

FILED
WALTON COUNTY, FLORIDA
CLERK OF THE COURTS

IN THE CIRCUIT COURT OF THE FIRST JUDICIAL CIRCUIT
IN AND FOR WALTON COUNTY, FLORIDA

2006 AUG 17 A 11:50

**JOHN G. MORRIS, JOHN T. CRUNK
and SUSAN LUCAS, formerly known as
SUSAN LUCAS UPDYKE,**
Plaintiffs,

v.

CASE NO. 06 CA 000395

**BLUE GULF CORPORATION,
a dissolved Florida corporation,**
Defendant.

COMPLAINT

COMES NOW Plaintiffs, **JOHN G. MORRIS, JOHN T. CRUNK** and **SUSAN LUCAS, formerly known as SUSAN LUCAS UPDYKE**, (hereinafter referred to as 'MORRIS, CRUNK, or LUCAS', or 'Plaintiffs', if all are referred to collectively") and sues Defendant, **BLUE GULF CORPORATION**, (hereinafter referred to as 'BLUE GULF') and alleges:

GENERAL ALLEGATIONS

1. Plaintiff, **JOHN G. MORRIS**, is sui juris and a resident of Fulton County, Georgia, and is the owner fee simple of the eastern twenty-five (25') feet of Lot 8 and Lot 9, Block 12, according to the Plat of Blue Mountain Beach Subdivision No. 1, Walton County, Florida, which lot is adjacent to the 'beach area' on the south boundary of said subdivision.

2. Plaintiff, **SUSAN LUCAS**, formerly known as **SUSAN LUCAS UPDYKE**, is sui juris and a resident of Walton County, Florida, and is the owner fee simple of Lot 9, Block 11, according to the Plat of Blue Mountain Beach Subdivision No. 1, Walton County, Florida, which lot is adjacent to the 'beach area' on the south boundary of said subdivision.

3. Plaintiff, JOHN T. CRUNK, is sui juris and a resident of the State of Tennessee, and is the owner fee simple of Lot 1, Block 11, according to the Plat of Blue Mountain Beach Subdivision No. 1, Walton County, Florida, which lot is adjacent to the 'beach area' on the south boundary of said subdivision.

4. WEST FLORIDA DEVELOPMENT COMPANY, is a dissolved Florida for Profit corporation which was organized under the laws of the State of Florida on February 21, 1947 and voluntarily dissolved on October 23, 1968. A certified true and correct copy of its 'Certificate of Corporation', a 'Certificate' of a corporate resolution to sell and transfer all of its assets to Defendant, Blue Gulf Corporation and subsequent dissolution of the corporation and 'certificate of dissolution as filed with and obtained from the State of Florida, Department of State, and an Official Certificate of the Secretary of State for West Florida Development Company stating the facts alleged above are attached hereto and incorporated by reference herein as **Exhibit "A"**.

5. Defendant, BLUE GULF CORPORATION, purchased the remaining assets of, and is the successor in interest of West Florida Development Company, and Blue Gulf Corporation is a dissolved Florida for Profit corporation which was organized under the laws of the State of Florida on January 11, 1965, and administratively dissolved on July 2, 1973. A certified true and correct copy of the Articles of Incorporation filed with the State of Florida, Department of State, for BLUE GULF CORPORATION which were obtained from said Department and an official certificate of the Secretary of State stating the facts alleged above are attached hereto and incorporated by reference herein as **Exhibit "B"**.

6. BLUE GULF CORPORATION is the corporate successor in interest to WEST FLORIDA DEVELOPMENT.

7. There is no documented evidence of a successor to Defendant, BLUE GULF CORPORATION.

8. On or about October 6, 1948, WEST FLORIDA DEVELOPMENT COMPANY as the owner the real property in Walton County, submitted to Walton County certain of its property to be platted as Blue Mountain Subdivision No. 1, said plat being recorded in Plat Book 2 at Page 41 in the Public Records of Walton County, Florida, a true and correct copy of which is attached hereto and incorporated by reference herein as **Exhibit "C"**.

