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## FLORIDA PROFIT/NON PROFIT CORPORATION

Magnolia Private Residence Club Condominium Associat

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November 25, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

BAKER & HOSTETLER LLP

SUBJECT: MAGNOLIA PRIVATE RESIDENCE CLUB CONDOMINIUM ASSOCIATION, INC.  
REF: W08000053163

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must have a Florida street address. A post office box is not acceptable.

An effective date may be added to the Articles of Incorporation if a 2009 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap  
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**MAGNOLIA PRIVATE RESIDENCE CLUB CONDOMINIUM ASSOCIATION, INC.**  
**(a corporation not-for-profit)**

All terms used in these Articles of Incorporation of Magnolia Private Residence Club Condominium Association, Inc. (the "Articles") will have the same meaning as the identical terms used in the Declaration of Condominium of Magnolia Private Residence Club Condominium (the "Declaration"), unless the context otherwise requires.

**ARTICLE I**

Name

The name of the corporation will be Magnolia Private Residence Club Condominium Association, Inc. ("Association").

**ARTICLE II**

Purposes

1. The purpose for which the Association is organized is to manage, operate and maintain a fractional condominium to be known as Magnolia Private Residence Club Condominium (the "Condominium") in accordance with the Declaration, and for any other lawful purpose.

2. The Association will have no capital stock and will make no distribution of income or profit to its members, directors or officers.

**ARTICLE III**

Powers

1. The Association will have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, together with such additional specific powers as are contained in the Bylaws or Declaration, and all other powers reasonably necessary to implement the purpose of the Association.

2. All funds and the titles to all property acquired by the Association and the proceeds thereof must be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.

3. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration.

## ARTICLE IV

### Members

The qualifications of members, the manner of their admission to the Association, and voting by members will be as follows:

1. All Owners are members of this Association, and no other persons or entities are entitled to membership. A member is entitled to one (1) vote at Association meetings for each Fractional Interest which that member may own. The Owner of a Unit, including a Commercial Unit, not committed to the Fractional Plan is entitled to eight (8) votes for each such Unit owned. If the Developer of the Fractional Plan creates Fractional Interests in any Unit other than one-eighth (1/8) ownership interests, then the vote allocation for such Fractional Interests will be calculated so that the eight (8) votes allocated to the Unit containing such Fractional Interests will be evenly and equally divided amongst such Fractional Interests. The vote of each Owner must be cast by its voting representative. Voting representatives for Units or Fractional Interest owned by more than one person or by a corporation or other entity must be cast by the voting representative named in a voting certificate signed or accepted by all of the Owners of that Unit or Fractional Interest and filed with the secretary of the Association.

2. Changes in membership in the Association will be established by the recording in the Public Records of Walton County, Florida, of a deed or other instrument establishing a change of record title to a Unit or Fractional Interest and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument will thereby become a member of the Association. The membership of the prior Owner will be thereby terminated.

3. 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 the member's Unit or Fractional Interest.

## ARTICLE V

### Directors

1. The affairs of the Association will be managed by a board of directors of not less than three (3) nor more than seven (7) directors as determined by the Bylaws, and in the absence of such determination the board of directors will consist of three (3) directors.

2. Directors of the Association must be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

## ARTICLE VI

### Officers

The affairs of the Association will be administered by a president, a vice-president, a secretary, a treasurer, and as many assistant vice-presidents, assistant secretaries and assistant treasurers as the board of directors will from time to time determine. Such officers will be elected by the board of directors at its first meeting following the annual members meeting. Officers will serve without compensation at the pleasure of the board of directors. The same person may hold two offices, the duties

of which are not incompatible; provided, however, that the offices of president and vice-president will not be held by the same person, nor will the offices of president and secretary or assistant secretary or treasurer or assistant treasurer be held by the same person.

## ARTICLE VII

### Indemnification

Every director and every officer of the Association must be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director may become involved by reason of his or her being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification herein will apply only when the board of directors has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## ARTICLE VIII

### Bylaws

The Bylaws will be adopted by the board of directors and may be altered, amended or rescinded as provided in the Bylaws. If any provisions for the regulation and management of the affairs of the Association contained in the Bylaws conflict with the provisions contained in these Articles of Incorporation, the provisions of these Articles of Incorporation shall prevail and govern.

## ARTICLE IX

### Amendments

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.
2. Until the first election of a majority of directors by members other than the Developer, proposal of an amendment and approval thereof will require the affirmative action of two-thirds (2/3) of the entire membership of the board of directors, and no meeting of the members nor any approval thereof is required.
3. After the first election of a majority of directors by members other than the Developer, a resolution approving a proposed amendment may be proposed by either the board of directors or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than two-thirds (2/3) of the entire membership of the directors and by not less than a

majority vote of the members of the Association at a duly called meeting of the Association. Directors and the members not present at the meeting considering the amendment may express their approval in writing ten (10) days after such meeting.

4. Once adopted, an amendment will be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Walton County, Florida.

5. Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity; as may be necessary to conform these Articles to any governmental statutes; as may be in the best interests of the Association; or as the Developer may deem appropriate, in its sole discretion, to carry out the purposes of the project and to expand or enhance the Fractional Plan.

## ARTICLE X

### Term

The term of the Association is the life of the Condominium. The Association will be terminated by the termination of the Condominium in accordance with the Declaration. In the event the Association is dissolved, the property consisting of the Surface Water Management System permitted by the Northwest Florida Water Management District, if any, will be conveyed to an appropriate agency of local government or, if not accepted by an agency of local government, dedicated to a similar non-profit organization.

## ARTICLE XI

### Incorporator

The name and residence of the incorporator to these Articles of Incorporation is as follows:

#### Name

A.G.C. Co.

#### Address

200 South Orange Avenue  
Suite 2300  
Orlando, Florida 32801

## ARTICLE XII

### Registered Agent

The Association hereby appoints Gary Leuchtman of Beggs & Lane, as its Registered Agent to accept service of process within this state, with the Registered Office located at 501 Commendencia Street, Pensacola, Florida 32502.

**ARTICLE XIII**

Principal Office

The address of the principal office of the Association is at 8377 East County Highway 30A, Seacrest Beach, Walton County, Florida.

IN WITNESS WHEREOF the incorporator has hereto affixed the incorporator's signature this 24<sup>th</sup> day of November, 2008.

A.G.C. CO.

By: J. Decker

Printed name: JEFF DECKER

As its: Vice President

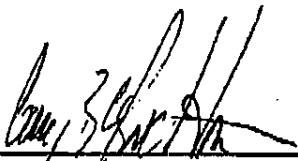
REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Not-For-Profit Corporation Act, the following is submitted in compliance with said statute:

That MAGNOLIA PRIVATE RESIDENCE CLUB CONDOMINIUM ASSOCIATION INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, has named Gary Leuchtman of Beggs & Lane, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states that he is familiar with Section 617.0501, Florida Statutes.

  
\_\_\_\_\_  
Gary Leuchtman

DATED: November 20<sup>th</sup>, 2008

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