



State of Florida  
Department of State

*I certify that the attached is a true and correct copy of the Articles of Incorporation of THE SUMMIT OWNERS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on August 9, 1984, as shown by the records of this office.*

*The charter number of this corporation is N04620.*

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
9th day of August, 1984.



George Firestone  
Secretary of State

EXHIBIT D TO THE DECLARATION  
THE SUMMIT, A CONDOMINIUM  
PAGE 2 OF 10 PAGES  
ARTICLES OF INCORPORATION

OF

THE SUMMIT OWNERS ASSOCIATION, INC.

\*\* OFFICIAL RECORDS \*\*  
BK 989 PG 1328

FILED  
MAR 15 9 11 AM '83  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

The undersigned, by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME. The name of the corporation shall be "The Summit Owners Association, Inc.," hereinafter referred to as the "Association."

ARTICLE II

PURPOSE. The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes, 1983, for the operation, management, maintenance and control of The Summit, a Condominium, hereinafter referred to as the "condominium." The Association shall make no distributions of income to its members, directors or officers.

ARTICLE III

POWERS. The powers of the Association shall include and be governed by the following provisions:

(A) The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the Declaration of Condominium of the condominium operated by the Association, hereinafter referred to as the "Declaration."

(B) The Association shall have all of the powers and duties set forth in the Declaration and these Articles and in the Condominium Act except where the Act allows limitations by these Articles or the Declaration and all of the powers and duties reasonably necessary to operate a condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:



(1) To hold title to and own fee simple or other lesser interest in real, personal or mixed property, wherever situated, including apartments in the condominium, and to lease, mortgage and convey same.

(2) To make and collect assessments against the members as apartment owners to defray the costs, expenses and losses of the condominium and to defray the costs, expenses and losses of any other business, enterprise, venture or property interest of the Association.

(3) To use the proceeds of the assessments in the exercise of these powers and duties.

(4) To maintain, repair, replace and operate the property of the condominium or the property of the Association.

(5) To purchase insurance upon the property of the condominium or the property of the Association and insurance for the protection of the Association and its members as apartment owners.

(6) To reconstruct improvements after casualty and to further improve the property of the condominium operated by the Association or the property of the Association.

(7) To make and amend reasonable regulations respecting the use of the property in the condominium or the property of the Association.

(8) To approve or disapprove the transfer, mortgage and ownership of the apartments as may be provided by the Declaration and by the By-Laws of the Association, hereinafter referred to as the "By-Laws."

(9) To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles, the By-Laws, and the regulations for the use of the property of the condominium or the property owned by the Association.

(10) To contract for the management of the condominium and to delegate such contractor all powers and duties

of the Association except such as are specifically required by the Declaration to have approval of the Board of Directors or the membership of the Association.

(11) To contract with Major Development Company, its successors and assigns, and any of its officers, directors or stockholders.

(12) To contract for the management or operation of portions of common elements of the condominium property of the Association which may be susceptible to separate management or operation, and to lease such portions.

(13) To employ personnel to perform the services required for proper operation of the Association or the condominium.

(14) To hire attorneys or other professionals for the purposes of bringing legal action or enforcing rights in the name of and on behalf of the individual condominium apartment owners where such actions or rights are common to all of the condominium apartment owners; and to bring such action in the name of and on behalf of said condominium owners.

(C) All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration and of the By-Laws.

(D) The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration and the By-Laws.

#### ARTICLE IV

##### MEMBERS.

(A) The members of the Association shall consist of all of the record owners of apartments in the condominium and after termination of the condominium, shall consist of those who are members at the time of such termination and their successors and assigns.



(B) After receiving approval of the Association required by the Declaration, change of membership in the Association shall be established by recording in the public records of Bay County, Florida a deed or other instrument establishing a record title to an apartment in the condominium; and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

(C) The share of a member in funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his apartment.

(D) The owner of each apartment shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of an apartment and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

#### ARTICLE V

##### DIRECTORS.

(A) The affairs of the Association will be managed by a Board consisting of not less than three (3) directors nor more than nine (9) directors, the exact number to be determined at the time of the election. Directors need not be members of the Association.

(B) Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in a manner provided by the By-Laws.

(C) The first election of Directors shall not be held until required by the Condominium Act, including Section 718.301 thereof, or until the Developer elects to terminate its control of the Association and the condominium operated by it, whichever occurs first. The directors named in these Articles

shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors and, if there are no remaining directors, such vacancies shall be filled by the Developer.

(D) The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
W. C. Grimsley, Jr.	2206 Westover Drive 32405 Panama City, Florida
Norman E. Cain	1040 Tech Drive Lynn Haven, Florida 32405
Charles E. Faircloth	5801 Thomas Drive Panama City, Florida 32407

ARTICLE VI

OFFICERS. The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
W. C. Grimsley, Jr. President	2206 Westover Drive 32405 Panama City, Florida
Norman E. Cain Vice-President	1040 Tech Drive Lynn Haven, Florida 32405
Charles E. Faircloth Secretary-Treasurer	5801 Thomas Drive Panama City, Florida 32407

ARTICLE VII

INDEMNIFICATION. Every director and every officer of the Association shall be indemnified by the Association against all



expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors and officers liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

## ARTICLE VIII

BY-LAWS. The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

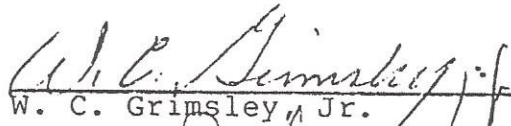
## ARTICLE IX

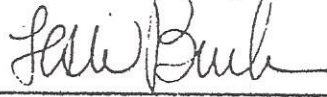
AMENDMENTS. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(B) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the secretary or assistant secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than two-thirds (2/3) of the vote of the entire membership of the Association;

IN WITNESS WHEREOF, the subscribers have affixed their  
signatures this 7th day of August, 1984.

  
W. C. Grimsley, Jr.

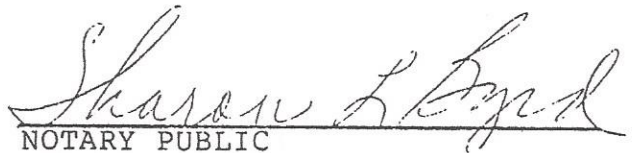
  
Les W. Burke

  
Donna D. Miles

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, the undersigned officer, duly authorized to  
take acknowledgments and administer oaths, personally appeared  
W. C. Grimsley, Jr., Les W. Burke and Donna D. Miles who being by  
me first duly cautioned and sworn upon their oaths, depose and say  
that they signed the above Articles of Incorporation for the con-  
ditions and purposes therein stated.

SWORN TO AND SUBSCRIBED before me this 7th day of  
August, 1984.

  
NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES FEB. 2, 1984  
FORWARD THIS GENERAL THIS TO THE LAWYERS



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That The Summit Owners Association, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the By-Laws in the City of Panama Beach, County of Bay, State of Florida, has named Les W. Burke located at 303 Magnolia Avenue, City of Panama City, County of Bay, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:

Les W. Burke  
LES W. BURKE

(Resident Agent)

FILED  
MAY 9 1989  
CLERK OF DISTRICT COURT  
PANAMA CITY, FLORIDA