

N12000009973

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

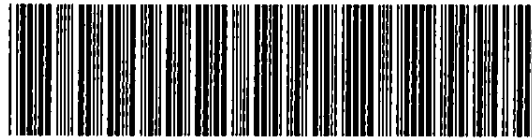
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300240301473

10/11/12--01013--001 \*\*78.75

RECEIVED  
12 OCT 11 AM 11:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
12 OCT 19 PM 6:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W2-52404  
-2125

10/22/12

3

# AUSLEY & MCMULLEN

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET  
P.O. BOX 391 (ZIP 32302)  
TALLAHASSEE, FLORIDA 32301  
(850) 224-9115 FAX (850) 222-7560  
Writer's Direct Line: (850) 425-5476

October 11, 2012

***Via Hand Delivery***

Secretary of State  
2661 Executive Center Circle West  
Tallahassee, Florida 32301

Re: **Magnolia Redevelopment Association, Inc.**  
A not-for-profit corporation

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation. Also enclosed is our check in the amount of:

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of Status

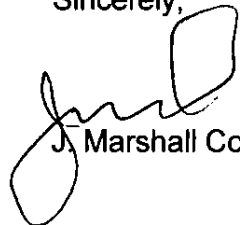
\$78.75  
Filing Fee &  
Certified Copy

\$87.50  
Filing Fee,  
Certified Copy &  
Certificate of Status

I would appreciate your calling my legal assistant, Kristin Godfrey, at 425-5453 when the certified copy is ready, and I will arrange for someone to pick it up. Please do not hesitate to call me or Kristin if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,

  
J. Marshall Conrad

/dmw  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
DEPARTMENT OF STATE  
12 OCT 19 AM 9:28

October 12, 2012

AUSLEY & MCMULLEN \*\*\*\*\*WALK-IN\*\*\*\*\*  
ATTN: J. MARSHALL CONRAD  
123 SOUTH CALHOUN STREET  
TALLAHASSEE, FL 32301

SUBJECT: MAGNOLIA REDEVELOPMENT ASSOCIATION, INC.  
Ref. Number: W12000052404

We have received your document for MAGNOLIA REDEVELOPMENT ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 512A00025228

ARTICLES OF INCORPORATION  
OF  
MAGNOLIA REDEVELOPMENT ASSOCIATION, INC.

FILED  
12 OCT 19 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A Florida Not-for-profit Corporation**

The undersigned, who is a citizen of the United States, desires to form a non-profit corporation under the "Florida Not For Profit Corporation Act" (Chapter 617, Florida Statutes) for the purposes and with the powers set forth below.

**Article 1.  
Name**

The name of this corporation shall be Magnolia Redevelopment Association, Inc. (the **Association**).

**Article 2.  
Principal Office**

The principal place of business and mailing address of the Association shall be 241 John Knox Road, Suite 200, Tallahassee, Florida 32303.

**Article 3.  
Corporate Purposes**

The Association shall be a nonprofit organization formed and operated to:

a. exercise all of the powers and privileges and perform all of the duties and obligations of the Association arising from or set forth in the Declaration of Restrictive Covenants, Conditions and Restrictions and Grant of Easement, recorded on October 10, 2012, in O. R. Book 4427, Page 1645, Public Records of Leon County, Florida, or to be recorded in the Public Records of Leon County, Florida (collectively, the **Declaration**), as further amended and supplemented from time to time; and

b. acquire, own, control, operate, manage, maintain, insure, and repair any portion or portions of the land described in **the Declaration** for the common use and benefit of all the Members as more particularly described in the Declaration.

**Article 4.  
Corporate Powers**

The Association shall have the following powers:

- a. all powers accorded not-for-profit corporations under the laws of the State of Florida that are not in conflict with these Articles of Incorporation or the Declaration;
- b. all powers and duties set forth in the Declaration and any amendments or supplements thereto that may now or hereafter be recorded in the Public Records of Leon County, Florida; and
- c. all powers reasonable necessary to implement and effectuate the purposes of the Association.

**Article 5.**  
**Membership and Voting Rights**

The classes of membership and Members of the Association and their respective voting rights shall be set forth in the Bylaws of the Association.

**Article 6.**  
**Board of Directors**

Section 6.01. The powers of the Association shall be exercised by or under the authority of, and the affairs of the Association shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three (3). The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Association. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

Section 6.02. The initial Board of Directors of the Association shall consist of three (3) members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Association and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

<u>Name</u>	<u>Address</u>
J. Russell Price	241 John Knox Road, Suite 200 Tallahassee, Florida 32303
Marion McCaskey	345 South Magnolia Drive Tallahassee, Florida 32301
Owen C. Ewing	2165 Louisa Drive Belleair Beach, Florida 33786

**Article 7.**  
**Amendments**

These Articles of Incorporation may be amended by the affirmative vote of at least two-thirds of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Association. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

**Article 8.**  
**Bylaws**

The initial Bylaws for the Association shall be adopted by a vote of a majority of the members of the Board of Directors. The bylaws may be amended, altered, or rescinded in the manner provided in the Bylaws.

**Article 9.**  
**Duration**

The corporation shall exist perpetually.

**Article 10.**  
**Incorporators**

The names and addresses of the Incorporators of this Association are as follows:

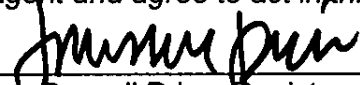
<u>Name</u>	<u>Address</u>
J. Russell Price	241 John Knox Road, Suite 200 Tallahassee, Florida 32303

**Article 11.**  
**Registered Office and Registered Agent**

The name and Florida street address of the Registered Agent of the Association are as follows:

J. Russell Price  
241 John Knox Road, Suite 200  
Tallahassee, Florida 32303

*Having been named as registered agent to accept service of process for the above-named corporation at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
J. Russell Price, Registered Agent

IN WITNESS WHEREOF, we have executed these Articles of Incorporation of **MAGNOLIA REDEVELOPMENT ASSOCIATION, INC.**, on this 18 day of October, 2012.

  
\_\_\_\_\_  
J. Russell Price, Incorporator

Date: Oct 18, \_\_\_\_\_, 2012

FILED  
12 OCT 19 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA