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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 100197 8432A

AUTHORIZATION : *Patricia Pajaro*

COST LIMIT : \$ 78.75

ORDER DATE : May 20, 2003

ORDER TIME : 1:03 PM

ORDER NO. : 100197-005

CUSTOMER NO: 8432A

CUSTOMER: Ms. Pam S. Walker  
Sobering, white & Luczak, P.a.

Suite 240  
558 West New England Ave.  
Winter Park, FL 32789

DOMESTIC FILING

NAME: COASTAL PROPERTY COALITION,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
COASTAL PROPERTY COALITION, INC.

FILED  
03 MAY 20 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By these Articles of Incorporation (the "Articles"), the undersigned Incorporator forms a corporation in accordance with Chapter 607, Florida Statutes, and pursuant to the following provisions:

ARTICLE I  
NAME

The name of the corporation shall be COASTAL PROPERTY COALITION, INC. For convenience, the corporation shall be referred to in this instrument as the "Corporation".

ARTICLE II  
DURATION

The Corporation shall exist perpetually unless and until dissolved according to law. Corporate existence of the Corporation shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III  
DEFINITIONS

The following words shall have the definitions set forth below for purposes of these Articles:

- 3.1 "Articles" shall mean these Articles of Incorporation.
- 3.2 "Board" or "Board of Directors" shall mean the Board of Directors of the Corporation.
- 3.3 "Bylaws" shall mean the Bylaws of the Corporation.
- 3.4 "Corporation" shall mean and refer to Coastal Property Coalition, Inc., a Florida corporation, its successors and assigns.

**ARTICLE IV**  
**PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 1330 Palmetto Avenue, Winter Park, Florida 32789.

**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

Robert Godwin, whose address is 1330 Palmetto Avenue, Winter Park, Florida 32789, is hereby appointed the initial registered agent of the Corporation and the registered office shall be at said address.

**ARTICLE VI**  
**PURPOSE AND POWERS OF THE CORPORATION**

The Corporation is formed for the purposes of advancing, publicizing and advocating the concerns of coastal property owners including the undertaking of lobbying efforts, in accordance with applicable law, in connection therewith. The Corporation shall have all the powers of a corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as may be expressly set forth in these Articles and or the Bylaws of the Corporation. The Corporation shall have the power and authority to perform any and all lawful acts permitted to be done by these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of its duties or powers.

**ARTICLE VII**  
**CAPITAL STOCK**

The corporation is authorized to issue 10,000 shares of common stock, each share having a par value of \$1.00 per share

**ARTICLE VIII**  
**VOTING RIGHTS**

Each Stockholder of the Corporation shall be entitled to exercise one vote, for each share of stock in the Corporation which he or she owns, on all matters which, pursuant to the Bylaws of the Corporation, are required to be submitted to and considered by the Stockholders.

**ARTICLE IX**  
**BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of three (3) Directors, whose number may be either increased or decreased from time to time by amendment to the Bylaws of the Corporation; provided that there shall always be an odd number of directorships created. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles are:

<u>Name</u>	<u>Address</u>
Robert Godwin	1330 Palmetto Avenue, Winter Park, Florida 32789
Douglas Doudney	824 N. Highland Road Orlando, Florida 32803
John Evans	1006 McKean Circle Winter park, Florida 32789

#### **ARTICLE X** **OFFICERS**

The affairs of the Corporation shall be administered by a President, Treasurer and Secretary. The officers shall be elected by the Board of Directors at a meeting designated for such purpose, and they shall serve at the pleasure of the Board of Directors.

#### **ARTICLE XI** **INDEMNIFICATION**

11.1 Indemnification. Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding 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 a director or officer of the Corporation, or having served at the Corporation's request as a director or officer of any other corporation, whether or not he or she is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Corporation approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

11.2 Expenses of Lawsuits. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Corporation as authorized by these Articles of Incorporation.

11.3 Insurance. The Corporation shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of these Articles.

## **ARTICLE XII** **BYLAWS**

The Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by therein.

## **ARTICLE XIII** **AMENDMENTS**

Amendments to these Articles of Incorporation shall be made in the following manner:

13.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Stockholders, which may be either the annual or a special meeting.

13.2 Notice. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of the Stockholders, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Stockholder of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

13.3 Vote. At such meeting, a vote of the Stockholders entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the Stockholders entitled to vote thereon.

13.4 Multiple Amendments. Any number of amendments may be submitted to the Stockholders and voted upon by them at one meeting.

13.5 Agreement. If a majority of the Stockholders entitled to vote, as provided above, sign a written statement manifesting their intention that an amendment to these Articles be adopted, then

the amendment shall thereby be adopted as though the requirements set forth in subsections 13.1 through 13.3 had been satisfied

13.6 Action Without Directors. The Stockholders may amend these Articles without an act of the Directors at a meeting for which notice of any such amendments to be made has been given.

13.7 Filing. A copy of each amendment shall be certified by the Secretary of State, State of Florida.

**ARTICLE XIV**  
**INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is as follows:

Name

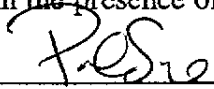
Address

Robert Godwin

1330 Palmetto Avenue,  
Winter Park, Florida 32789

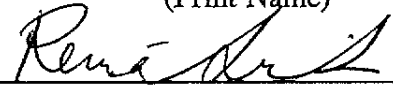
IN WITNESS WHEREOF, the undersigned Incorporator has caused these Articles of Incorporation to be executed on the 16<sup>th</sup> day of may, 2003.

Signed, sealed and delivered  
in the presence of:

  
\_\_\_\_\_

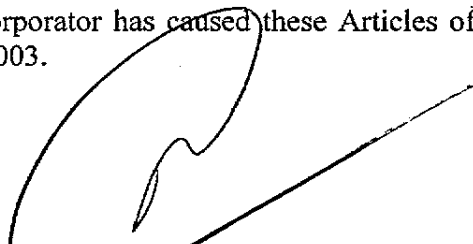
PAUL SMERLE

(Print Name)

  
\_\_\_\_\_

Rena Smith

(Print Name)

  
\_\_\_\_\_  
ROBERT GODWIN

STATE OF FLORIDA

)

) S.S.:

COUNTY OF ORANGE

)

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 16<sup>th</sup> day of May, 2003, by ROBERT GODWIN, who is

☒ is personally known to me; or

☐ has produced \_\_\_\_\_ as identification;

My Commission Expires: 3/6/05



Holly Whye  
NOTARY PUBLIC

Holly N. Whye  
(Print Name)



**CERTIFICATE DESIGNATING REGISTERED  
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

Coastal Property Coalition, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 1330 Palmetto Avenue, Winter Park, Florida 32789, has named ROBERT GODWIN, located at the above-registered office, as its Registered Agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.

  
\_\_\_\_\_  
ROBERT GODWIN, Registered Agent

Dated: May 14<sup>th</sup>, 2003

**FILED**  
03 MAY 20 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA