

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION**COUNTRYWOOD OWNERS ASSOCIATION, INC.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
COUNTRYWOOD OWNERS ASSOCIATION, INC.**

(A Corporation Not For Profit)

In compliance with the requirements of Florida Statutes, Chapters 617 and 720, the undersigned, for the purpose of forming a not for profit homeowners association, does hereby certify:

ARTICLE I - NAME

This corporation shall be known as COUNTRYWOOD OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the Association shall initially be located at 5437 Griffith Mill Road, Baker, Florida 32531, with a mailing address of P.O. Box 502, Baker, Florida 32531, but meetings of the members and directors may be held at such places within the State of Florida, within a radius of ten (10) miles of Countrywood, as may be designated by the Board of Directors.

ARTICLE II - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office is 5437 Griffith Mill Road, Baker, Florida 32531. The Board of Directors may from time to time change the principal office of the Association to any other address in the State of Florida. The name of the initial registered agent is J. Dennis McKelvy.

ARTICLE III - PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or profit to its Members. The specific purpose for which this Association is organized is to create an entity which can provide for maintenance and architectural control of Countrywood and common properties and architectural control of the residential lots within that certain tract of property described as follows, to-wit:

For legal description, see the attached Exhibit "A," attached hereto and incorporated herein by reference.

To promote the health, safety and welfare of the residents within Countrywood and to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions of Countrywood, hereinafter called the "Declaration," applicable to the property and recorded in the Public Records of Okaloosa County,

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Florida, as same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, to 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 and also including all charges to maintain, repair, replace, operate, and manage the Property and any improvements therein, including the right to reconstruct improvements owned by the Association after casualty, to make further improvements of the Property or to purchase additional property and improvements, and to operate or maintain a stormwater management system and the stormwater discharge facility as permitted;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, 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;

(d) Borrow money and, with the assent of two-thirds (2/3) 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;

(e) 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; no such dedication or transfer shall be effective unless approved by two-thirds (2/3) of the members agreeing to such dedication, sale, or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional property and Common Area;

(g) Have and exercise any and all powers, rights and privileges which a corporation not for profit organized under the Florida law may now or hereafter have or exercise by law.

ARTICLE IV - QUALIFICATION AND MANNER OF ADMISSION OF MEMBERS

Every person or entity who is a record owner of a lot, either individually or jointly with others which is subject by covenants of record to assessment by the Association, including a contract seller, 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.

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A member, unless acting in the capacity of a duly elected officer of the Association, does not have the authority to act for the Association solely by virtue of being a member.

ARTICLE V - VOTING RIGHTS/TRANSITION OF CONTROL

The Association shall have two classes of voting membership as provided by Declaration recorded or to be recorded in the Official Records of Okaloosa County, Florida.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is J. Dennis McKelvy, 5437 Griffith Mill Road, Baker, Florida 32531.

ARTICLE VIII - BOARD OF DIRECTORS

The business affairs of this Association shall be managed by the Board of Directors, which shall initially consist of three (3) members. The number of Directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3).

The members of the Board of Directors need not be members of the Association and shall serve for a term as set forth in the Bylaws.

The President of the Association shall at all times be a member of the Board of Directors, and members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

The names and street addresses of the persons who are to serve as the first Board of Directors of the corporation are:

1. J. Dennis McKelvy
5437 Griffith Mill Road
Baker, Florida 32531
2. William R. McKelvy
5437 Griffith Mill Road
Baker, Florida 32531

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3. Janet McKelvy
5437 Griffith Mill Road
Baker, Florida 32531

ARTICLE IX - BY-LAWS

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

ARTICLE X - OFFICERS

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

The names of the persons who are to serve as officers of this Association until the first election are:

President:	J. Dennis McKelvy
Vice President:	William R. McKelvy
Secretary/Treasurer:	Janet McKelvy

The officers shall be selected at the annual meeting of the Board of Directors as provided in the Bylaws and each shall hold office until he shall sooner resign or shall be removed or otherwise disqualified to serve. Officers shall serve at the pleasure of the Directors.

ARTICLE XI - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the 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 purposes similar to those for which this Association was created. In the event that acceptance of such dedication is refused, the assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII - AMENDMENTS

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the total members at a special meeting of the membership called for that purpose, or in writing without a meeting, as provided in the Bylaws.

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Amendments may also be made at a regular meeting of the membership by a two-thirds (2/3) vote of the total members upon notice given, as provided by the Bylaws, of intention to submit such amendments. However, no amendment shall be effective without the written consent of the Developer until after five (5) years from date of filing these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE XIII - INDEMNIFICATION

(a) Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that said person is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding, unless (i) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that said person did not act in good faith, nor in a manner reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that said person had reasonable cause to believe this conduct was unlawful, and (ii) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which said person reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, have reasonable cause to believe that said person's conduct was unlawful.

(b) Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, they shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by them in connection therewith. Any costs or expenses incurred by the Association in implementing any of the provisions of this Article shall be fully assessable against Owners as common expense of the Association.

(c) Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon the receipt of any undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that it is not entitled to be indemnified by the Association as authorized in this Article.

(d) Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as

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to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

(e) Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify them against such liability under the provisions of this Article.

ARTICLE XIV - DEFINITIONS

The terms used herein shall have the same definition as set forth in the Declaration recorded or to be recorded in the Public Records of Walton County.

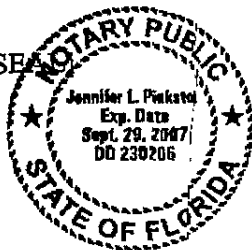
IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 4th day of Aug, 2004, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

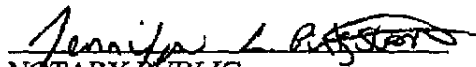

J. DENNIS MCKELVY, Incorporator

STATE OF FLORIDA
COUNTY OF Okaloosa

The foregoing was acknowledged before me this 5th day of August, 2004, by J. Dennis McKelvy, who personally appeared before me and is personally known to me.

[NOTARY SEAL]




NOTARY PUBLIC

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RESIDENT AGENT'S CERTIFICATE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Countrywood Owners Association, Inc., a Florida Corporation Not For Profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Destin, Okaloosa County, Florida, has named J. Dennis McKelvy, 5437 Griffith Mill Road, Baker, Florida, 32531, as its agent to accept service of process within this State.

Acknowledgment and Acceptance

Having been named to accept service of process for the above stated corporation (or Association) at the place designated in this Certificate, I hereby accept such designation and agree to comply with the provisions of said Act relative to keeping open said office.


J. Dennis McKelvy

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EXHIBIT "A"

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LEGAL DESCRIPTION: COUNTRYWOOD

(OFFICIAL RECORDS BOOK 2447, PAGE 1721)

BEGIN AT THE NORTHWEST CORNER OF SECTION 25, TOWNSHIP 3 NORTH, RANGE 25 WEST, OKALOOSA COUNTY, FLORIDA BEING A 5/8 INCH OKALOOSA COUNTY CAPPED IRON ROD; THENCE GO SOUTH 01 DEGREES 03 MINUTES 57 SECONDS WEST ALONG THE WEST LINE OF SAID SECTION 25 FOR A DISTANCE OF 1309.40 FEET TO A 5/8 INCH CAPPED IRON ROD #5378; THENCE DEPARTING THE WEST LINE OF SAID SECTION 25 GO SOUTH 86 DEGREES 46 MINUTES 58 SECONDS EAST ALONG THE SOUTH LINE OF THE NORTH HALF OF THE NORTHWEST QUARTER OF SAID SECTION 25 FOR A DISTANCE OF 25.02 FEET TO A 5/8 INCH CAPPED IRON ROD #5378 AT THE EASTERLY MAINTENANCE RIGHT OF WAY LINE OF GRIFFITH MILL ROAD (50 FOOT MAINTENANCE RIGHT OF WAY); THENCE CONTINUE SOUTH 86 DEGREES 46 MINUTES 58 SECONDS EAST ALONG SAID SOUTH LINE OF THE NORTH HALF OF THE NORTHWEST QUARTER FOR A DISTANCE OF 1540.25 FEET TO A 5/8 INCH CAPPED IRON ROD #5378 AT THE WESTERLY MAINTENANCE RIGHT OF WAY LINE OF GALLIVER CUTOFF (COUNTY ROAD #189); THENCE CONTINUE SOUTH 86 DEGREES 46 MINUTES 58 SECONDS EAST ALONG SAID SOUTH LINE OF THE NORTH HALF OF THE NORTHWEST QUARTER FOR A DISTANCE OF 34.06 FEET TO A POINT ON THE MAINTENANCE CENTERLINE OF SAID GALLIVER CUTOFF (66 FOOT MAINTENANCE RIGHT OF WAY); THENCE DEPARTING SAID SOUTH LINE OF THE NORTH HALF OF THE NORTHWEST QUARTER GO NORTH 17 DEGREES 33 MINUTES 47 SECONDS EAST ALONG THE MAINTENANCE RIGHT OF WAY CENTERLINE OF GALLIVER CUTOFF FOR A DISTANCE OF 1339.08 FEET TO A POINT; THENCE DEPARTING SAID MAINTENANCE CENTERLINE OF GALLIVER CUTOFF GO NORTH 86 DEGREES 27 MINUTES 36 SECONDS WEST FOR A DISTANCE OF 34.01 FEET TO A 4X4 CONCRETE MONUMENT AT THE WESTERLY MAINTENANCE RIGHT OF WAY LINE OF GALLIVER CUTOFF; THENCE CONTINUE NORTH 86 DEGREES 27 MINUTES 36 SECONDS WEST FOR A DISTANCE OF 1921.27 FEET TO A 5/8 INCH CAPPED IRON ROD #5378 ON THE EASTERLY MAINTENANCE RIGHT OF WAY LINE OF GRIFFITH MILL ROAD; THENCE CONTINUE NORTH 86 DEGREES 27 MINUTES 36 SECONDS WEST FOR A DISTANCE OF 25.02 FEET TO THE POINT OF BEGINNING; THE WESTERLY 25 FEET THEREOF BEING SUBJECT TO COUNTY ROAD MAINTENANCE RIGHT OF WAY FOR GRIFFITH MILL ROAD AND THE EASTERLY 33 FEET THEREOF BEING SUBJECT TO COUNTY ROAD MAINTENANCE RIGHT OF WAY FOR GALLIVER CUTOFF. CONTAINING 53.55 ACRES, MORE OR LESS.