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PENSACOLA, FLORIDA 32501

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

September 14, 1999

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

RE: **Dolphin Pass Homeowners' Association, Inc.**

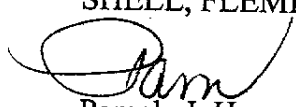
Dear Neysa:

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

:pjh

Enclosures

cc: Suzanne Blankenship, Esquire (w/encl.)

B1477- 23582

FILED
99 SEP 17 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Culligan SEP 17 1999

ARTICLES OF INCORPORATION

OF

DOLPHIN PASS HOMEOWNERS' ASSOCIATION, INC.

FILED

99 SEP 17 AM 11:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Dolphin Pass Development Corporation, the subscriber to these Articles of Incorporation, hereby executes these Articles of Incorporation to form a non-stock corporation, not for profit, under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation is DOLPHIN PASS HOMEOWNERS' ASSOCIATION, INC., hereafter called the "Association." The principal office of the Association and the street address of the initial registered office shall be 226 Palafox Place, Ninth Floor, Pensacola, Florida 32501; but may be changed to another place in Florida as designated from time to time by the Board of Directors. The name and address of the Incorporator are: Dolphin Pass Development Corporation, 2621 Florida Street, Mandeville, Louisiana 70448.

ARTICLE II. 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 maintenance, preservation, and architectural control of the subdivision known as Dolphin Pass, in Escambia County, Florida, according to the plat recorded in the public records of said county, and the Declaration of Covenants, Conditions, and Restrictions, likewise recorded in the public records of said county, and promote the health, safety, and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose 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, hereinafter called the "Declaration," applicable to the property and to be recorded in the Office of Clerk of the Circuit Court 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, assessments or fines 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 assent of two-thirds (2/3) of each class 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 Area to any governmental entity, public agency, authority, or utility agreeing to hold and maintain the same for such purposes. The Association may grant easements over the Common Area to private parties, but no such easement shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members; unless the Declaration provides for such merger, consolidation or annexation;

(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 III. 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 IV. VOTING RIGHTS

The Association shall have two classes of voting membership;

Class A. Class A member(s) shall be all Owners, with the exception of the Declarant, Dolphin Pass Development Corporation, 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 be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant, Dolphin Pass Development Corporation (as defined in the Declaration), and 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 either of the following events, whichever occurs earlier:

(a) when seventy-five percent (75.0%) of the Lots in the Subdivision and all subsequent phases thereto have been conveyed by the Declarant; or

(b) five (5) years following conveyance of the first Lot.

ARTICLE V. BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of at least three (3) directors, who need not be 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 residence addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Brian B. Brown
1538 Sycamore Place
Mandeville, Louisiana 70448

Jerry H. Rogers
82100 Highway 1080
Folsom, Louisiana 70437

Gregg A. Knight
69459 Highway 59
Abita Springs, Louisiana 70420

Gary W. Sharp
63111 North Woods Road
Bogalusa, Louisiana 70247

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 VI. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class 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 governmental entity, public agency, or nonprofit corporation with like purpose, 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.

ARTICLE VII. DURATION

The corporation shall exist perpetually.

ARTICLE VIII. AMENDMENTS

Amendments to these Articles shall require the assent of two-thirds (2/3) of the entire membership. 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 a majority of the members present in person or by proxy. The By-Laws may restrict the number of proxies to be voted by any person.

ARTICLE IX. OFFICERS

The affairs of the corporation are to be managed by a President, Vice-President, Secretary, and Treasurer, who need not be members of the Association. They shall be elected at the first meeting of the Board of Directors following each annual meeting of the members. The President and Vice-President shall be Directors. Until the first election of officers, Brian Brown shall serve as President of the

corporation, Gary W. Sharp shall serve as Vice President, and Jerry H. Rogers shall serve as Secretary and Treasurer.

ARTICLE X. INITIAL RESIDENT AGENT AND OFFICE

Stephen B. Shell, whose office address is 226 Palafox Place, Ninth Floor, Pensacola, Florida 32501, is hereby appointed as the initial Resident Agent of the corporation, and the office of the corporation shall be at that address until another is properly designated pursuant to the then applicable law.

ARTICLE XI. INDEMNITY

Every officer and director of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or opposed 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 of the Association whether or not he or she was an officer at the time such expenses are incurred, except in such cases wherein the officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any such officer may be entitled.

IN WITNESS WHEREOF, the Incorporator has executed this instrument this 7th day of September, 1999.

DOLPHIN PASS DEVELOPMENT CORP.

By: Brian B. Brown
Brian B. Brown, President

STATE OF LOUISIANA

COUNTY/PARISH OF ST. TAMMANY

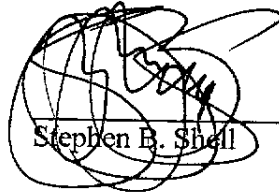
The foregoing instrument was acknowledged before me this 7th day of September, 1999, by **Brian B. Brown**, President of Dolphin Pass Development Corporation, who is personally known to me and who executed the foregoing instrument on behalf of said corporation.

Frederick A. Earnhart
NOTARY PUBLIC
Print name: FREDERICK A. EARNHART
Commission No.:
My Commission Expires: with life

ACCEPTANCE BY RESIDENT AGENT

The undersigned accepts the appointment as resident agent of the corporation, and agrees to comply with all provisions of the law relating thereto.

DATED this 13th day of September, 1999.


Stephen B. Shell

FILED

99 SEP 17 AM 11:30

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**