

**CERTIFICATE OF INCORPORATION
OF
ST. JOSEPH'S BAY COUNTRY CLUB, INC.**

We, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under Chapter 617, Florida Statutes, and to that end hereby adopt articles of incorporation as follows:

ARTICLE I

The name of this corporation shall be "St. Joseph's Bay Country Club, Inc.", and shall be a non-profit corporation organized under Chapter 617, Florida Statutes, and shall have all powers given to a non-profit corporation by the provisions of said Chapter 617, Florida Statutes.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The objectives for which said corporation is formed are:

- (a) To engage in the business of providing purchase, lease, or otherwise, lands and improvements for recreational purposes in this state for the use and benefit of its members and not for the purpose of pecuniary profit or other direct financial gain to the corporation itself or its members.
- (b) To own, operate, and develop recreation facilities.
- (c) To hold, purchase, acquire, lease, and convey real and personal property; to borrow money for the use and needs of the corporation; and to pledge and/or mortgage real, personal, and intangible property of said corporation as security for indebtedness incurred.
- (d) To levy assessments upon its members for: the acquisition by lease, purchase, or otherwise of lands; the construction, operation, maintenance of equipment and facilities and improvements thereto; the payment of the lawful obligations of the corporation.
- (e) To sue and be sued, complain and defend in any court of law or equity.
- (f) To have a corporate seal, which may be altered at pleasure and to use same by causing it or a facsimile thereof, to be impressed or affixed or reproduced otherwise.
- (g) To elect such officers and appoint such agents as the business of the corporation shall require and to allow such appointed agents suitable compensation.
- (h) To make bylaws not inconsistent with the constitution or laws of the United States, or of this State, for the management of its property; the regulation and government of its affairs; and for the execution and transfer of its membership certificates.
- (i) To do any and all things that may be incident to or conducive of the aforesaid objects, or any of them, and to exercise the usual powers of corporate bodies consistent with the laws of this State, except as herein prohibited, forbidden, or restricted by the bylaws of this corporation.

ARTICLE IV

The affairs of the corporation are to be managed by the Board of Directors which shall consist of not less than three nor more than twelve members. A majority of the Board of Directors always shall be farmers, ranchers, farm tenants, farm laborers or permanent rural residents who reside in the immediate area surrounding the location of the corporation's property. The Board of Directors shall be elected by the voting membership at the annual meeting of the members and shall hold office for three years or until their successors are elected in accordance with the provisions of the bylaws. The Directors who shall serve until the first annual meeting of the members of this corporation or until their successors are duly elected and qualified are:

Name

Address

R. E. "Bob" Connell

74 Sixteenth Street
Apalachicola, Florida

<u>R. H. "Bob Ellzey</u>	808 Sixteenth Street Port St. Joe, Florida
<u>Robert Freeman, Jr.</u>	2203 Monument Avenue Port St. Joe, Florida
<u>B. Roy Gibson, Jr.</u>	2101 Constitution Drive Port St. Joe, Florida
<u>E. F. Gunn</u>	1102 Constitution Drive Port St. Joe, Florida
<u>Rev. Henry Hoyt</u>	116 Hunter Circle Port St. Joe, Florida
<u>Thomas Knox</u>	1901 Juniper Avenue Port St. Joe, Florida
<u>R. M. Lister</u>	P. O. Box 483 Wewahitchka, Florida
<u>Carroll L. McCauley</u>	221 Reid Avenue Port St. Joe, Florida
<u>C. W. Brock</u>	1904 Monument Avenue Port St. Joe, Florida
<u>Frank Pate</u>	1602 Marvin Avenue Port St. Joe, Florida
<u>B. A. Pridgeon</u>	211 Long Avenue Port St. Joe, Florida

ARTICLE V

The Board of Directors of the Corporation will elect a President, a Vice-President, a Secretary, and a Treasurer, and such other officers and assistant officers as may be deemed necessary at the first meeting of the Board of Directors after this corporation commences to legally exist. The offices of Secretary and Treasurer may be combined. Each officer shall hold office for a term of one year or until his successor is elected and qualified pursuant to the bylaws.

ARTICLE VI

Section 1. The corporation shall have no capital stock. Membership in the corporation shall be evidenced by membership certificates issued to applicants qualified for membership and paying the membership fee as further provided in the bylaws of the corporation.

Section 2. The membership of this corporation shall consist of the incorporators hereof and such other natural and corporate persons as shall possess the qualifications and duly apply for membership as prescribed in the bylaws and who shall be approved by the Board of Directors.

Section 3. Membership shall represent the right to share with all other members in the use of the facilities of the corporation subject to the provisions of the bylaws and regulations adopted by the Board of Directors, and from time to time duly amended and/or supplemented.

Section 4. Membership in this corporation shall be transferable and subject to mortgage or pledge only on approval of the Board of Directors. This restriction shall be recited in all certificates of membership issued.

ARTICLE VII

Further provisions for the management of this corporation, the qualifications for membership, the conduct of its affairs, and the powers, duties, and privileges of its directors, officers, committees, and membership shall be as set forth in the bylaws and any amendments thereof which shall be adopted and amended as therein provided.

ARTICLE VIII

The address of the initial registered office of the corporation is P. O. Drawer "A", Port St. Joe, Florida, 32456, and the name of its initial registered agent at such address is C. W. Brock, President, St. Joseph's Bay Country Club.

ARTICLE IX

The bylaws of the Corporation shall be made and may be altered or rescinded by a vote of a majority of the voting membership.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed to the Board of Directors by a majority vote of the voting membership of the Corporation. A majority of the members of the Board of Directors may approve, amend, or reject such proposals and shall have final authority to adopt any amendment.

ARTICLE XI

The assets and income of this non-profit corporation shall be utilized to promote its purposes. No salaries or fees shall be paid to the Directors or Officers of this corporation, but nothing herein shall prevent the hiring of employees or engaging of others to perform services for the corporation or to prevent the reimbursement of any person who makes outlays for the reasonable expenses of the corporation. In the event of dissolution, either voluntarily or pursuant to order of a Court of Competent Jurisdiction, and after the payment of all outstanding liabilities and the repayment to each member (then a member of record in good standing) of the amount of membership dues (initial charge or contribution) originally received from each such member by the corporation, all remaining assets shall be transferred to one or more corporations, groups, or other legal entities organized and operated exclusively for charitable, recreational, or educational purposes, or any combination of such purposes, on a not-for-profit basis.

IN WITNESS WHEREOF, We Have made and subscribed these Articles of Incorporation, this 28th day of February, 1969.

Carroll L. McCauley
C. W. Brock
B. A. Pridgeon, Jr.
E. F. Gunn

STATE OF FLORIDA)
COUNTY OF Gulf)

Be it remembered, that on this 28 day of February A.D. 1969, personally appeared before me, a Notary Public in and for the State of Florida, Carroll L. McCauley, C. W. Brock, B. A. Pridgeon, Jr., and E. F. Gunn, known to me personally to be the individuals who executed the foregoing Articles of Incorporation and acknowledged that they executed said Articles of Incorporation as the act and deed of the signers, respectively and that the facts therein stated are truly set forth.

Given under my hand and seal the day and year aforesaid.

/s/ Frank Hannon
Notary Public

My Commission Expires:
Nov. 4, 1972

Filed March 10, 1969 with the Secretary of State's office, State of Florida.
The document number of this corporation is 716180.