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FLORIDA PROFIT/NON PROFIT CORPORATION**ANDANTE HOMEOWNER'S ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ANDANTE HOMEOWNER'S ASSOCIATION, INC.

The undersigned, by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME. The name of the corporation shall be "Andante Homeowner's Association, Inc.," (the "Association") and its mailing address is 755 Grand Boulevard, Suite B105, PMB 348, Destin, Florida 32550, or such other address as may be designated from time to time by the Board of Directors of the Association.

ARTICLE II

PURPOSE. The purpose for which the Association is organized is to provide an entity for the operation, management, maintenance and control of Andante, a multi-family development located in Walton County, Florida (hereinafter "Andante," sometimes referred to herein as the "Property"). The Association shall make no distributions of income to its members, directors or officers.

ARTICLE III

POWERS. The powers of the Association shall include and be governed by the following provisions:

(A) The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the Declaration of Covenants, Conditions, and Restrictions for Andante operated by the Association (the "Declaration").

(B) The Association shall have all of the powers and duties set forth in the Declaration and these Articles except where Florida law allows limitations by these Articles or the Declaration and all of the powers and duties reasonably necessary to operate Andante pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

(1) To hold title to and own fee simple or other lesser interest in real, personal or mixed property, wherever situated, including units, and to lease, mortgage and convey same.

PREPARED BY:
M. TODD BURKE, ESQ.
FLORIDA BAR NO. 132048
BURKE BLUE HUTCHISON WALTERS & SMITH, P. A.
215 GRAND BOULEVARD, SUITE 101
DESTIN, FL 32530

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(2) To make and collect assessments against the members as unit owners to defray the costs, expenses and losses of the Property and to defray the costs, expenses and losses of any other business, enterprise, venture or property interest of the Association.

(3) To use the proceeds of the assessments in the exercise of these powers and duties.

(4) To maintain, repair, replace and operate the property of Andante or the property of the Association including, but not limited to, any portions of the Stormwater Management System serving Andante as exempted or permitted by applicable regulatory authority that may become property of the Association. "Stormwater Management System" means the stormwater management system as permitted for the Property by the Florida Department of Environmental Protection including all retention areas, filters, culverts and related appurtenances.

(5) To purchase insurance upon the property of Andante or the property of the Association and insurance for the protection of the Association and its members as unit owners.

(6) To reconstruct improvements after casualty and to further improve Andante operated by the Association or the property of the Association.

(7) To make and amend reasonable regulations and rules respecting the use of Andante or the property of the Association.

(8) To approve or disapprove the transfer, mortgage and ownership of the units if provided for by the Declaration or by the By-Laws of the Association (the "By-Laws").

(9) To enforce by legal means the provisions of Florida law, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of Andante or the property owned by the Association.

(10) To contract for the management of Andante and to delegate such contract or all powers and duties of the Association except such as are specifically required by the Declaration to have approval of the Board of Directors or the membership of the Association.

(11) To contract for the management or operation of portions of common areas or limited common areas of the Association which may be susceptible to separate management or operation, and to lease such portions.

(12) To employ personnel to perform the services required for proper operation of the Association.

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(13) To hire attorneys or other professionals for the purposes of bringing legal action or enforcing rights in the name of and on behalf of the individual unit owners where such actions or rights are common to all of the unit owners; and to bring such action in the name of and on behalf of said owners.

(C) All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration and of the By-Laws.

(D) The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration and the By-Laws.

ARTICLE IV

MEMBERS.

(A) The members of the Association shall consist of all of the record owners of units in Andante and after termination of Andante, shall consist of those who are members at the time of such termination and their successors and assigns.

(B) After receiving approval of the Association required by the Declaration, change of membership in the Association shall be established by recording in the public records of the County where the Property is located, a deed or other instrument establishing a record title to a unit and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

(C) The share of a member in funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

(D) The owner of each unit shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE V

DIRECTORS.

(A) The affairs of the Association will be managed by a Board consisting of not less than three (3) directors nor more than five (5) directors, the exact number to be determined at the time of the election. Directors need not be members of the Association.

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(B) 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 a manner provided by the By-Laws.

(C) The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

(D) 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:

	<u>NAME</u>	<u>ADDRESS</u>
1)	Jason B. Sprengle	755 Grand Boulevard, Suite B105, PMB 348, Destin, FL 32550
2)	Patrick K. McCarthy	755 Grand Boulevard, Suite B105, PMB 348, Destin, FL 32550
3)	Brad Glosson	755 Grand Boulevard, Suite B105, PMB 348, Destin, FL 32550

Until unit owners other than the Developer are entitled to elect members of the Board of Directors, the members of the Board of Directors shall be designated by the Developer and may be changed from time to time as the Developer, in its sole discretion, may determine.

(E) Until unit owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the Board of Directors shall consist of three (3) members. The first election of Directors shall not be held until required by Section 720.307(1)(a)-4 thereof, or until the Developer elects to terminate its control of the Association. The provisions of Section 720.307(1)(a) - 4 are set forth in Article (F) below.

