

ARTICLES OF INCORPORATION

OF

THE BOARDWALK AT CAPE SAN BLAS HOMEOWNERS ASSOCIATION, INC.

a not-for-profit corporation

THE UNDERSIGNED INCORPORATOR, desiring to form a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be THE BOARDWALK AT CAPE SAN BLAS HOMEOWNERS ASSOCIATION, INC., which is hereinafter referred to as the "Association."

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, Conditions and Restrictions of THE BOARDWALK AT CAPE SAN BLAS, dated the 22 day of March, 1985, and recorded the 27 day of March, 1985, in Official Records Book 104, at Page 226, of the Public Records of Gulf County, Florida.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or members.

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of the Articles and Declaration above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in said Declaration and to provide for the general health and welfare of its membership.

ARTICLE III

MEMBERS

Section 1. Members. Every person or entity who is a record owner of a fee or undivided fee interest in any lot or unit which is subject by covenants of record to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

Section 2. Voting Rights. The Association shall have two (2) classes of voting membership.

Class A. Class A members shall be all those owners as defined in Section 1 with the exception of Pan Gulf Corporation, Inc., a Florida corporation (hereinafter referred to as the "Developer"). Class A members

shall be entitled to one (1) vote for each lot in which they hold the interest required for membership by Section 1. When more than one person holds such interest or interests in any lot, all such persons shall be members, and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such lot.

Class B. The Class B member shall be the Developer. The Class B member shall be entitled to three (3) votes for each lot in which it holds the interest required for membership by Section 1, and the Class B member shall be entitled to elect a majority of the Board of Directors, provided that the Class B membership shall cease and terminate when the last lot within The Boardwalk at Cape San Blas, as supplemented from time to time pursuant to supplemental declarations filed by the Developer in accordance with Article II of the Declaration, has been sold and conveyed by the Developer.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if fifty-one (51%) percent of the total number of members in good standing shall be present or represented at the meeting.

ARTICLE IV

CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of members in 1985 and until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
IRA D. SCHONBERG	6100 Griffin Road, Suite 307 Fort Lauderdale, FL 33314
MICHAEL I. FORD	1640 Powers Ferry Road, #21 Atlanta, GA 30067
THOMAS GIBSON	303 Fourth Street Port St. Joe, FL 32456

Section 3. Election of Members of Board of Directors. Except for the first Board of Directors, directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors (except for directors selected by the Developer) must be members of the Association and reside in The Boardwalk at Cape San Blas development or shall be authorized representatives, officers or employees of corporate members of the Association.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VI

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President and Vice President shall be directors; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, any Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the annual meeting of directors in 1985 and until successors are duly elected and have taken office, shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	IRA D. SCHONBERG	6100 Griffin Road, Suite 307 Fort Lauderdale, FL 33314
Vice President	MICHAEL I. FORD	1640 Powers Ferry Road, #11 Atlanta, GA 30067
Secretary	MICHAEL I. FORD	1640 Powers Ferry Road, #21 Atlanta, GA 30067
Treasurer	IRA D. SCHONBERG	6100 Griffin Road, Suite 307 Fort Lauderdale, FL 33314

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office shall be 303 Fourth Street, Port St. Joe, Florida 32456, and the initial registered agent located at such address is THOMAS GIBSON.

ARTICLE VIII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the membership in the manner set forth in the By-Laws.

ARTICLE IX

AMENDMENTS

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to either an annual or special meeting of the membership of the Association for adoption or rejection.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the said Declaration of Covenants, Conditions and Restrictions, the Declaration of Covenants, Conditions and Restrictions shall control.

ARTICLE X

INCORPORATOR

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

MICHAEL I. FORD
1840 Powers Ferry Road, #21
Atlanta, GA 30067

ARTICLE XI

INDEMNIFICATION

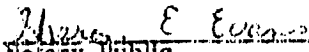
The Association shall indemnify any person who is made a party or is threatened to be made a party to any claim, suit, proceeding or liability by reason of the fact that he is or was a director, officer, employee, agent or representative of the Association to the fullest extent permitted by law, and the Association may advance expenses to any such person to the fullest extent permitted by law. The Association shall also have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or representative of the Association against any liability asserted against him in any such capacity.

IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand and seal this 27 day of MARCH, 1985.


MICHAEL I. FORD, Incorporator

STATE OF FLORIDA
COUNTY OF Duval

THE FOREGOING INSTRUMENT was acknowledged before me this 27 day of March, 1985, by MICHAEL I. FORD.


Notary Public

My Commission Expires:


NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES ON 12 22 1986
BONDED THRU GENERAL PUBLIC LIABILITY

AIS07C

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

In compliance with Section 48.091, Florida Statutes, the following is
submitted:

FIRST - - That THE BOARDWALK AT CAPE SAN BLAS HOMEOWNERS
ASSOCIATION, INC., desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business at 303 Fourth Street, Port
St. Joe, Florida 32456, has named THOMAS GIBSON, located at 303 Fourth
Street, Port St. Joe, Florida 32456, as its agent to accept service of process
within the State of Florida.

