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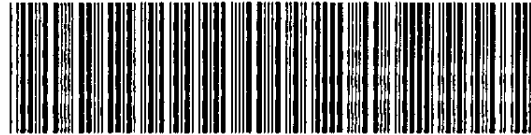
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FL 32311

J. Shivers MAR 23 2011

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Ashton's Preserve Owners Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Glenn J. Bedsole

Name (Printed or typed)

906 Aloma Faye Lane

Address

Fort Walton Beach FL 32547

City, State & Zip

850-314-9452

Daytime Telephone number

bed1883@aol.com

E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FL 32314

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
ASHTON'S PRESERVE
OWNERS ASSOCIATION, INC.**

(A Corporation Not For Profit)

ARTICLE I - NAME

This corporation shall be known as ASHTON'S PRESERVE OWNERS ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION." The principal office of the ASSOCIATION shall be located at 906 Aloma Faye Lane, Fort Walton Beach, Florida, 32547, but meetings of the members and directors may be held at such places within the State of Florida, Counties of Santa Rosa or Okaloosa, as may be designated by the Board of Directors.

ARTICLE II - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office is 906 Aloma Faye Lane, Fort Walton Beach, Florida, 32547. The Board of Directors may from time to time change the principal office of the ASSOCIATION to any other address in the State of Florida. The name of the initial registered agent is Glenn J. Bedsole.

ARTICLE III - PURPOSES AND POWERS

The purpose for which this ASSOCIATION is organized is to create an entity which can provide for maintenance and architectural control of the Subdivision and common properties and architectural control of the residential lots within that certain tract of property described as follows, to-wit:

See Exhibit "A".

and to promote the health, safety and welfare of the residents within the Subdivision and to:

- a. Exercise all of the powers and privileges and perform all of the duties and obligations of the ASSOCIATION as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "DECLARATION," applicable to the property and recorded in the Public Records of Okaloosa County, Florida, as same may be amended from time to time as therein provided, said DECLARATION being incorporated herein as 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 for public use, or otherwise dispose of real or personal property in connection with the affairs of the ASSOCIATION;

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d. Borrow money and, with the assent of two-thirds (2/3) of members, mortgage, pledge, deed in trust, 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 non-profit corporations organized for the same purposes, or annex additional property and Common Area, provided that any such merger, consolidation, or annexation shall have the consent of three-fourths (3/4) of each class of members;

f. Have and exercise any and all powers, rights and privileges which a corporation not for profit organized under the Florida law may now or hereafter have or exercise by law.

ARTICLE IV - QUALIFICATION AND MANNER OF ADMISSION OF MEMBERS

Every person or entity who is a record owner of a lot either individually or jointly with others which is subject by covenants of record to assessment by the ASSOCIATION, including builders or contract sellers, shall be a member of the ASSOCIATION. The foregoing is not intended to include persons or entities that 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.

A member, unless acting in the capacity of a duly elected officer of the ASSOCIATION, does not have the authority to act for the ASSOCIATION solely by virtue of being a member.

ARTICLE V - VOTING RIGHTS & TRANSITION OF CONTROL

The ASSOCIATION shall have two classes of voting membership:

Class A. Class A members shall be all owners, with the exception of the Declarer, and shall be entitled to one (1) vote for each lot owned. When more than one (1) person or entity holds an interest in a lot, then the vote attributable to such lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. The only Class B members shall be the Declarer, as defined in the DECLARATION, who shall be entitled to three (3) votes for each lot owned, including lots annexed from time to time, as set forth in the DECLARATION. Class B membership shall cease and be converted to Class A membership upon the first to occur of the following:

- (a) when the total votes outstanding in the Class A membership equals or exceeds the total votes outstanding in the Class B membership; or
- (b) Two (2) years following conveyance of the first lot; or
- (c) Decision of the Declarer to convert to Class A membership.

Notwithstanding the foregoing, members other than the Declarer (which excludes builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for resale) are entitled to elect at least a majority of the members of Board of Directors three months after eleven out of the thirteen lots in the subdivision have been conveyed to members other than the Declarer.

However, in any case, Declarer shall be entitled to elect at least one member to the Board of Directors as long as Declarer holds at least five percent (5%) of the Lots for sale in the ordinary course of business.

After Declarer relinquishes control of the ASSOCIATION, Declarer may continue to vote any Declarer owned lots in the same manner as any other member.

ARTICLE VI – TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is Glenn J. Bedsole, 906 Aloma Faye Lane, Fort Walton Beach, Florida, 32547.

ARTICLE VIII - BOARD OF DIRECTORS

The business affairs of this ASSOCIATION shall be managed by the Board of Directors, which shall initially consist of four (4) members. The number of Directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3).

The members of the Board of Directors need not be members of the ASSOCIATION and shall serve for a term as set forth in the Bylaws.

The president of the ASSOCIATION shall at all times be a member of the Board of Directors, and members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

The names and street addressee of the persons who are to serve as the first Board of Directors of the corporation are:

1. Glenn J. Bedsole
906 Aloma Faye Lane
Fort Walton Beach, Florida 32547

2. Michael G. Bedsole
629 4th Street
Destin, Florida 32541

3. Brian J. Burda
8916 Schooner Court
Navarre, Florida 32566

4. James E. Burda
8901 Schooner Court
Navarre, Florida 32566

ARTICLE IX - OFFICERS

The officers of this ASSOCIATION shall be a President, who shall at all times be a member of the Board of Directors, a Vice President and a Secretary-Treasurer, and such other officers as the Board of Directors may from time to time create.