(F) Florida Statutes Section 720.307(1)(a)-4 provides as follows:

"720.307 Transition of association control in a community.--With respect to homeowners' associations:

(1) Members other than the developer are entitled to elect at least a majority of the members of the board of directors of the homeowners' association when the earlier of the following events occurs:

(a) Three months after 90 percent of the parcels in all phases of the community that will ultimately be operated by the homeowners' association have been conveyed to members; or

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(b) Such other percentage of the parcels has been conveyed to members, or such other date or event has occurred, as is set forth in the governing documents in order to comply with the requirements of any governmentally chartered entity with regard to the mortgage financing of parcels.

For purposes of this section, the term "members other than the developer" shall not include builders, contractors, or others who purchase a parcel for the purpose of constructing improvements thereon for resale.

(2) The developer is entitled to elect at least one member of the board of directors of the homeowners' association as long as the developer holds for sale in the ordinary course of business at least 5 percent of the parcels in all phases of the community. After the developer relinquishes control of the homeowners' association, the developer may exercise the right to vote any developer-owned voting interests in the same manner as any other member, except for purposes of reacquiring control of the homeowners' association or selecting the majority of the members of the board of directors.

(3) At the time the members are entitled to elect at least a majority of the board of directors of the homeowners' association, the developer shall, at the developer's expense, within no more than 90 days deliver the following documents to the board:

- (a) All deeds to common property owned by the association.
- (b) The original of the association's declarations of covenants and restrictions.
- (c) A certified copy of the articles of incorporation of the association.
- (d) A copy of the bylaws.
- (e) The minute books, including all minutes.
- (f) The books and records of the association.
- (g) Policies, rules, and regulations, if any, which have been adopted.
- (h) Resignations of directors who are required to resign because the developer is required to relinquish control of the association.
- (i) The financial records of the association from the date of incorporation through the date of turnover.
- (j) All association funds and control thereof.
- (k) All tangible property of the association.
- (l) A copy of all contracts which may be in force with the association as one of the parties.
- (m) A list of the names and addresses and telephone numbers of all contractors, subcontractors, or others in the current employ of the association.
- (n) Any and all insurance policies in effect.
- (o) Any permits issued to the association by governmental entities.

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- (p) Any and all warranties in effect.
 - (q) A roster of current homeowners and their addresses and telephone numbers and section and lot numbers.
 - (r) Employment and service contracts in effect.
 - (s) All other contracts in effect to which the association is a party.
- (4) This section does not apply to a homeowners' association in existence on the effective date of this act, or to a homeowners' association, no matter when created, if such association is created in a community that is included in an effective development-of-regional-impact development order as of the effective date of this act, together with any approved modifications thereof. "

ARTICLE VI

OFFICERS. The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and 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:

<u>NAME</u>	<u>ADDRESS</u>
Jason B. Sprenkle, President	755 Grand Boulevard, Suite B105, PMB 348, Destin, FL 32550
Patrick K. McCarthy, Secretary/Treasurer	755 Grand Boulevard, Suite B105, PMB 348, Destin, FL 32550
Brad Glosson, Vice President	755 Grand Boulevard, Suite B105, PMB 348, Destin, FL 32550

ARTICLE VII

INDEMNIFICATION. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer

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is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors and officers liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

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:

(A) 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:

(B) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be either by:

(1) Not less than a simple majority of the voting interests of the entire membership of the Association.

(C) Provided, however, that no amendment shall make any changes in the qualifications for membership, nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon the Property operated by the Association. No amendment shall be made that is in conflict with the Declaration or any other applicable law or regulation.

(D) 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

TERM. The term of the Association shall be perpetual, unless terminated by the unanimous approval of the voting interests of the entire membership of the Association.

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ARTICLE XI

SUBSCRIBERS. The name and address of the subscriber to these Articles of Incorporation is as follows:

NAME

Jason B. Sprenkle

ADDRESS

755 Grand Boulevard, Suite B105
PMB 348
Destin, FL 32550

ARTICLE XII

APPOINTMENT OF REGISTERED AGENT AND OFFICE. M. Todd Burke is hereby appointed to serve as Registered Agent of the corporation. The street address of the Registered Office of the Registered Agent is 215 Grand Boulevard, Suite 101, Destin, Florida 32550.

ARTICLE XIII

DISPOSITION OF ASSETS UPON DISSOLUTION. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.

No disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded Declaration of Covenants, Conditions, and Restrictions for Andante, unless made in accordance with the provisions of such Declaration.

IN WITNESS WHEREOF, the subscriber has affixed his signature this 27th day of February, 2007.




Jason B. Sprenkle, Incorporator

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STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 27th day of February, 2007,
by Jason B. Sprenkle, Incorporator. He is personally known to me or has produced _____
as identification and did not take an oath.



Notary Public

_____
Printed Name of Notary

My Commission Expires: _____

Commission Number _____

(Notary Seal)

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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 -- That Andante Homeowner's Association, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the By-Laws at 755 Grand Boulevard, Suite B105, PMB 348, Destin, Florida 32550, has named M. Todd Burke, located at 215 Grand Boulevard, Suite 101, City of Destin, County of Walton, State of Florida, 32550, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

BY: 
M. TODD BURKE
(Resident Agent)

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TALLAHASSEE, FLORIDA