9. At the time of filing the Plat of Blue Mountain subdivision No. 1, WEST FLORIDA DEVELOPMENT COMPANY was also the owner of all of the real property lying 'south of the bluff line'(the south boundary of the said subdivision, as described in the Official Plat) to the 'mean high water line of the waters of the Gulf of Mexico'.

10. On or about November 7, 1955, WEST FLORIDA DEVELOPMENT COMPANY, executed and caused to be recorded in the Public Records of Walton County, Florida, in **Deed Book 141, at Page 182**, a covenant with *"its Grantees all the deeds covering lots in Blue Mountain Beach Subdivision No. 1"*, in which subdivision the subject properties of all Plaintiffs are located, which covenant provided in the event that WEST FLORIDA DEVELOPMENT COMPANY, or any successor, transferee corporation had its corporate existence terminated, that title to **"all of the beach area lying between Block 10, 11, 12 and 13 and the Gulf of Mexico will be conveyed to the individual owners of the lots in the above numbered blocks, their heirs, successors or assigns, without payment of further consideration"**. A true and correct copy of said document as recorded in the Public Records of Walton County is attached hereto and incorporated by reference herein as **Exhibit "D"**.

11. The covenant referred to above, in Paragraph 10 is a permanent covenant which runs with the title to the lots lying in Blocks 10,11, 12, and 13 of the said subdivision.

12. The lots owned by all three Plaintiffs are situated in the Blocks referred to in above referenced Exhibit "D", and are entitled to a conveyance of fee simple title to the real property lying south of their respective lot lines as shown on the plat of said Blue Mountain Beach Subdivision No. 1, southward to the 'mean high water line of the waters of the Gulf of Mexico' as was covenanted by West Florida Development Company.

COUNT I

13. Paragraphs 1 through 12 are hereby realleged and incorporated by reference herein.

14. This is an action for enforcement of the covenant on real property situated in Walton County, Florida, and an Order of the Court conveying or directing conveyance of certain real property as described above lying adjacent to and south of the Lots respectively owned by the Plaintiffs in the Blue Mountain Beach Subdivision No. 1, which are specifically described as follows:

- (a) That property lying south of Lot 9 and the east twenty-five(25) feet of Lot 8, according to the Plat of Blue Mountain Beach Subdivision No. 1, adjacent to and between an extension of the east side lot line of said Lot 9 and a line drawn 25 feet west of and parallel to the east lot line of said Lot 8, in Block 12, southward to the mean high water line of the waters of the Gulf of Mexico, in Walton County, Florida.(Note: adjacent to Morris property)
- (b) That property lying south of Lot 1, in Block 11, according to the Plat of Blue Mountain Beach Subdivision No. 1, adjacent to and between an extension of the side lot lines of said Lot 1, in Block 11, southward to the mean high water line of the waters of the Gulf of Mexico, in Walton County, Florida. (Note: adjacent to Crunk property)
- (c) That property lying south of Lot 9 in Block 11, according to the Plat of Blue Mountain Beach Subdivision No. 1, adjacent to and between an extension of the side lot lines of said Lot 9, in Block 11, southward to the mean high water line of the waters of the Gulf of Mexico, in Walton County, Florida. (Note: adjacent to Lucas property)

15. There is no 'successor or corporate transferee' of West Florida Development Company in existence which holds title to the 'beach area' south of Blocks 10, 11, 12, and 13 of the subject Blue Mountain Beach Subdivision No. 1.

WHEREFORE the Plaintiffs, JOHN G. MORRIS, JOHN T. CRUNK and SUSAN LUCAS, pray that this Court will take jurisdiction of the parties and the subject matter and enter an Order conveying, or directing the conveyance of the property lying south of the respective lots of the Co-Plaintiffs to the 'mean high water line' of the waters of the Gulf of Mexico as described above, and for such other relief that the Court determines is equitable and just in this matter.

COUNT II

16. Paragraphs 1 through 12 are hereby realleged and incorporated by reference herein.

17. This is an action for a Declaratory relief pursuant to Florida Statutes Chapter 86 to confirm the entitlement of the Plaintiffs herein to conveyance of 'the beach area' lying south of their respective lots, being legally described in Paragraph 18, below.

