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MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32598-1831

August 13, 1999

Ms. Neysa Culligan
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

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RE: **Sunset Pass of Perdido Key Homeowners Association, Inc.**

Dear Neysa:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return a certified copy to the undersigned at your earliest convenience. Our check in the amount of \$78.75 for the filing fee is enclosed. A return envelope is enclosed for your convenience in returning the certified copy of the Articles.

Should you have any questions regarding this request, please do not hesitate to call me. Thank you for your cooperation in this matter. Have a great day!

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE

Pamela J. Henry
Secretary for Stephen B. Shell

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Enclosures
B1732-00000

**ARTICLES OF INCORPORATION
FOR
SUNSET PASS OF PERDIDO KEY HOMEOWNERS ASSOCIATION, INC.
(a Florida Not for Profit Corporation)**

The undersigned person, Victor C. Franck, the subscriber and incorporator to these Articles of Incorporation, for the purpose of forming a non-stock, not for profit corporation, under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

The name of the corporation is SUNSET PASS OF PERDIDO KEY HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association."

ARTICLE II - Duration

The period of duration for the Association shall be perpetual, or until dissolved in a manner provided by law or as provided in these Articles of Incorporation by a vote of the Members.

ARTICLE III - Principal Office

The mailing address and the street address of the initial principal office for the Association is as follows:

% Victor C. Franck
82 Driftoak Circle
The Woodlands, TX 77381

ARTICLE IV - Registered Agent

The name and address of the initial Registered Agent and the address of the initial Registered Office for the Association are as follows:

Stephen B. Shell
Shell, Fleming, Davis & Menge
Seville Tower, 9th Floor
226 South Palafox Street
Pensacola, FL 32501

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TALLAHASSEE, FLORIDA

ARTICLE V - Incorporator

The name and address of the subscriber and incorporator to these Articles of Incorporation are as follows:

Victor C. Franck
82 Driftoak Circle
The Woodlands, TX 77381

ARTICLE VI - Purpose and Powers

The Association is not organized for pecuniary gain or profit to the Members thereof, and it shall be prohibited from any distribution of income to its Members, directors and officers. The specific purposes for which it is formed are to provide for the management, maintenance, preservation and architectural control of the subdivision known as Sunset Pass, a Planned Unit Development (the "Subdivision") in Escambia County, Florida, according to the plat recorded in the public records of Escambia County, Florida, and the Declaration of Covenants, Conditions and Restrictions for Sunset Pass, a Planned Unit Development, likewise recorded in the public records of Escambia County, Florida, and to promote the health, safety and welfare of the residents within the above described Subdivision and any additions thereto as may hereafter be brought within the jurisdiction of this Association. For these purposes, the Association has the power to (but only as the following may from time to time be permissible for corporations not for profit under the laws of Florida):

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Sunset Pass, a Planned Unit Development, hereinafter called the "Declaration," applicable to the Subdivision and to be recorded in the public records of Escambia County, Florida, and 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 payment by any lawful means, all charges or assessments pursuant to the terms of the 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 affirmative assent of two-thirds ($\frac{2}{3}$) of the combined votes of both classes of 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) dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility agreeing to hold and maintain the same for such purposes;

(f) to grant easements over the Common Areas to private parties, but no such easement shall be effective without the affirmative assent of two-thirds ($\frac{2}{3}$) of the combined vote of both classes of Members, unless the Declaration provides for such easement or annexation; and

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Corporation Not For Profit Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE VII - Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract vendees under a contract for deed, shall be a Member of the Association. 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 Lot which is subject to assessment by the Association.

ARTICLE VIII - Voting Rights

The Association shall have two classes of voting membership;

Class A. Class A Members shall be all Lot Owners, with the exception of the Declarant, Perdido Key Lots 124 & 125, L.L.C. (which shall become a Class A Member as provided in the Declaration), and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall collectively constitute one (1) Member. The vote for such Lot shall be exercised as determined by the Owners thereof, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B Member shall be the Declarant, Perdido Key Lots 124 & 125, L.L.C., which shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

- a. when the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership, provided, however, that if, after conversion of the Class B membership to Class A membership, additional property is brought under the jurisdiction of the Association, the Class B membership shall thereupon be reinstated with Declarant being a Class B Member as to all Lots owned by the Declarant until the then total votes outstanding in the Class A membership again equal or exceed the then total votes outstanding in the Class B membership; or
- b. five (5) years following conveyance of the first Lot.

ARTICLE IX - Board of Directors

- The overall affairs of this Association shall be managed by a Board of at least three (3) directors, who need not be residents of the State of Florida or Members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association but may not exceed nine (9) nor be less than three (3). The names and addresses of the three (3) persons who are to act in the capacity of directors until the selection of their successors are as follows:

James W. Green
512 Derry Drive
Cantonment, FL 32533

and

Stephen C. Trawick
1100-A Airport Boulevard
Pensacola, FL 32504

and

Victor C. Franck
82 Driftoak Circle
The Woodlands, TX 77381

At the first annual meeting the Members shall elect at least three (3) directors and at each succeeding annual meeting, or at a special meeting called for the purpose of electing directors, the Members shall elect the number of directors which may from time to time be designated by the By-Laws.

ARTICLE X - Officers

The operations of the Association are to be managed by a President, Vice President, Secretary and Treasurer, who need not be Members of the Association. They shall be elected by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the Members. Until the first election of officers, Stephen C. Trawick shall serve as President of the Association, James W. Green shall serve as Vice President and Treasurer of the Association and Victor C. Franck shall serve as Secretary of the Association.

ARTICLE XI - Indemnity

Every officer and director of the Association shall be indemnified by the Association to the fullest extent permitted by law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceedings to which he or she may be a party or in which he or she may become involved, by reason of his or her being or having been an officer or director of the Association whether or not he or she was an officer or director at the time such expenses are incurred, except in such cases wherein the officer or director is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any such officer or director may be entitled. In addition, the Association may purchase liability insurance for such persons against any such liability.

ARTICLE XII - Amendments


Amendments to these Articles of Incorporation shall require the affirmative assent of not less than two-thirds ($\frac{2}{3}$) of the combined votes of both classes of Members. Amendments may be proposed by any Member at any annual meeting or special meeting called for that purpose, and adopted by the Members, in person or by proxy, at that or any subsequent meeting by the percentage of Members set forth above. The By-Laws of the corporation shall be made, altered or rescinded at a regular or special meeting of the Members, by a vote of two-thirds ($\frac{2}{3}$) of the combined votes of both classes of Members who are voting in person or by proxy. The By-Laws may restrict the number of proxies to be voted by any person.

ARTICLE XIII - Dissolution

The Association may be dissolved with the affirmative assent of not less than two-thirds ($\frac{2}{3}$) of the combined votes of both classes of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which

this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

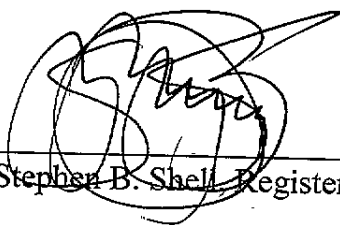
IN WITNESS WHEREOF the subscriber has executed this instrument this 12th day of August, 1999.


Victor C. Franck, Subscriber/Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 13th day of August, 1999.


Stephen B. Shell, Registered Agent

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