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Litvak Beasley & Wilson, LLP

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†Also admitted in Alabama

‡LL.M. in taxation

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October 19, 2011

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

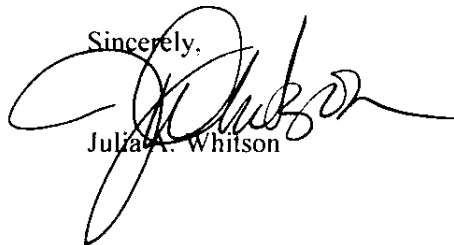
RE: Our File #: 10-0081PAP

Dear Sir/Mam:

Enclosed please find the following original Articles of Incorporation of Mahogany Mill Owners Association, Inc. for filing with the State.

I have included a check for \$78.75 for the Filing Fee, Designation of Registered Agent and Certified copy. I have enclosed a copy for certification as well as a self addressed stamped envelope for its return.

Sincerely,



Julia A. Whitson

Enclosures

COVER LETTER

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

SUBJECT: Mahogany Mill 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: Phillip A. Pugh, Esq.
Name (Printed or typed)

2216 E Government St.
Address

Pensacola, FL 32502
City, State & Zip

900. 432-9818
Daytime Telephone number

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

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

Prepared By:
Phillip A. Pugh, Esq. of
Litvak Beasley & Wilson, LLP
226 E. Government St.
Pensacola, FL 32502

**ARTICLES OF INCORPORATION
OF
MAHOGANY MILL OWNERS ASSOCIATION, INC.**
(A Florida Corporation Not For Profit)

ARTICLE I - NAME

This corporation shall be known as Mahogany Mill Owners Association, Inc., hereinafter referred to as the "Association." The principal office of the Association shall be located at 33 S. 9th Avenue, Pensacola, FL 32502, but meetings of the members and directors may be held at such places within Escambia County, Florida as may be designated by the Board of Directors.

ARTICLE II - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office is 33 S. 9th Avenue, Pensacola, FL 32502. 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 Robert Montgomery.

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 Development and common properties and architectural control of the residential Lots within that certain tract of property described as follows, to-wit:

All of the real property described in that certain Warranty Deed by and between Mahogany Mills, LLC at Grantor and Mahogany Mills, LLC, as Grantee, dated August 22, 2011 and recorded August 23, 2011 in Official Records Book 6755 at Page 1597 of the Public Records of Escambia County, Florida.

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and to promote the health, safety and welfare of the residents within the Development 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 Escambia County, Florida, as same may be amended from time to time as therein provided, said Declaration being incorporated herein as if 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;

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). Dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; provided that no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members agreeing to such dedication, sale, or transfer;

f). 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 two-thirds (2/3) of each class of members;

g). 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 under the Declaration to assessment by the Association, including a contract seller, shall be a member of the Association. The foregoing is not intended to include persons or entities who 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 Declarant (who shall become a Class A member as provided hereafter) and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. Class B members shall be Declarant as defined in the Declaration of Covenants, Conditions, and Restrictions, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

Notwithstanding the foregoing, members other than the Declarant (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 the Board of Directors three months after ninety percent (90%) of the Lots in the Development have been conveyed to members.

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

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After Declarant relinquishes control of the Association, Declarant may continue to vote any Declarant 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 Robert Montgomery, 33 S. 9th Avenue, Pensacola, FL 32502.

ARTICLE VIII - BOARD OF DIRECTORS

The business affairs of this Association shall be managed by the Board of Directors, which shall initially consist of three (3) 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 addresses of the persons who are to serve as the first Board of Directors of the corporation are:

1. Robert Montgomery
33 S. 9th Avenue
Pensacola, FL 32502
2. Clair B. Montgomery
33 S. 9th Avenue
Pensacola, FL 32502

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3. Mike Lunn
33 S. 9th Avenue
Pensacola, FL 32502

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 Secretary, and a Treasurer, which may be combined, and such other officers as the Board may from time to time by resolution create. If desired, the Board may elect a Vice-President.

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

President: Robert Montgomery
33 S. 9th Avenue
Pensacola, FL 32502

Vice President: Clair B. Montgomery
33 S. 9th Avenue
Pensacola, FL 32502

Secretary/Treasurer: Mike Lunn
33 S. 9th Avenue
Pensacola, FL 32502

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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 Directors.

ARTICLE X - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended by a two-thirds (2/3) 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 two-thirds (2/3) 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 Declarant until after three (3) years from the date of filing these Articles of Incorporation with the Florida Secretary of State.

ARTICLE XII - DEFINITIONS

The terms used herein shall have the same definition as set forth in the Declaration of Covenants, Conditions and Restrictions and the Bylaws.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 18 day of October, 2011, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

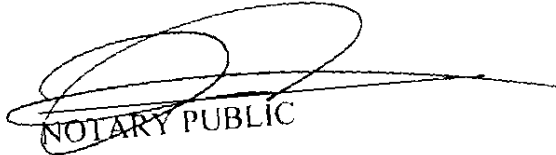
INCORPORATOR:

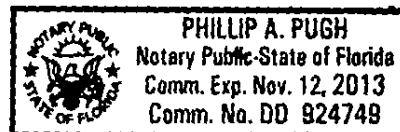

Robert Montgomery

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STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing was subscribed and acknowledged before me this 18 day of
October, 2011, by Robert Montgomery, who is personally known to me.


NOTARY PUBLIC



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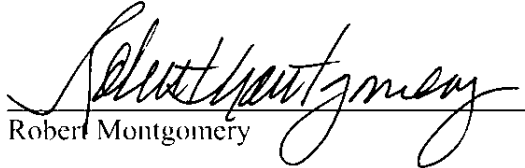
RESIDENT AGENT'S CERTIFICATE

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

Mahogany Mill 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 Pensacola, Escambia County, Florida, has named Robert Montgomery, whose address is 33 S. 9th Avenue, Pensacola, FL 32502, as its agent to accept service of process within this State.

Acknowledgment 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.


Robert Montgomery

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