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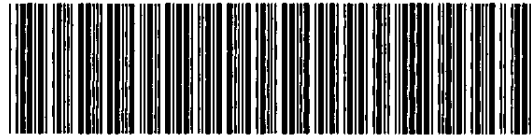
(Business Entity Name)

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DIVISION OF CORPORATIONS
12 NOV 14 AM 11:23

P2 11/15/12

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Pinehurst Garden Apartments Corp.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: Garth D. Bonney
Name (Printed or typed)

P.O. Box 737
Address

Panama City, FL 32402
City, State & Zip

850-215-6840
Daytime Telephone number

gbonney@bandslaw.org
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

PINEHURST GARDEN APARTMENTS CORP.

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ARTICLE I.

NAME – PRINCIPAL OFFICE

The name of the corporation is **PINEHURST GARDEN APARTMENTS CORP.** whose principal place of business and mailing address is 7911 Thomas Drive, Suite 2, Panama City Beach, Florida 32408.

ARTICLE II.

PURPOSES

The corporation is being formed for the purpose of engaging in any lawful activity for which corporations may be organized.

ARTICLE III.

DURATION

The duration of the corporation shall exist perpetually commencing on the date of filing.

ARTICLE IV.

CAPITAL STOCK

The aggregate number of shares that the corporation shall have authority to issue is one thousand (1,000) shares of 1.00 par value. All such shares shall be of a single class, designated as common.

ARTICLE V.

**PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK**

Voting Rights: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI.

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and mailing address of this corporation is 7911 Thomas Drive, Suite 2, Panama City Beach, Florida 32408, and the name of the initial registered agent of this corporation at that address is W.C. Grimsley, Jr.

ARTICLE VIII.

INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have two (2) directors constituting the Board of Directors. The number of directors may be either increased or diminished from time to time by the Bylaws; however, there shall never be less than one (1) Director nor more than five (5). The name and address of the initial directors of this corporation is as follows:

<u>Director</u>	<u>Title</u>
W.C. Grimsley, Jr. 7911 Thomas Drive, Suite 2 Panama City Beach, Florida 32408	Director
Garth D. Bonney P.O. Box 737 Panama City, FL 32402	Director

ARTICLE IX.

INCORPORATORS

The name and address of the Incorporator signing these Articles is:

W.C. Grimsley, Jr.
7911 Thomas Drive, Suite 2
Panama City Beach, Florida 32408

ARTICLE X.

INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI.

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII.

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons:

W.C. Grimsley, Jr.

1000 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation. This Article shall also govern for any additional shares issued to persons other than the initial shareholders named herein.

ARTICLE XIII.

CUMULATIVE VOTING

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIV.

CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a majority of the outstanding shares.

ARTICLE XV.

SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote, fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE XVI.

SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation duly called as provided by law.

ARTICLE XVII.

DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative of all of the remaining directors, shall be the act of the Board of Directors.

ARTICLE XVIII.

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meeting of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XIX.

ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XX.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 30th day of October, 2012.

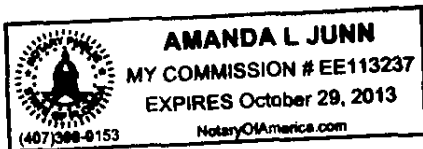
Incorporator

W.C. Grimsley, Jr.
W.C. GRIMSLEY, JR.

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared W.C. GRIMSLEY, JR., who is personally known to me to be the persons described in and who executed the foregoing instrument ~~or who produced~~ as identification, and who acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of October, 2012.



{Seal}

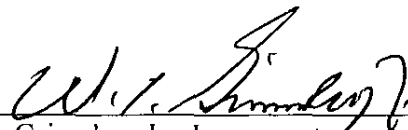
Amanda L. Junn
Notary Public
Amanda L. Junn
Printed Name

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.043, Florida Statutes, the following is submitted:

First, that PINEHURST GARDEN APARTMENTS CORP., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7911 Thomas Drive, Suite 2, Panama City Beach, Florida 32408, has named W.C. Grimsley, Jr., located at 7911 Thomas Drive, Suite 2, Panama City Beach, Florida 32408, as its agent to accept service of process within the State of Florida.

Dated this 30th day of October, 2012.



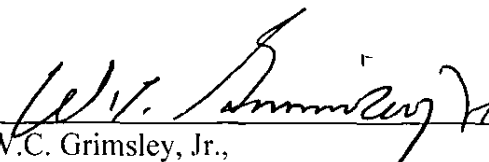
W.C. Grimsley, Jr., Incorporator

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ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated this 30th day of October, 2012.



W.C. Grimsley, Jr.,
Registered Agent