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Magnolia Ridge Home Owners, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MAGNOLIA RIDGE HOME OWNERS, INC.**
a Florida Corporation Not-for-Profit

The undersigned do hereby associate themselves for the purpose of forming a corporation not-for-profit pursuant to Chapters 617 and 720, Florida Statutes, and adopt the following articles of incorporation.

Article 1. - Name and Business Address

The name of this corporation shall be **MAGNOLIA RIDGE HOME OWNERS, INC.** (referred to herein as the "**Association**"). The initial principal registered office of the Association is located at **2325 Dr. Martin Luther King St. N., St. Petersburg, Florida 33704**. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

Article 2. - Purpose

The purpose for which the Association is organized is to provide an entity for the management and maintenance of property and improvements of **MAGNOLIA RIDGE** subdivision, located in **Pinellas County, Florida, at 38th Ave. N. and 79th St. N., St. Petersburg, Pinellas County, Florida**, and more particularly described in the Plat thereof recorded in the Public Records of Pinellas County, Florida (the "**Subdivision**").

Article 3. - Powers

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

Section 3.1. **General Powers**. The Association shall have the common law and statutory powers of a corporation not-for-profit, including, but not specifically limited to, the power to own and convey property, establish rules and regulations, sue and be sued, and take any other action necessary for the purposes for which the Association is organized. The Association shall exist in perpetuity unless and until otherwise dissolved as provided by law.

Section 3.2. **Surface Water System**. The Association shall have all of the powers and duties set forth in the these Articles of Incorporation and the Declaration of Covenants, Conditions and Restrictions (CCRs) and its attendant documents, and all of the powers and duties reasonably necessary for management and maintenance of the surface water management system facilities of the Subdivision, including, but not limited to, the power to operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas, if any, and to contract for services to be provided for operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company. The Association shall operate, maintain and manage the surface water system facilities for the Subdivision in a manner consistent with Southwest Florida Water Management District (the "**District**") permitting requirements and applicable

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District rules, and shall assist in the enforcement of any and all covenants, conditions, and restrictions contained in the Declaration of Covenants, Conditions and Restrictions or otherwise of record which relate to the surface water system.

Section 3.3. Priority of Controlling Documents. In the event of a conflict between the powers of the Association as set forth in these Articles of Incorporation, the Bylaws, or the Declaration of Covenants, Conditions and Restrictions, then the Declaration of Covenants, Conditions and Restrictions shall prevail over the Articles of Incorporation, the Articles of Incorporation shall prevail over the Bylaws, and the Bylaws shall prevail over rules and regulations of the Association.

Section 3.4. Common Property. All funds and titles to all properties acquired by the Association, and their proceeds, shall be held in trust for the members of this Association in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions, these Articles of Incorporation, and the Bylaws of the Association, and the costs, expenses, maintenance, care and upkeep of such properties for the benefit of the members shall be considered common expenses.

Section 3.5. Power to Assess. The Association shall have the power and authority to levy, charge, assess and collect fees, charges and assessments from the lot owners as allowed by the Declaration of Covenants, Conditions and Restrictions.

Section 3.6. Non-Profit Status. The Association shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any member or director of the Association or to any other private individual. The Association shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation or to participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding anything herein to the contrary, the Association shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(22) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereinafter amended from time to time.

Section 3.7. No Stock. The Association shall have no capital stock.

Section 3.8. Proviso. Nothing in these Articles of Incorporation shall be construed to give the Association any powers not authorized by the Florida Not-For-Profit Corporation Act.

Article 4. - Membership

Section 4.1. Initial Members. Until such time as the Declaration of Covenants, Conditions and Restrictions shall be recorded in the Public Records of the County in which the property is located, membership in the Association shall be comprised of the Incorporator and any Subscribers to these Articles, their heirs, successors and assigns. Each Incorporator and Subscriber shall be entitled to cast one (1) vote on all matters in which the membership shall be entitled to vote.

Section 4.2. Membership Classes. After the recording of the Declaration of Covenants, Conditions and Restrictions, the members of the Association shall consist of all Class A and Class B members.

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4.2.1. Class A membership shall consist of the record owners of lots in the subdivision, their successors and assigns. There shall be one (1) vote for each Class A lot.

4.2.2. Class B membership shall consist of the Developer. The Developer shall have six (6) votes for each lot owned by the Developer. Class B membership shall terminate upon turn-over of control of the Association to the Class A members, as provided in Section 8.3 hereinbelow.

Section 4.3. Membership. Membership shall be acquired by recording in the Public Records of the County in which the subdivision is located a deed or other instrument establishing record title to a lot in the subdivision, the owner designated by such instrument thus becoming a member of the Association, and the membership of the prior owner thereby being terminated; provided, however, that any party who owns more than one lot shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any lot. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his or her lot.

Section 4.4. Voting Rights. Except as specifically provided in subsection 4.2.2, herein, on all matters upon which the member shall be entitled to vote, there shall be one vote for each lot, which vote may be exercised or cast in such manner as may be provided in the Bylaws of the Association. Any person or entity owning more than one lot shall be entitled to vote for each lot owned.

Article 5. - Existence

The Association shall have perpetual existence. In the event of termination, dissolution or final liquidation of the Association, the control of or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility, and if not accepted, then to a not-for-profit corporation similar to the Association.