18. Plaintiffs, JOHN G. MORRIS, JOHN T. CRUNK, and SUSAN LUCAS, formerly known as SUSAN LUCAS UPDYKE are the owners of certain lots in Blue Mountain Beach Subdivision No. 1, as described above, who are entitled to conveyance of the real property lying south of and adjacent thereto of this respective lots, southward to the 'mean high waterline of the Gulf of Mexico' described as 'the beach area' which is described as follows, to-wit:

(a) That property lying south of Lot 9 and the east twenty-five(25) feet of Lot 8, according to the Plat of Blue Mountain Beach Subdivision No. 1, adjacent to and between an extension of the east side lot line of said Lot 9 and a line drawn 25 feet west of and parallel to the east lot line of said Lot 8, in Block 12, southward to the mean high water line of the waters of the Gulf of Mexico, in Walton County, Florida.(Note: adjacent to Morris property)

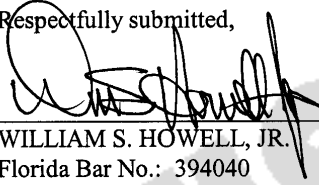
(b) That property lying south of Lot 1, in Block 11, according to the Plat of Blue Mountain Beach Subdivision No. 1, adjacent to and between an extension of the side lot lines of said Lot 1, in Block

11, southward to the mean high water line of the waters of the Gulf of Mexico, in Walton County, Florida. (Note: adjacent to Crunk property)

(c) That property lying south of Lot 9 in Block 11, according to the Plat of Blue Mountain Beach Subdivision No. 1, adjacent to and between an extension of the side lot lines of said Lot 9, in Block 11, southward to the mean high water line of the waters of the Gulf of Mexico, in Walton County, Florida. (Note: adjacent to Lucas property)

WHEREFORE, Plaintiffs pray that this Court will enter a Declaratory Judgment adjudicating their rights to ownership and entitlement to the conveyance to them of the subject property lying south of their respective lots as described herein and direct the conveyance of title to their respective 'beach area' as described herein, and any other relief deemed proper and just by the Court.

Respectfully submitted,



WILLIAM S. HOWELL, JR.

Florida Bar No.: 394040

WILLIAM S. HOWELL, JR. P.A.

1727 S. Co. Hwy. 393

Santa Rosa Beach, FL 32459

Phone: 850-622-0529

Fax: 850-622-0579

Attorney for Plaintiffs

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of WEST FLORIDA DEVELOPMENT COMPANY, a corporation organized under the laws of the State of Florida, filed on February 21, 1947, as shown by the records of this office.

The document number of this corporation is 150164.

I further certify that said corporation was voluntarily dissolved on October 23, 1968.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Seventh day of July, 2006



CR2EO22 (01-06)

Sue M. Cobb
Sue M. Cobb
Secretary of State

Number No. 5208

EXHIBIT

A

CERTIFICATE OF CORPORATION

This is to certify that H. B. Underwood, W. Guy McKenzie, W. H. Adams, John Dorsey, Adrien Rivard, Clyde Harbison, Joe Long, Charles King, C. M. Jennings and A. B. Covell do hereby associate themselves together as a body corporate under the laws of the State of Florida and the following proposed charter:

1. The name of the corporation shall be West Florida Development Company.
2. The general nature of the business to be conducted by the corporation shall be the buying, selling, leasing, developing or handling in any other means or manner real estate and the transaction of any and all other lawful business whether herein specified or not.
3. The maximum number of shares which the corporation shall have outstanding at any time shall be 100 all of common stock with equal voting powers and of no par value.
4. The corporation shall begin business with a capital of \$2,000.00 which shall be paid into the treasury of the corporation in cash or property amounting to not less than \$2,000.00.
5. The corporation shall have perpetual existence or shall continue in existence until dissolved in due course and operation of law.
6. The principal place of business shall be in Seaside Springs, Walton County, Florida, with such branch offices and places of business, either within or without the State of Florida, as may be determined by the Board of Directors.
7. The Board of Directors shall consist of not less than three nor more than seven members, each of whom shall be a stockholder in the corporation.
8. The names and post office addresses of the first Board of Directors of the corporation, who shall serve for the first year of the existence of the corporation or until their successors are elected and qualified, shall be:

Joe Long	De Funiak Springs, Florida
Clyde Harbeson	De Funiak Springs, Florida
W. Guy McKenzie	De Funiak Springs, Florida
John Dorsey	De Funiak Springs, Florida
Adrien Rivard	De Funiak Springs, Florida

9. The names and post office addresses and number of shares subscribed by each of the incorporators are as follows:

A. B. Underwood	De Funiak Springs, Florida	---10 shares
W. Guy McKenzie	De Funiak Springs, Florida	---10 shares
S. E. Adams	De Funiak Springs, Florida	---10 shares
John Dorsey	De Funiak Springs, Florida	---10 shares
Adrien Rivard	De Funiak Springs, Florida	---10 shares
Clyde Harbeson	De Funiak Springs, Florida	---10 shares
Joe Long	De Funiak Springs, Florida	---10 shares
Charles King	De Funiak Springs, Florida	---10 shares
G. I. Jennings	De Funiak Springs, Florida	---10 shares
A. B. Covell	De Funiak Springs, Florida	---10 shares

10. The affairs of the corporation shall be handled by the first Board of Directors as named in paragraph #8 hereof until the first meeting of the stockholders of the corporation.

11. The by-laws of the corporation shall be adopted by the Board of Directors at their first regular meeting or a subsequent meeting called for that purpose.

12. In the event any stock certificates issued by the corporation shall be lost or destroyed, stock certificates to replace such lost or destroyed certificates shall be issued only in strict compliance with the stock transfer act of the Laws of Florida.

13. No shares of stock at any time outstanding on the books of the corporation and owned by the corporation shall be sold by the corporation without the consent of 3/5th of the stockholders of said corporation.

14. No stock in this corporation owned and held by any individual shall be sold or transferred by such individual until such individual owner has first offered said stock for sale to the corporation at a price not inconsistent with the actual value of said stock and the corporation has refused to purchase such stock.

15. The substance of the provisions restricting transfer of stock as set forth in paragraphs #13 and #14 of this certificate shall appear on the face of each stock certificate issued by the corporation.

In WITNESS WHEREOF the subscribers hereto have hereunto set their hands and seals, this 19 day of February, 1947.

RB McHenry (cont.)
W. H. King (cont.)
S. E. Adams (cont.)
John Dorsey (cont.)
Adrien Alvard (cont.)
Alfred Carlsson (cont.)
Joe Long (cont.)
Charles King (cont.)
W. A. Jennings (cont.)
W. W. Sovell (cont.)

STATE OF FLORIDA
SALTOE COUNTY

Before the subscriber personally appeared W. W. Sovell, W. A. Jennings, W. H. King, S. E. Adams, John Dorsey, Adrien Alvard, Alfred Carlsson, Joe Long, Charles King, W. A. Jennings and W. W. Sovell known to me to be the individuals described in and who executed the foregoing instrument, and each for himself acknowledged before me that he executed said instrument for the uses and purposes therein expressed and set forth.

Given under my hand and official seal, this 19th day of February, 1947.

W. H. King
 Notary Public, State of Florida
 at Largo
 My commission expires April 12, 1947

C E R T I F I C A T E

WEST FLORIDA DEVELOPMENT COMPANY, a Florida corporation having its principal place of business in DeFuniak Springs, Walton County, Florida, does hereby certify that the following is a true and correct copy of the resolution of the Board of Directors and stockholders of said corporation, which said resolution was passed by unanimous affirmative vote of all of the Directors and owner of all of the capital stock at a meeting held on September 18, 1968, and said resolution reads as follows, to-wit:

BE IT RESOLVED by the Board of Directors and the owner of all of the capital stock of West Florida Development Company, a Florida corporation having its principal place of business in DeFuniak Springs, Florida, that the corporation proceed forthwith to dispose of all of its assets by conveying all of the assets of said corporation to Blue Gulf Corporation, a Florida corporation having its principal place of business in Quincy, Florida, the owner and holder of all of the capital stock of the corporation; and that Charles S. Isler, Jr., as Attorney for the corporation, be authorized and directed to forthwith effect the dissolution of the corporation in accordance with the requirements of law.

