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From: Account Name : YOUR CAPITAL CONNECTION, INC.
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FLORIDA PROFIT/NON PROFIT CORPORATION

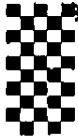
MAGNOLIA BLUFF HOMEOWNERS ASSOCIATION, INC.

Certificate of Status	0
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Estimated Charge	\$70.00

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B. McKnight OCT 07 2009



October 2, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

YOUR CAPITAL CONNECTION, INC.

SUBJECT: MAGNOLIA BLUFF HOMEOWNERS ASSOCIATION, INC.
REF: W09000044015

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

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

An effective date may be added to the Articles of Incorporation if a 2010 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) 245-6062.

Eula Peterson
Regulatory Specialist II
New Filing Section

FAX Aud. #: H09000212058
Letter Number: 709A00032035

P.O. BOX 6327 - Tallahassee, Florida 32314

This instrument prepared by:
Robert D. Wilson
954 E. Silver Springs Boulevard
Ocala, Florida 34470

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MAGNOLIA BLUFF HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, 1991, as amended, and do hereby certify:

ARTICLE I
Name

The name of the Corporation is MAGNOLIA BLUFF HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association", whose address is 15699 N.E. 167th Lane, Ft. McCoy, Florida 32314.

ARTICLE II
Registered Agent

The name of the Registered Agent is Lavon Tindell, and the Registered Office is 15699 N.E. 167th Lane, Ft. McCoy, Florida 32314.

ARTICLE III
Declaration

All provisions in the Declaration of Covenants and Restrictions of Magnolia Bluff (The "Declaration") to which a copy of the Articles are attached as Exhibit "A", are incorporated herein by reference and made a part hereof.

ARTICLE IV
Purpose and Definitions

Section 1. Purpose. The primary purpose of this Association is to create an entity to provide a forum for discussion and communication among the Owners of property in Magnolia Bluff, and to facilitate and assure the maintenance and operation of the property as may be subjected to the terms of the Declaration pursuant to its terms, including but not limited to the storm water drainage and retention facilities.

Section 2. Nonprofit Character of Association. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The Association shall make no distributions of income to its Members, Directors or Officers.

ARTICLE V Powers

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association including the following:

- (a) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions, or agreements to effectuate all of the purposes for which the Association is organized.
- (b) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.
- (c) To manage, operate, maintain, repair and improve any Common Areas located within Magnolia Bluff, or any property owned by another third party for which the Association by rule, regulation, Declaration or contract has a right or duty to provide such services.
- (d) To enforce covenants, conditions or restrictions affecting the Property to the extent the Association may be authorized to do so under any Declaration or the Bylaws.
- (e) To enter into, make, perform or enforce contracts of every kind and description; and to all other acts necessary, appropriate or advisable in carrying out any purpose of the Association with or in association with any corporation or other entity or agency, public or private.

ARTICLE VI Membership

Every Owner of a lot as defined in the Declaration shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot. All members agree to be bound by the terms and provisions of these Articles of Incorporation and such Bylaws and operating procedures as may be promulgated by the Association from time to time.

ARTICLE VII Voting Rights

The voting rights in the Association shall be as follows:

- (a) Each Owner of a lot shall be entitled to one (1) vote for each lot owned. When one or more persons holds an interest in any lot, all such persons shall be members of the Association, but in no event shall more than one vote be cast with respect to any single lot. In the event all of the Owners of a lot cannot agree on any vote, no vote shall be cast for such lot; provided, however, that

the Association may conclusively rely on the vote cast by any of the Owners of a lot as being authorized by all such Owners unless the Association has been notified in writing to the contrary by one or more such Owners.

ARTICLE VIII Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three persons who need not be members of the Association. The first Board shall consist of three Directors

The first election of Directors shall be held in accordance with the Bylaws. At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for the term of two years. Any Director may serve consecutive terms. The Directors shall be elected by the vote of a majority of the Members entitled to vote thereon at a meeting at which a majority of the Members entitled to vote are present.