The names of the persons who are to serve as officers of this ASSOCIATION until the first election are:

President: Glenn J. Bedsole

Vice President: Michael G. Bedsole

Secretary-Treasurer: Brian J. Burda

The officers shall be selected at the annual meeting of the Board of Directors as provided in the Bylaws and each shall hold office until he shall sooner resign or shall be removed or otherwise disqualified to serve. Officers shall serve at the pleasure of the Board of Directors.

ARTICLE X – DISSOLUTION

The ASSOCIATION may be dissolved with the assent given in writing and signed by not less than three fourths (3/4) of the members. 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 acceptance of such dedication is refused, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI - AMENDMENTS

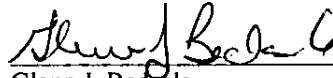
These Articles of Incorporation may be amended by three fourths (3/4) vote of the total members at a special meeting of the membership called for that purpose.

Amendments may also be made at a regular meeting of the membership by a three fourths (3/4) vote of the total members upon notice given, as provided by the Bylaws, of intention to submit such amendments. However, no amendment shall be effective without the written consent of the Declarer until after two (2) years from date of filing these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE XII - DEFINITIONS

The terms used herein shall have the same definition as set forth in the DECLARATION and the Bylaws.

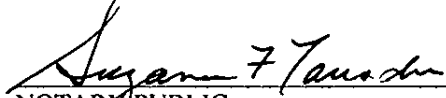
IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator, have hereunto set my hand and seal this 16 day of MAR, 2011, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


Glenn J. Bedsole

STATE OF FLORIDA

COUNTY OF ~~ESCAMBIA~~ OKALAWA

The foregoing was acknowledged before me this 16 day of MARCH, 2011, by Glenn J. Bedsole, who personally appeared before me and is personally known to me.


NOTARY PUBLIC



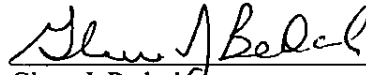
RESIDENT AGENT'S CERTIFICATE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

ASHTON'S PRESERVE OWNERS ASSOCIATION, INC., a Florida Corporation Not For Profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Fort Walton Beach, Okaloosa County, Florida, has named Glenn J. Bedsole, 906 Aloma Faye Lane, Fort Walton Beach, Florida, 32547, as its agent to accept service of process within this State.

Acknowledgement and Acceptance

Having been named to accept service of process for the above stated corporation (or Association) at the place designated in this Certificate, I hereby accept such designation and agree to comply with the provisions of said Act relative to keeping open said office.


Glenn J. Bedsole

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2011 MAR 21 PM 12:40
SHERIFF'S OFFICE
FORT WALTON BEACH, FLORIDA

Exhibit "A"

Description:

A PARCEL OF LAND IN SECTION 36, TOWNSHIP 3 NORTH, RANGE 24 WEST AND SECTION 1, TOWNSHIP 2 NORTH, RANGE 24 WEST, OKALOOSA COUNTY, FLORIDA, DESCRIBED AS BEGINNING AT A CONCRETE MONUMENT MARKING SOUTHWEST CORNER OF THE SOUTHEAST QUARTER OF SAID SECTION 36; THENCE NORTH 00 DEGREES 01 MINUTES 13 SECONDS EAST, 439.96 FEET TO A CONCRETE MONUMENT; THENCE SOUTH 89 DEGREES 04 MINUTES 44 SECONDS EAST, 525.15 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF ANTIOCH ROAD (66' R/W); THENCE ALONG SAID SOUTHERLY LINE THE FOLLOWING THREE CALLS: PROCEED SOUTHEASTERLY, 225.18 FEET ALONG THE ARC OF A CURVE, CONCAVE NORTHEASTERLY, HAVING A RADIUS OF 243.26 FEET, A CENTRAL ANGLE OF 53 DEGREES 02 MINUTES 10 SECONDS, AND A CHORD BEARING SOUTH 48 DEGREES 53 MINUTES 20 SECONDS EAST, 217.22 FEET TO A POINT OF TANGENCY; THENCE SOUTH 75 DEGREES 26 MINUTES 43 SECONDS EAST, 88.13 FEET TO A POINT OF CURVATURE; THENCE SOUTHEASTERLY, 25.61 FEET ALONG THE ARC OF A CURVE, CONCAVE SOUTHWESTERLY, HAVING A RADIUS OF 465.22 FEET, A CENTRAL ANGLE OF 03 DEGREES 09 MINUTES 13 SECONDS, AND A CHORD BEARING SOUTH 73 DEGREES 52 MINUTES 06 SECONDS EAST, 25.60 FEET; THENCE DEPARTING SAID SOUTHERLY RIGHT-OF-WAY LINE, PROCEED SOUTH 00 DEGREES 01 MINUTES 13 SECONDS WEST, 261.75 FEET TO A POINT ON THE SOUTH LINE OF SAID SECTION 36; THENCE PROCEED INTO SAID SECTION 1, SOUTH 00 DEGREES 10 MINUTES 00 SECONDS WEST, 260.00 FEET; THENCE NORTH 89 DEGREES 50 MINUTES 00 SECONDS WEST, 289.18 FEET; THENCE SOUTH 01 DEGREES 26 MINUTES 03 SECONDS EAST, 256.03 FEET; THENCE SOUTH 89 DEGREES 34 MINUTES 31 SECONDS WEST, 676.37 FEET; THENCE NORTH 00 DEGREES 22 MINUTES 00 SECONDS WEST, 522.93 FEET TO SAID SOUTH LINE OF SECTION 36; THENCE SOUTH 89 DEGREES 50 MINUTES 00 SECONDS EAST ALONG SAID SOUTH LINE, A DISTANCE OF 164.52 FEET TO THE POINT OF BEGINNING, CONTAINING 16.99 ACRES, MORE OR LESS.

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FLORIDA
TALLAHASSEE, FL 32301