Article 6. - Incorporator

The name and address of the incorporator of this Association is:

Jonathan James Damonte, Esq.
Jonathan James Damonte, Chartered
12110 Seminole Blvd.
Largo, FL 33778

Article 7. - Officers

The affairs of the Association shall be administered by a President, Vice-President, Secretary and Treasurer, and such other and additional officers and agents as the Board of Directors of the Association may, from time to time, designate. Any person may hold more than one office, except that the same person shall not hold both the offices of President and Secretary. Officers of the Association shall be those set forth herein or elected by the Board of Directors at its first meeting following the annual meeting of the members

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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:

President: Edwin Parsley, Jr.
2325 Martin Luther King St. N.
St. Petersburg, FL 33704

Vice-President, Secretary & Treasurer: Thomas W. Parsley
2325 Martin Luther King St. N.
St. Petersburg, FL 33704

Article 8. - Directors

Section 8.1. Board of Directors. The affairs of the Association shall be managed by a Board of Directors who need not be members of the Association. The membership of the Board shall consist of not less than three (3) Directors until control of the Association is transferred to the lot owners other than the Developer pursuant to §720.301, *Florida Statutes*. Thereafter, the Board of Directors shall consist of not less than five (5) Directors; provided, however, that the Board shall always consist of an odd number of Directors.

Section 8.2. Election of Directors. Directors of the Association shall be elected at the annual meeting of the members in the manner provided by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the Bylaws.

Section 8.3. Developer Rights. The first election of Directors shall not be held until the Developer, as defined in the Declaration of Covenants, Conditions and Restrictions, is required by law to elect directors in accordance with §720.307, *Florida Statutes*. The Developer shall remain in control of the Board of Directors until required to relinquish pursuant to §720.307(1)(a), *Florida Statutes*. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in office occurring before the first election shall be filled by the remaining Directors and/or the Developer. Members other than the Developer shall be entitled to elect at least a majority of the members of the Board of Directors of the Association three (3) months after ninety (90) percent of the lots have been conveyed to members. However, the term "members other than the Developer" does not include builders, contractors, or others who purchase a lot for the purpose of constructing improvements thereon for resale. The Developer shall be entitled to elect at least one (1) member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the lots in the subdivision. 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 the purpose of re-acquiring control of the homeowners' association or selecting the majority of the members of the Board of Directors.

Section 8.4. Initial Directors. 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:

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Thomas W. Parsley
2325 Martin Luther King St. N.
St. Petersburg, FL 33704

Edwin Parsley, Jr.
2325 Martin Luther King St. N.
St. Petersburg, FL 33704

Don Saunders
2325 Martin Luther King St. N.
St. Petersburg, FL 33704

Article 9. - 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 or her in connection with any proceedings or the settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a Director or officer of the Association, whether or not he or she is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance, malfeasance, or nonfeasance, or found to have breached his or her fiduciary duty, in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or officer may be entitled.

Article 10. - Bylaws

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner therein provided.

Article 11. - Rules & Regulations

The Board of Directors shall have the power to promulgate rules and regulations for the Association.

Article 12. - Amendment

These Articles of Incorporation may be amended in the following manner:

Section 12.1. Prior to turn-over of control by the Developer, by majority vote of the Directors.

Section 12.2. After turn-over of control by the Developer, notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 12.3. A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. If proposed by the members, such an amendment shall be made by instrument in writing directed to any member of the Board of Directors signed by not less than twenty percent (20%) of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting of the Board. Upon an amendment being proposed as herein provided, the President, or in the event of his refusal or failure to act, another person designated by the Board of Directors, shall call a meeting of the membership to be held not sooner than fourteen (14) days nor later than sixty (60) days thereafter for the purpose of considering the said amendment. Directors and members not present in person at the meeting considering the amendment may

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express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as otherwise herein specifically provided, approval of amendments must be made by either:

12.3.1. not less than sixty-six and two-thirds percent (66⅔%) of the members of the Board of Directors and a majority vote of the entire membership of the Association; or

12.3.2. not less than sixty-six and two-thirds percent (66⅔%) of the votes of the entire membership of the Association.

Section 12.4. No amendment shall make any changes in the qualifications for membership, nor the voting rights of the members, nor in any provision of paragraph 12.3, hereinabove, without the written approval of all members and the joinder of all record owners of mortgages on lots. No amendment shall be made that is in conflict with the Florida Not-For-Profit Corporation Act or the Declaration of Covenants, Conditions and Restrictions. No amendment shall be made without the written approval of the Developer if such amendment would cause an assessment of the Developer as a lot owner for capital improvements, constitute an action that would be detrimental to the sales of lots by the Developer, or any other action that would inhibit, impair, or otherwise preclude the rights reserved to the Developer by way of the Declaration of Covenants, Conditions and Restrictions.

Section 12.5. A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of the county in which the property is located.

Article 13. - Registered Agent

Section 13.1. The name and street address of the initial registered agent of the Association is:

Jonathan James Damonte, Chartered
12110 Seminole Blvd.
Largo, FL 33778

In Witness Whereof, the undersigned incorporator hereby certifies that the foregoing is true and correct and has affixed his signature hereto this 13 day of MARCH, 2007.


Jonathan James Damonte, Incorporator

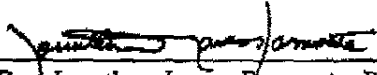
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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for **MAGNOLIA RIDGE HOME OWNERS, INC.**, at the place designated in these Articles, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Jonathan James Damonte, Chartered

Dated: March 13, 2006


By: Jonathan James Damonte, President
Registered Agent

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