

FILED
MAY 30 10 39 AM '85
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "D"

ARTICLES OF INCORPORATION
OF

ONE SEAGROVE PLACE OWNER'S ASSOCIATION, INC.
NOT FOR PROFIT

Article I - Name

The name of this corporation is ONE SEAGROVE PLACE OWNER'S ASSOCIATION, INC., hereinafter called "Association".

Article II - Purpose

This corporation is organized for the purpose of providing an entity pursuant to Chapter 718.111, Florida Statutes, for the operation of One Seagrove Place, a condominium, located upon the following lands in Walton County, Florida, to-wit:

SEE EXHIBIT "A" ATTACHED HERETO.

Article III - Members

1. The members of the association shall consist of all of the record owners of apartments within One Seagrove Place, a condominium.

2. Change of membership in the association shall be established by the recording in the public records of Walton County, Florida, of a condominium warranty deed or other instrument establishing a record ownership to an apartment in the condominium, and delivery of a copy of said deed to the association at its office or post office box.

3. The share of a member in the funds and assets of the association cannot be assigned, hypothecated or transferred in any manner except as appurtenance to his apartment.

4. The members of the association shall be entitled to one vote for each apartment owned by them. The exact manner of exercising voting rights shall be determined by the By-Laws of the association.

Article IV - Term

The term of the association shall be the life of the condominium, unless the association is terminated by the termination of the condominium in accordance with the provisions of the Declaration.

Article V - Subscribers

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

Surf Side Development Company,
Inc., a Florida corporation,

James D. Howell, III
Post Office Box 1893
Destin, Florida 32541

Michael Wm Mead
24 Walter Martin Road
Fort Walton Beach, Florida 32548

Article VI - Directors "OFFICIAL RECORDS"

1. The affairs of the association will be managed by a board consisting of the number of directors as shall be determined by the By-Laws, but not less than 3 directors, and in the absence of such determination shall consist of 3 directors.

2. 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 the manner provided by the By-Laws.

3. When apartment owners other than the developer own 15% or more of the apartments within the condominium, the apartment owners other than the developer, shall be entitled to elect not less than 1/3 of the members of the board of directors of the association. Apartment owners other than the developer shall be entitled to elect not less than a majority of the members of the board of directors of the association three years after sales by the developer have been closed on 50% of the apartments within the condominium, within three months after sales have been closed by the developer on 90% of the apartments within the condominium, or when all of the apartments have been completed, some of them have been sold and none of the others are being offered for sale by the developer in the ordinary course of business, whichever of the foregoing events shall first occur. The developer shall be entitled to elect not less than one member of the board of directors of the association as long as the developer holds for sale in the ordinary course of business, 5% of the apartments within the condominium. Within 90 days after the apartment owners other than the developer are entitled to elect a member or members of the board of directors of the association, the association shall call and give not less than 30 days' nor more than 40 days' written notice of the meeting of the apartment owners for this purpose. Such meeting may be called and notice given by any apartment owner if the association fails to do so.

4. 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:

James D. Howell, III	Post Office Box 1893 Destin, Florida 32541
Michael Wm Mead	24 Walter Martin Road Fort Walton Beach, Florida 32548
Leila J. Evans	Star Route 96 W Destin, Florida 32541

Article VII - Officers

The affairs of the association shall be administered by the officers elected by the board of directors at its first meeting following the annual meeting of the members of the association, which officers 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:

President	James D. Howell, III Post Office Box 1893 Destin, Florida 32541
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Secretary/Treasurer Michael Wm Mead
24 Walter Martin Road
Fort Walton Beach, Florida 32548

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:

1. 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.
2. A resolution approving a proposed amendment may be proposed by either the board of directors or by the members of the association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting.
3. Approval of an amendment must be by not less than 75% of the entire membership of the board of directors and by not less than 75% of the votes of the entire membership of the association or by not less than 80% of the votes of the entire membership of the association.
4. No amendments shall make any changes in the qualifications for membership nor the voting rights of members.
5. A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Walton County, Florida.

Article X - Registered Agent

The association has named Michael Wm Mead, whose address is 24 Walter Martin Road, Fort Walton Beach, Florida, 32548, as its agent to accept service of process within the State. That individual and that office address shall be the registered agent and registered office, respectively.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures this 8th day of May, 1985.

Witnesses:

SURF SIDE DEVELOPMENT COMPANY, INC., a Florida corporation

By: James D. Howell, III
James D. Howell, III, as its President

James D. Howell, III
James D. Howell, III

Michael Wm Mead
Michael Wm Mead

Susan E. Guinan
Marilyn L. Wentworth

Susan E. Guinan
Marilyn L. Wentworth

Susan E. Guinan
Marilyn L. Wentworth

STATE OF FLORIDA
COUNTY OF OKALOOSA

OFFICIAL RECORDS

Before me, the undersigned authority, personally appeared JAMES D. HOWELL, III, as President of SURF SIDE DEVELOPMENT COMPANY, INC., a Florida corporation, to me well known and known to me, who, after being duly sworn, on oath, acknowledges that he executed the foregoing Articles of Incorporation for the purposes therein expressed in such Articles, this 8th day of May, 1985.

Susan E. Gilman
Notary Public

My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES 12/31/1985
BONDED UNDER GENERAL INS. LTD.

Before me, the undersigned authority, personally appeared JAMES D. HOWELL, III, and MICHAEL WM MEAD, to me well known, who, after first duly sworn, on oath, acknowledge that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

Witness my hand and official seal this 8th day of May, 1985.

Susan E. Gilman
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES 12/31/1985
BONDED UNDER GENERAL INS. LTD.

EXHIBIT "A"

A PORTION OF LOT 20 AND ALL OF LOT 21, UNITED STATES GOVERNMENT SUBDIVISION OF SECTION 24, TOWNSHIP 3 SOUTH, RANGE 19 WEST, WALTON COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGIN AT THE NORTHWEST CORNER OF LOT 21, UNITED STATES GOVERNMENT SUBDIVISION OF SECTION 24, TOWNSHIP 3 SOUTH, RANGE 19 WEST, WALTON COUNTY, FLORIDA; THENCE GO NORTH $1^{\circ}02'00''$ EAST, A DISTANCE OF 91.41 FEET TO THE SOUTHERLY RIGHT OF WAY LINE OF WALTON COUNTY ROAD C-30A (70'R/W); THENCE GO SOUTH $71^{\circ}03'15''$ EAST ALONG THE AFORESAID RIGHT OF WAY LINE, A DISTANCE OF 336.95 FEET TO THE EAST LINE OF GOVERNMENT LOT 21; THENCE GO SOUTH $1^{\circ}02'00''$ WEST ALONG THE AFORESAID LINE, A DISTANCE OF 315.71, FEET TO THE SOUTH LINE OF GOVERNMENT LOT 21; THENCE GO NORTH $89^{\circ}18'00''$ WEST ALONG THE AFORESAID LINE, A DISTANCE OF 320.59 FEET TO THE WEST LINE OF GOVERNMENT LOT 21; THENCE GO NORTH $1^{\circ}02'00''$ EAST ALONG THE AFORESAID LINE, A DISTANCE OF 330.00 FEET TO THE POINT OF BEGINNING.

STATE OF FLORIDA
DEPARTMENT OF STATE

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OFFICIAL RECORDS


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: ONE SEAGROVE PLACE OWNER'S ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 24 Walter Martin Road, Fort Walton Beach, Florida, 32548, has named Michael Wm Mead, located at 24 Walter Martin Road, Fort Walton Beach, Florida, 32548, as its agent to accept service of process within the state.

ACKNOWLEDGMENT.

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


MICHAEL WM MEAD

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OFFICIAL RECORDS