And it is further certified that the names and addresses of the officers and Directors of the corporation are as follows, to-wit:

R. B. Davis, President and Director
416-A Broad Street, Nashville, Tennessee,

Peter B. Curlin, Vice President and Director
First American National Bank, Nashville, Tennessee,

Hal A. Davis, Secretary-Treasurer and Director
Citizens Bank Building, Quincy, Florida,

and the said parties were then and there acting for Blue Gulf Corporation, a Florida corporation having its principal place of business in the Citizens Bank Building, Quincy, Florida, the owner of all of the capital stock of the corporation being herein dissolved. And said parties were duly authorized to act for and in behalf of said owner of all of the capital stock.

IN WITNESS WHEREOF, WEST FLORIDA DEVELOPMENT COMPANY has caused these presents to be signed in its corporate name by its President

and its corporate seal to be affixed, attested by its Secretary,
this 18th day of September, A. D. 1968.

WEST FLORIDA DEVELOPMENT COMPANY

By R. B. Davis
Its President

ATTEST:

By H. A. Davis
Its Secretary

(corporate seal)



STATE OF FLORIDA

COUNTY OF BAY

Before the undersigned authority this day personally appeared R. B. Davis and Hal A. Davis, to me known and known to be the individuals described in and who executed the foregoing Certificate as President and Secretary, respectively, of West Florida Development Company, a corporation, and severally acknowledged to and before me that their execution thereof was their free act and deed as such officers of said corporation and that the seal affixed is the true corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of my office, this 18th day of September, A. D. 1968.

Theresa M. Johnston
Notary public



Notary Public, State of Florida
My Commission Expires 11/1/70
Registered with the State of Florida

UNO DOCUMENTAL

A F F I D A V I T

STATE OF FLORIDA
COUNTY OF BAY

R. B. Davis and Hal A. Davis, after being duly sworn, depose and say that they are President and Secretary, respectively, of West Florida Development Company, a Florida corporation having its principal place of business in DeFuniak Springs, Florida, and that they have knowledge of the matters and things recited; that said corporation is not indebted for property taxes, either tangible or intangible, and has no liability for sales or use taxes, or any other indebtedness of any kind whatsoever. This affidavit is given to comply with §608.27(1), Florida Statutes, and in order to induce the Secretary of State of Florida to proceed with the dissolution of said corporation in accordance with Certificate filed in his office.


R. B. Davis

Hal A. Davis

Sworn to and subscribed before me this 18 day of September,
A. D. 1968.


Notary Public

My Comm. Expires _____
at _____
My Office is _____

CERTIFICATE OF CORPORATE DISSOLUTION

IN THE NAME AND BY THE AUTHORITY OF THE STATE OF FLORIDA

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETINGS:

This is to certify that, whereas A. B. GOVELL, DE FUMIAK SPRINGS, FLORIDA

<u>R. B. UNDERWOOD,</u>	<u>DE FUMIAK SPRINGS, FLORIDA</u>
<u>GLENDE HARRISON,</u>	<u>DE FUMIAK SPRINGS, FLORIDA</u>
<u>W. GUY MCNEELY,</u>	<u>DE FUMIAK SPRINGS, FLORIDA</u>
<u>JOE LONG,</u>	<u>DE FUMIAK SPRINGS, FLORIDA</u>
<u>S. H. ADAMS,</u>	<u>DE FUMIAK SPRINGS, FLORIDA</u>
<u>CHARLES KING,</u>	<u>DE FUMIAK SPRINGS, FLORIDA</u>
<u>JOHN DORSKY,</u>	<u>DE FUMIAK SPRINGS, FLORIDA</u>
<u>G. M. JENNINGS,</u>	<u>DE FUMIAK SPRINGS, FLORIDA</u>
<u>ADRIEN RIVARD,</u>	<u>DE FUMIAK SPRINGS, FLORIDA</u>

did on the 21st day of FEBRUARY, A. D. 19 67

cause to be incorporated under the laws of the State of Florida
WEST FLORIDA DEVELOPMENT COMPANY

a corporation, with its principal place of business at DE FUMIAK SPRINGS, WALTON COUNTY

in the State of Florida, and whereas such corporation did on the 19th
day of SEPTEMBER, A. D. 1968, cause to be filed in the office of the Secretary
of State of the State of Florida, the documentary authority required under Section 608.27, Florida
Statutes, showing the dissolution of such corporation, and the Secretary of State is satisfied that the
requirements of law have been complied with, the said corporation, to-wit:

WEST FLORIDA DEVELOPMENT COMPANY
heretofore existing with its principal place of business at DE FUMIAK SPRINGS, WALTON COUNTY

in the State of Florida, has been and is dissolved and no longer exists under the laws of the State
of Florida.

IN WITNESS WHEREOF, I have hereunto set my
hand and have affixed the Great Seal of the State
of Florida, at Tallahassee, the Capital, this the
TWENTY-THIRD

day of
OCTOBER, A. D. 19 68

TOM ADAMS
Secretary of State

FINAL CERTIFICATE

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of BLUE GULF CORPORATION, a corporation organized under the laws of the State of Florida, filed on January 11, 1965, as shown by the records of this office.

The document number of this corporation is 288570.

I further certify that said corporation was administratively dissolved on July 2, 1973.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Seventh day of July, 2006



CR2EO22 (01-06)

Sue M. Cobb
Sue M. Cobb
Secretary of State

EXHIBIT

B

Printing No. 3238

ARTICLES OF INCORPORATION
OF
BLUE GULF CORPORATION

The undersigned subscribers to these articles of incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: Blue Gulf Corporation.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five thousand shares of common stock having a nominal or par value of One Hundred Dollars per share.

RECEIVED
JAN 11 11 5 AM '65
STATE OF FLORIDA

UNOFFICIAL DOCUMENT

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Forty Nine Thousand Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is #7 West Washington Street, Quincy, Florida. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have four directors, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than three.

ARTICLE VIII. INITIAL DIRECTORS

The names and postoffice addresses of members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Robert B. Davis	2017 McGavock Pike, Nashville, Tenn.
Peter B. Curlin	980 Overton Lea Rd. Nashville, Tenn.
P. C. Elliott	415 Bushnell Nashville, Tenn.
J. B. Seale	900 Oak Valley Rd., Nashville, Tenn.

ARTICLE IX. SUBSCRIBERS


The name and postoffice address of each subscriber of these articles

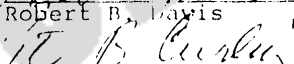
of incorporation, the number of shares of stock each agrees to take and the value of the consideration therefor are:

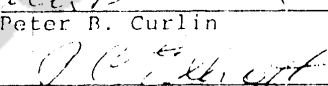
<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Robert B. Davis	2017 McGavock Pike Nashville, Tenn.	210	\$19,000.00 and services valued at \$2,000.00
Peter B. Curlin	980 Overton Lea Rd. Nashville, Tenn.	100	\$10,000.00
P. C. Elliott	415 Bushnell Nashville, Tenn.	100	\$10,000.00
J. B. Seale	900 Oak Valley Rd. Nashville, Tenn.	100	\$10,000.00
Hal A. Davis	N. Shelfer St. Quincy, Florida	20	Services valued at \$2,000.00


ARTICLE X. AMENDMENT

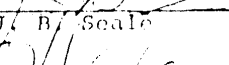
These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these articles of incorporation be made.


Robert B. Davis


Peter B. Curlin


P. C. Elliott


J. B. Seale


Hal A. Davis

STATE OF TENNESSEE

COUNTY OF DAVIDSON

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Robert B. Davis, Peter B. Curlin, P. C. Elliott and J. B. Seale, to me known to be the persons described as subscribers in and who executed the foregoing articles of incorporation, and acknowledged before me that they subscribed to those articles of incorporation.

Witness my hand and official seal in the county and state named above this 6 day of January, A. D. 1965.

[Signature]
NOTARY PUBLIC
My commission expires:

11, 1965

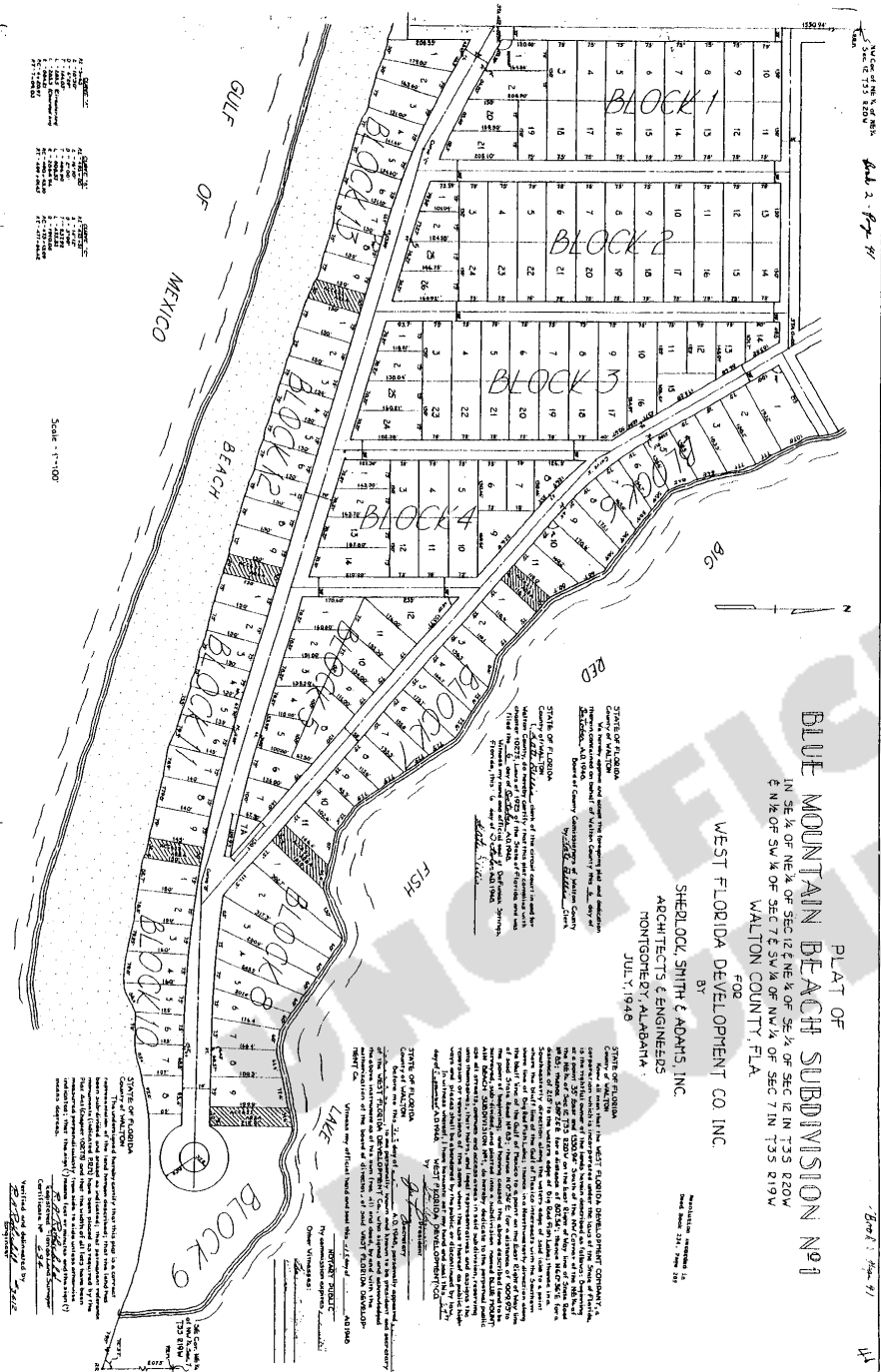
STATE OF FLORIDA

COUNTY OF GADSDEN

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Hal A. Davis, to me known to be the person described as subscriber in and who executed the foregoing articles of incorporation, and acknowledged before me that he subscribed to those articles of incorporation.

Witness my hand and official seal in the county and state named above this 9th day of January, A. D. 1965.

