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APGAR & PELHAM

Attorneys at Law

Douglas W. Ackerman
Robert C. Apgar
Yeline Goin
Kenneth D. Goldberg
Thomas G. Pelham

909 East Park Avenue
Tallahassee, Florida 32301
Telephone: 850/222-5984
Facsimile: 850/222-7144

November 13, 1998

VIA HAND DELIVERY

Department of State
Division of Corporations
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

300002687343--7
-11/13/98--01068--020
****140.00 *****70.00

Re: Articles of Incorporation: Sunset Pass Yacht Club, Inc.,
A Florida Profit Corporation, and Sunset Pass Homeowners',
Association, Inc., a Florida Profit Corporation

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for each of the above referenced corporations and a check in the amount of \$140 to cover the filing fee and the designation of registered agent for each of these corporations.

Please call if you have any questions about these matters.

Sincerely yours,

APGAR & PELHAM

Tom Pelham

Thomas G. Pelham
For the Firm

TGP:vmm
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 NOV 13 PM 3:43
FILED

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NOV 13 1998
READY
CALLER

NOV 13 1998

ARTICLES OF INCORPORATION
FOR

SUNSET PASS HOMEOWNERS' ASSOCIATION, INC.
A FLORIDA PROFIT CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607, Florida Statutes, the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be Sunset Pass Homeowners' Association, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

102 Highway 98 East
Destin, Florida 32541

ARTICLE III. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 200.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Thomas G. Pelham
909 East Park Avenue
Tallahassee, Florida 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. INCORPORATOR

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

Rod M. Wright
102 Highway 98 East
Destin, Florida 32541

Rod M. Wright, Incorporator 11/12/98
Rod M. Wright, Incorporator Date

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Thomas G. Pelham 11-13-98
Thomas G. Pelham, Registered Agent Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA