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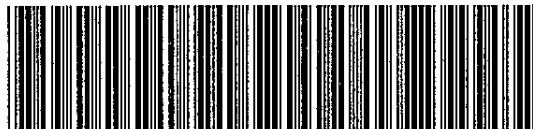
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J 3/15/06

LAW OFFICE OF
JOHN T. BROWN, P.A.

JOHN T. BROWN •
* also admitted in the District of Columbia

126 N.E. Eglin Parkway
Ft. Walton Beach, Florida 32548
(904) 664-2705
Fax(904) 664-7933

March 9, 2006

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

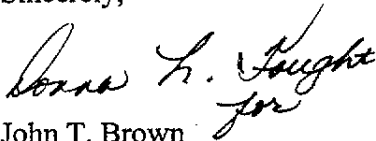
Re: Articles of Incorporation for
Carnegie Hills Homeowners' Association, Inc.

Dear Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation for the above referenced corporation, together with our firm's trust account check in the amount of \$70.00 representing the filing fee.

Please return the copies of the filed Articles of Incorporation to the address noted above. Thank you for your assistance and should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,



John T. Brown

Enclosures

forms\corp\secstate.fl

ARTICLES OF INCORPORATION

OF

CARNEGIE HILLS HOMEOWNERS' ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned natural persons competent to contract, acting as incorporators of a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopt the following:

ARTICLE I NAME

The name of this corporation is Carnegie Hills Homeowners' Association, Inc., hereinafter referred to as "Association".

ARTICLE II DURATION

This corporation shall exist perpetually, commencing on the date of filing the Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III PLACE OF BUSINESS

The principal office of the Association is located at 93 E. Kathy Lane, Freeport, Florida 32439.

ARTICLE IV RESIDENT REGISTERED AGENT

Steven E. Mixon whose address is 93 E. Kathy Lane, Freeport, Florida 32439, shall be the initial Resident Registered Agent of this Association.

ARTICLE V PURPOSE

The Association does not contemplate a monetary gain or profit to its members. The Association is organized and operated solely for administrative and managerial purposes. It is not intended that the corporation show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member. If, in any taxable year, the net income of the corporation from all sources other than casualty insurance proceeds and other nonrecurring items exceeds the sum of (1) total common expenses for which payment has been made or liability incurred within the taxable year, and (2) reasonable reserves for common expenses and other

liabilities in the next succeeding taxable year, such excess shall be held by the corporation and used to reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each member will be credited with that member's proportionate share of said excess in accordance with the percentage of payments that member has paid to the Association during the applicable period of time.

The specific purposes and objects for which the Association is formed are such as are authorized under Chapters 617 and 720 of the Florida Statutes and include providing for the maintenance, preservation, administration and architectural control of the improvements on the Lots and Maintained Areas within the Property known as Carnegie Hills, a Planned Unit Development, according to the Plat recorded in Plat Book 23, at Page 23 & 24 of the Public Records of Okaloosa County, Florida as Carnegie Hills Phase I and any additions or phases thereto as may hereafter be brought within the jurisdiction of this Association and to promote the health, safety and welfare of the residents within Carnegie Hills and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all the duties and obligations of the Association as set forth in the By-Laws and the Declaration of Covenants, Conditions, and Restrictions as recorded by Landcrest Development, LLC, a Florida limited liability company, hereinafter referred to as the "Developer", in the Public Records of Okaloosa County, Florida, hereinafter called the "Declaration", applicable to the property described therein. The By-Laws and Declaration may be amended from time to time as therein provided and are 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;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate,

maintain, convey, sell, lease, transfer, dedicate to 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 sixty-seven percent (67%) of the total voting interests of the members of the Association, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(e) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of no less than sixty seven percent (67%) of the total voting interests of the members of the Association.

(f) To have and exercise any and all powers, rights and privileges which may be held or exercised by a corporation organized under the Non-Profit Corporation Law of the State of Florida under Chapter 617 of the Florida Statutes which the Association by law may now or hereafter have or exercise.

(g) Annex additional residential property and Maintained Areas.