SIGNATURE: 

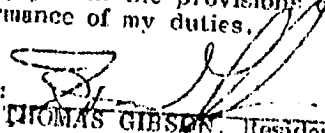
IRA D. SCHONBERG

TITLE: _____

President

DATE: _____

Having been named to accept service of process for the above stated
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 and complete performance of my duties.

SIGNATURE: 

THOMAS GIBSON, Resident Agent

DATE: 3/27/85

FILED AND RECORDED
DATE 08/20/92 TIME 09:25

SECOND AMENDMENT TO THE DECLARATION
OF COVENANTS, CONDITIONS AND
RESTRICTIONS OF THE BOARDWALK
AT CAPE SAN BLAS

FL 922669 B 154 P 303
CO:GULF ST:FL

ENNY LISTER CLERK
C:GULF ST:FL

THIS Declaration made the 19th day of August, 1992 by Pan Gulf Corporation, a Florida Corporation hereinafter referred to as "Developer".

WHEREAS, the Declaration of Covenants, Conditions and Restrictions of the Boardwalk at Cape San Blas dated March 27, 1985 and recorded in the public records of Gulf County, Florida at ORS 104, page 843 provides for the addition of certain property to the development, and

WHEREAS, the Developer desires to add certain property to the development.

NOW THEREFORE pursuant to Article II, Section 1 of the Declaration of Covenants, Conditions and Restrictions of the Boardwalk at Cape San Blas described above, Article I, Section 3 is hereby amended to include Lots 11, 12, 13, 14, 15, 16, 17, 18, 19 and 20, Block 3, Surfside Estates Unit 1 as per the plat thereof recorded in the public records of Gulf County, Florida at Plat Book 2, page 18. Said property shall be subject to all of the declaration described above for all purposes.

DATED the day first above written.

THOMAS S. GIBSON

PAN GULF CORPORATION,

SUSAN WHITE

BY: [Signature]
its President

Attest:

[Signature]
its Secretary

RECORD VERIFIED
BY [Signature]

STATE OF
COUNTY OF

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared IRA D. SCHONBERG known to me to be the President of Pan Gulf Corporation and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form(s) of identification of the above-named person(s), personally known to me and that an oath (was) (was not) taken.

Witness my hand and official seal in the County and State last aforesaid this _____ day of August, 1992.

Notary Public
My Commission Expires:
08/31/93

CONSENT TO AMENDED DECLARATION

Wewahitchka State Bank by and through its undersigned officer hereby consents to this amended declaration and to the inclusion of the property described herein in the Declaration of Covenants, Conditions and Restrictions of the Boardwalk at Cape San Blas for all purposes.

[Signature]
Laura White

WEWAHITCHKA STATE BANK
By: [Signature]
its President

STATE OF FLORIDA
COUNTY OF GULF

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared WILLIAM C. SUMNER known to me to be the President of Wewahitchka State Bank and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form(s) of identification of the above-named person(s): (personally known to me and that an oath (was) (was not) taken.

Witness my hand and official seal in the County and State last aforesaid this _____ day of August, 1992.

Notary Public
My Commission Expires: 08280



FILED AND RECORDED
DATE 08/20/92 TIME 09:25

CORRECTIVE AMENDMENT TO THE DECLARATION
OF COVENANTS, CONDITIONS AND
RESTRICTIONS OF THE BOARDWALK
AT CAPE SAN BLAS

ENNY LISTER
D:GULF

CLERK
ST:FL

FL 922670 B 154 P 30
CO:GULF ST:FL

THIS CORRECTIVE Declaration made this ___ day of August, 1992 by Pan Gulf Corporation, a Florida Corporation, hereinafter referred to as "Developer" shall read as follows:

WHEREAS, the original Declaration of Covenants, Conditions and Restrictions of The Boardwalk at Cape San Blas dated March 27, 1985 was recorded in the public records of Gulf County, Florida at ORB 104, page 343, and

WHEREAS, in the body of the Declaration, the common area was described in Exhibit "B" to that Declaration according to the body of declaration, and

WHEREAS, at the time of recording, Exhibit "B" was inadvertently left off of the Declaration and not recorded, and

WHEREAS, that Declaration provides in Article VIII, Section 2, "Notwithstanding anything to the contrary herein, the Developer reserves the right to correct any error or omissions."

NOW THEREFORE, Developer hereby amends the original declaration described above by adding Exhibit "B" a copy of which is attached hereto and by this reference made a part hereof for all purposes to the original Declaration completely and as if it had been recorded with the original.

DATED this day first above written.

THOMAS S. GIBSON
SUSAN WHITE
Attest:
its Secretary

PAN GULF CORPORATION,
BY: its President

STATE OF
COUNTY OF

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared IRA D. SCHONBERG known to me to be the President of Pan Gulf Corporation and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form(s) of identification of the above-named person(s): personally known to me and that an oath (was) (was not) taken.

Witness my hand and official seal in the County and State last aforesaid this ___ day of ___ 1992.

RECORD VERIFIED

Notary Public

EXHIBIT "B"

FL 922670 B 154 P 306
CO:GULF ST:FL

All of Surfside Estates Unit 1, less and except

Lots 1 - 10, 17, 18, Block 1

Lots 1 - 20, Block 2

Lots 1 - 20, Block 3