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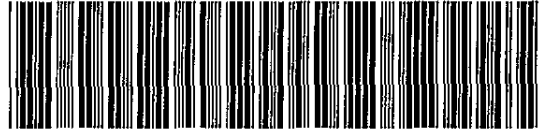
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Williams, Gautier, Gwynn & DeLoach, P.A.

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Tallahassee, FL 32315

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Magnolia Forest Homeowners' Association, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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2004 MAY 19 A 10:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MAGNOLIA FOREST HOMEOWNERS' ASSOCIATION, INC.**

In compliance with Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Magnolia Forest Homeowners' Association, Inc., hereinafter called the "Association."

ARTICLE II

The principal office of the Association is located at 1690 Raymond Diehl Road, Suite C-6, Tallahassee, Florida 32308.

ARTICLE III

Katherine A. Fezler, whose address is 1690 Raymond Diehl Road, Suite C-6, Tallahassee, Florida 32308, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential Lots and Common Area within that certain tract of property

located in Gadsden County, Florida, and described in the Declaration of Covenants, Conditions and Restrictions of Magnolia Forest, hereinafter called the "Declaration," recorded or to be recorded in the Public Records , Florida, and as the same may be amended from time to time, said Declaration being incorporated herein by reference, and to promote the health, safety and welfare of the residents within the property described in the Declaration, and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) *exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;*

(b) *fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration;*

(c) *pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;*

(d) *acquire (by gift, purchase or otherwise), own, hold, improve, use, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;*

(e) *borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;*

(f) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members (provided, however, no such dedication or transfer shall be effective unless and until the provisions set forth in the Declaration relating to such dedication, sale or transfer have been satisfied);

(g) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that all provisions set forth in the Declaration relating to such merger, consolidation or annexation have been satisfied;

(h) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter possess.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of records to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. The Class A members shall be all Owners (as defined in the Declaration), with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier;

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) twenty (20) years from the date the Declaration is recorded; or
- (c) at such time as the Declarant under the Declaration elects to terminate the Class B membership.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The method of election of Directors shall be as stated in the By-Laws of the Association. The number of directors and directors' terms of office may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Barry W. Poole	2145 Delta Blvd., Suite 100 Tallahassee, FL 32303
Raymond K. Sheline	3268 Longleaf Road Tallahassee, FL 32303
Katherine A. Fezler	1690 Raymond Diehl Road, Suite C-6 Tallahassee, FL 32308

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

ARTICLE VIII

OFFICERS

The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, an Assistant Secretary/Treasurer and such other officers as the Board of Directors may from time to time by

resolution create. The election, term, removal and duties of the officers shall be as set forth in the By-Laws. Until the first election, Katherine A. Fezler will serve as President, Barry W. Poole will serve as Vice President, and Ramond K. Sheline will serve as Secretary and Treasurer.

ARTICLE IX

BY-LAWS

The initial By-Laws for the Association shall be adopted by a vote of a majority of the members of the Board of Directors. The By-Laws may be amended or altered at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, in the manner and subject to any other conditions set forth in the By-Laws.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI

DURATION

The corporation shall exist perpetually.

ARTICLE XII

AMENDMENTS

1. Amendments to these Articles shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of Directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by these Articles, the By-Laws or general law for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon, unless any class of members is entitled to vote thereon as a class in which event the proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the votes of members of each

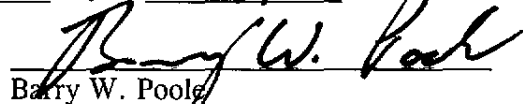
class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all members entitled to vote thereon.

2. Any number of amendments may be submitted to the members and voted upon by them at one meeting.

3. If all of the Directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though subsection (1) had been satisfied.

4. The members may amend these Articles of Incorporation, without an act of the Directors, at a meeting for which notice of the changes to be made is given.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 19 day of MAY, 2004.


Barry W. Poole


Raymond K. Shelton


Katherine A. Fezler

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 19 day of May, 2004, by Barry W. Poole, who is personally known to me or who has produced _____ as identification.



K. Michelle Davis
Signature
K. Michelle Davis
Print or type name.

NOTARY PUBLIC
My commission expires:

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 19 day of May, 2004, by Raymond K. Sheline, who is personally known to me or who has produced _____ as identification.



K. Michelle Davis
Signature
K. Michelle Davis
Print or type name.

NOTARY PUBLIC
My commission expires:

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 19 day of May, 2004, by Katherine A. Fezler, who is personally known to me or who has produced _____ as identification.

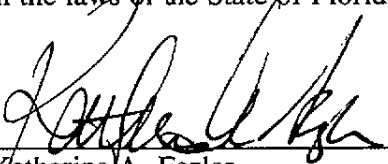


K. Michelle Davis
Signature
K. Michelle Davis
Print or type name.

NOTARY PUBLIC
My commission expires:

ACCEPTANCE BY REGISTERED AGENT

Katherine A. Fezler, having been named as the registered agent in the foregoing Articles of Incorporation of Magnolia Forest Homeowners' Association, Inc., to accept service of process for the corporation at 1690 Raymond Diehl Road, Suite C-6, Tallahassee, Florida 32308, hereby agrees to act as the registered agent and comply with the laws of the State of Florida relative to such position.


Katherine A. Fezler

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