ARTICLE VI MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot (as defined in the Declaration), 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 VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who need not be members of the Association. The initial number of Directors shall be four (4) and 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:

1. Steven E. Mixon
93 E. Kathy Lane
Freeport, Florida 32439
2. Charles Lingenfelter
748 St. John Cove
Niceville, Florida 32578
3. Sheron Lingenfelter
748 St. John Cove
Niceville, Florida 32578
4. Patricia G. Mixon
93 E. Kathy Lane
Freeport, Florida 32439

At the first annual meeting, the members shall elect one (1) Director for a term of one (1) year, and one (1) Director for a term of two (2) years, and one (1) Director for a term of three (3) years, and one (1) Director for a term of four (4) years; and at each annual meeting thereafter, the members shall elect one (1) Director for a term of two (2) years. Directors shall continue to hold office until replaced or reelected at the next annual meeting of the membership. In the event any Director should for any reason be unwilling or unable to serve as an active Director of the Association, the remaining Directors shall select a successor to serve in his stead, in accordance with the provisions of the By-Laws of the Association.

ARTICLE VIII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than sixty seven (67%) of the total voting interests of the members of the Association. 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 an appropriate public agency is not identifiable or such dedication is refused acceptance, such 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 IX OFFICERS

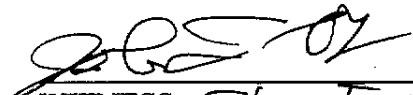
The Officers of the Association shall be a President, First Vice President, and a Second Vice President, a Secretary and a Treasurer, all of whom shall at all times be members of the Board of Directors and such other Officers as the Board of Directors may from time to time by resolution create. The Officers shall be elected annually by the Directors and removed in accordance with the By-Laws of the Association. The names and addresses of the persons who are to act as officers until selection of their successors are:

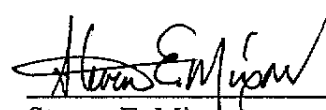
President:	Steven E. Mixon 93 E. Kathy Lane Freeport, Florida 32439
First Vice President:	Charles Lingenfelter 748 St. John Cove Niceville, Florida 32578
Second Vice President:	Sheron Lingenfelter 748 St. John Cove Niceville, Florida 32578
Secretary:	Patricia G. Mixon 93 E. Kathy Lane Freeport, Florida 32439
Treasurer:	Charles Lingenfelter 748 St. John Cove Niceville, Florida 32578

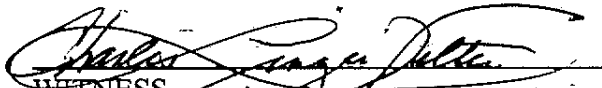
ARTICLE X AMENDMENTS

Amendment of these Articles shall require the assent of not less than sixty seven (67%) of the total voting interests of the members of the Association; and the By-Laws may be made, altered or rescinded by a majority of a quorum of members present as such quorum is prescribed in the By-Laws.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the Laws of the State of Florida, I the undersigned, constituting the Incorporator of this Association, have executed these Articles of Incorporation this the 8th day of March, 2006.


WITNESS John T. Brown


Steven E. Mixon
Incorporator.


WITNESS
Charles King


STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this 8th day of March, 2006, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Steven E. Mixon, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing ARTICLES OF INCORPORATION OF CARNEGIE HILLS HOMEOWNERS' ASSOCIATION, INC., and who after being duly sworn says that the execution hereof is her/his free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me on the day and year last aforesaid.

To me personally known: X
Produced: _____

JOHN T BROWN
Notary Public, State of Florida
My comm. exp. Sept. 9, 2008
Comm. No. DD 320306


Notary Public
Typed Name: _____
My Commission Expires: _____
Commission No.: _____

Designation and Acceptance of Registered Agent for a Florida Non-Profit Corporation

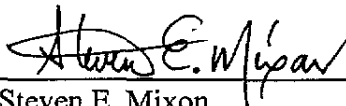
Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:
Carnegie Hills Homeowners Association, Inc..
2. The name of the registered agent is:
Steven E. Mixon
3. The address of the registered agent/registered office is:
93 E. Kathy Lane, Freeport, Florida 32439

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

I, Steven E. Mixon, Registered Agent, am hereby familiar with and accept the duties and responsibilities as Registered Agent for Carnegie Hills Homeowners Association, Inc.



Steven E. Mixon,
Registered Agent

Date: March 8, 2006

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