[Signature]
NOTARY PUBLIC
My commission expires:



PLAT OF
BLUE MOUNTAIN BEACH SUBDIVISION NO. 1
IN SE 1/4 OF NE 1/4 OF SEC 12, T1N 33 S, R20W
& NE 1/4 OF SW 1/4 OF SEC 7, & SW 1/4 OF NW 1/4 OF SEC 7 IN T33 S 19 W
WALTON COUNTY, FLA.

FOR
WEST FLORIDA DEVELOPMENT CO. INC.
BY
SHELDON SMITH & ADAMS, INC.
ARCHITECTS & ENGINEERS
MONTGOMERY, ALABAMA
JULY 1, 1940

EXHIBIT
C
Block No. 2025

STATE OF FLORIDA
COUNTY OF WALTON

THIS INDENTURE made this the 7th day of November A. D. 1955, between West Florida Development Company, a corporation organized and existing under the laws of the State of Florida, having its principal place of business in the County of Walton, State of Florida, Party of the first part and its Grantees in all the deeds covering lots in Blue Mountain Beach Subdivision No. 1, Parties of the second part,

WITNESSETH, that the said party of the first part, for and in consideration of the premises and the sum of \$1.00 and other good and valuable considerations does hereby covenant with the parties of the second part that the beach as shown on the plat of Blue Mountain Beach Subdivision No. 1 is for the use and enjoyment of the property owners of Blue Mountain Beach and the party of the first part agrees that no act or conveyance by the party of the first part, its successors or assigns, whether voluntarily or involuntarily made will interfere with the normal use and enjoyment of said beach by the said parties of the second part, their heirs, successors and assigns, such restrictions to be a covenant running with the land of said beach area. Without otherwise limiting its application, the term "normal use and enjoyment" shall mean that any commercial use of such beach area is prohibited.

If the party of the first part or any successor or transferee corporation holding title to said beach area should be dissolved or have its corporate existence terminated, all of the beach area lying between Blocks 10, 11, 12 and 13 and the Gulf of Mexico will be conveyed to the individual owners of Lots in the above numbered Blocks, their heirs, successors or assigns without payment of further consideration, subject to the covenant recited above.

Likewise, should the party of the first part or any successor corporation or transferee of said beach area, whether a corporation or individual, abandon said beach area, then that portion of said beach area lying between the above described Blocks and the Gulf of Mexico will be conveyed as above

EXHIBIT
D
Numbered No. 2308

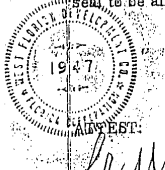
set forth without payment of further consideration, subject to this same covenant.

Any conveyance or transfer of said beach area, however effected, shall contain appropriate provisions to secure the enforcement of the foregoing rights and restrictions applicable to the beach area and conveyees or transferees, by the acceptance of such conveyances, will agree not to interfere with the normal use and enjoyment of said beach area by any owner of property in Blue Mountain Beach Subdivision No. 1.

IN WITNESS WHEREOF the said party of the first part has caused these presents to be signed in its name by its president and its corporate seal to be affixed, attested by its secretary, the day and year above written.

WEST FLORIDA DEVELOPMENT COMPANY
a corporation

By S. H. Adams
S. H. Adams, President



R. B. Underwood
R. B. Underwood, Secretary

Signed, sealed and delivered
In the presence of:

James B. Drake
Paul O. Teller



STATE OF FLORIDA
COUNTY OF WALTON

I hereby certify that on this 7th day of November A. D. 1955, before me personally appeared S. H. Adams and R. B. Underwood, respectively President and Secretary of West Florida Development Company a corporation organized under the laws of the State of Florida, to me known to be the individuals and officers described in and who executed the foregoing conveyance and severally acknowledged the execution thereof to be their free act and deed as such officers, and that the official seal of said corporation is duly affixed hereto and that said conveyance is the act and deed of said corporation.

WITNESS my hand and official seal this the day and year above written.

James B. Drake
Notary Public, State of Florida at Large

My Commission expires: Aug. 12, 1957

I hereby certify that the above and foregoing instrument is a true and correct photo-copy of the original as filed for record at 11:15 o'clock A. M., this the 11th day of November A. D., 1955 in Book 141, Page 182.

E. Leo Andrews
E. Leo Andrews, Clerk Circuit Court
Walton County, Florida

By _____
Deputy Clerk