or who produced _____ as identification, the incorporator/subscriber signing the articles in the above corporation and he acknowledged before me that the proposed Articles of Incorporation is the free act and deed of the incorporator/subscriber and that the facts therein set are truly set forth and that he desires to associate himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



Victoria L. Ortiz
Notary Public

STATE OF FLORIDA
COUNTY OF GULF

BE IT REMEMBERED that on this 21st day of April, 1999, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared **JASPER L. SMITH**, who is personally known to me or who produced _____ as identification, the incorporator/subscriber signing the articles in the above corporation and he acknowledged before me that the proposed Articles of Incorporation is the free act and deed of the incorporator/subscriber and that the facts therein set are truly set forth and that he desires to associate himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and

County aforesaid on the day and year first above written.



Victoria L. Ortiz
Notary Public

STATE OF FLORIDA
COUNTY OF GULF

BE IT REMEMBERED that on this 21st day of April, 1999, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared **CHARLES A. COSTIN**, who is personally known to me or who produced _____ as identification, the incorporator/subscriber signing the articles in the above corporation and he acknowledged before me that the proposed Articles of Incorporation is the free act and deed of the incorporator/subscriber and that the facts therein set are truly set forth and that he desires to associate himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



Victoria L. Ortiz
Notary Public