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. 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>
Lavon Tindell	15699 N.E. 167 th Lane Ft. McCoy, Florida 32314

ARTICLE IX Assessments

The Directors may, in their complete and sole discretion, propose a special assessment against the lots for one time and/or extraordinary expenses associated with the maintenance, extension or improvement of the Common Areas of the Subject Property. The Directors shall give each member notification of the proposed Special Assessment, and the time and location for the meeting of the Directors and members for consideration of the special assessment (which shall be in Marion County, Florida) not less than fourteen (14) or greater than sixty (60) days prior to the scheduled special meeting of the members. At the special meeting the special assessment (or any revised special assessment provided that the total amount is not greater than the proposed special assessment sent with the notice of the meeting) may be adopted by an affirmative vote of the Owners of at least sixty percent (60%) of the lots within the Subject Property.

The assessments collected by the Association in accordance with the provisions of this Article shall also be used, to the extent required, for the maintenance and repair of the surface water or storm water management systems, including but not limited to work within retention areas, drainage structures and drainage easements.

ARTICLE X
Dissolution

In the event of the dissolution of the Association, 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, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be used for such similar purposes.

Notwithstanding any other provisions contained within this Article, the Association may be dissolved only as provided in the Declaration, the Bylaws of the Association, and the laws of the State of Florida.

ARTICLE XI
Duration

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Corporation shall exist in perpetuity.

ARTICLE XII
Amendments

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

Section 1. Notice of Amendment. Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting at which a proposed amendment is considered.

Section 2. Adoption of Resolution. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by twenty-five percent (25%) of the Members of the Association entitled to vote thereon.

Section 3. Adoption of Amendment. Adoption of the amendment will require the affirmative vote of three-fourths of the Members entitled to vote thereon.

ARTICLE XIII
Subscribers

The names and street addresses of the subscribers and incorporators to these Articles of Incorporation is the same as listed in Article II hereof.

ARTICLE XIV

Officers

The Board of Directors shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

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>Title</u>
Lavon Tindell	President

ARTICLE XV

Bylaws

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be amended, altered or rescinded at a regular or special meeting of the Members by the majority vote of the Members otherwise entitled to vote thereon at a meeting at which a majority of the Members entitled to vote are present. Any amendments to Bylaws shall be binding on all members of the Association.

ARTICLE XVI

Indemnification of Officers and Directors

The Association shall and does hereby indemnify and hold harmless each and every Director and officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a part by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE XVII


Transaction in Which Directors or Officers are Interested

No contract or transaction between the Association and one or more of the Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization including without limitation, the Developer, or an affiliate of the Developer, or a corporation in which one or more of its Officers or Directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or committee thereof which

authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purposes. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribers and incorporators of this Association, have executed these Articles of Incorporation this 30 day of September, 2009.

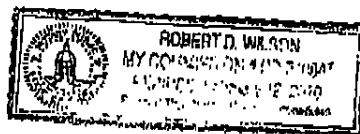

Lavon Tindell

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was sworn to and subscribed before me this 30 day of September, 2009, by Lavon Tindell, who is personally known to me.

Notary stamp or seal

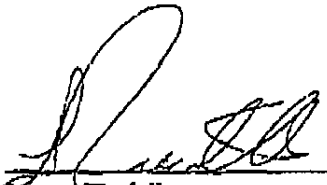

Notary Public, State of Florida



CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Lavon Tindell, whose address is 15699 N.E. 167th Lane, Ft. McCoy, Florida 32314, the initial registered agent named in the Articles of Incorporation to accept service of process for MAGNOLIA BLUFF HOMEOWNERS ASSOCIATION, INC., a not for profit corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated September 30, 2009.



Lavon Tindell

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CLERK OF STATE
TALLAHASSEE, FLORIDA