

ARTICLES OF INCORPORATION

OF

BAY POINT WEST PROPERTY OWNER'S ORGANIZATION, INC., a Florida not-for-profit corporation

The undersigned: acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation shall be Bay Point West Property Owner's Organization, Inc. The principal address of the corporation at the time of incorporation is 100 Delwood Beach Road, Panama City Beach, Florida 32408.

ARTICLE II - DURATION

The duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence at the time of the filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

A. The specific and primary purpose for which this corporation is organized is to provide for the promoting of the general welfare of residents of Unit 1 and Unit I-A of Bay Point, a residential community located in Bay County, Florida.

B. This corporation is formed and shall be operated exclusively for the benefit of the members of the corporation and for non profit purposes. No part of the net earnings shall inure to the benefit of any member, trustee, or officer or the corporation except as provided by law.

C. This corporation shall have and exercise all powers conferred upon non profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.021 of the Florida Not For Profit Corporation Act.

ARTICLE IV - QUALIFICATION and ADMISSION OF MEMBERS

The members of this corporation, their qualifications and manner of admission, the property, voting and other rights and privileges of members, the liability of members for dues

ARTICLE V. - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 100 Delwood Beach Road, Panama City Beach, Florida 32408 and the name of the corporation's initial registered agent at such address is Ivis Chipman.

ARTICLE VI - FIRST BOARD OF DIRECTORS

The following persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

Lillian Cooper
P.O. Box 28465
Panama City, FL 32411-8465

Sandra Fusselman
P.O. Box 27656
Panama City, FL 32411-7656

Bob Pasquale
P.O. Box 28288
Panama City, FL 32411 -8288

Dave Whalen
P.O. Box 28138
Panama City, FL 32411-8138

Joyce Watts
P.O. Box 27574
Panama City, FL 32411-7574

ARTICLE VII - BASIS UNDER WHICH CORPORATION IS ORGANIZED

This corporation is organized under a non stock basis. The corporation is a not-for-profit corporation as defined by the Florida Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors, officers or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VIII - MANAGEMENT of CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised it's properties controlled and its affairs conducted by a Board of Directors of not less than three (3) directors. The number of directors provided for in these Articles of Incorporation may be changed by a By-Law adopted by the members entitled to vote.

B. Election of Directors. The method of electing directors shall he as set forth in the By-Laws

C. Elective Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called fur such purpose. The qualifications, the time and manner of electing or appointing, the

duties' of, the terms of office and the manner of removing officers shall be set forth in the By-Laws.

D. Standing Committees. This corporation shall have the authority to establish standing committees in the manner as provided for in the By-Laws. The powers and duties of the standing committees shall be specified in the By-Laws.

ARTICLE IX –INCORPORATOR

The name and address of the initial incorporator is as follows: Jack G. Williams, 502 Harmon Avenue, Panama City, Florida 32401.

ARTICLE X. - BY-LAWS

By-Laws will be hereafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended, repealed, in whole or in part, by the members in the manner provided in the By-Laws. Any amendments to the By-Laws shall be binding on all members of the corporation.

ARTICLE XI - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of the voting members of the corporation.

ARTICLE XII - DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such Code as subsequently amended, or to the federal, state or local government to be used exclusively for public purposes.

ARTICLE XIII - UNINCORPORATED NAME

The name of the unincorporated association that is being incorporated is Bay Point West Property Owner's Organization.