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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**The Henderson Lofts Condominium Association, Inc.**

Certificate of Status	0
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Page Count	01
Estimated Charge	\$70.00

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16 AUG -2 PM 4:17  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE HENDERSON LOFTS CONDOMINIUM ASSOCIATION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is THE HENDERSON LOFTS CONDOMINIUM ASSOCIATION, INC., hereinafter called "Association," and its principal place of business initially will be c/o Newman-Dailey Resort Properties, Inc., 12815 Highway 98 West, Suite 100, Destin, FL 32550.

ARTICLE II - PURPOSE

This corporation is organized as a corporation not-for-profit for the purpose of providing an entity pursuant to Section 718.111, Florida Statutes, for the operation of THE HENDERSON LOFTS, a condominium located in Okaloosa County, Florida. Membership in the Association shall be restricted to all of the record owners of the units in HENDERSON LOFTS. Purchasers shall become members of the association automatically upon the completion of closing of the purchase of a condominium unit in HENDERSON LOFTS.

Further, the Association shall have the responsibility to operate, maintain, and perform routine custodial maintenance of any surface water or stormwater management system and any stormwater discharge facility exempted or permitted by the Northwest Florida Water Management District or other state agency on the property of the Association or within the common area of HENDERSON LOFTS, and shall have all powers necessary to establish rules and regulations, assess members, and contract for services for the maintenance and operation thereof. Further, the Association has all financial, legal and administrative capability required to provide for the long-term operation and routine custodial maintenance of all water management systems located on the property of the Association or within the common area of HENDERSON LOFTS. The operation, maintenance and management of the surface or stormwater management system shall be performed consistent with the requirements of the Northwest Florida Water Management District Permit.

ARTICLE III - TERM

The term of the Association shall be the life of the condominium, unless the Association is terminated by the termination of the condominium in accordance with the provisions of the Declaration. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the stormwater management system must be transferred to and accepted by an entity which complies with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume I, Section 12.3, and be approved by the Northwest Florida Water Management District prior to such termination, dissolution or liquidation.

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ARTICLE IV - SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is as follows:  
Dawn E. Stuntz, 4475 Legendary Drive, Destin, Florida 32541.

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CLERK OF COURT  
TALLAHASSEE, FLORIDA

ARTICLE V - DIRECTORS

The affairs of the Association will be managed by a board consisting of three directors.

Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies of the board of directors shall be filled in the manner provided in the Bylaws.

In accordance with Florida law, as it may be amended, if unit owners other than the developer own 15 percent or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the developer are entitled to elect at least one-third of the members of the board of administration of the association. Unit owners other than the developer are entitled to elect at least a majority of the members of the board of administration of an association, upon the first to occur of any of the following events:

- (a) Three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;
- (b) Three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;
- (c) When all the units that will be operated ultimately by the association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business;
- (d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business;
- (e) When the developer files a petition seeking protection in bankruptcy;
- (f) When a receiver for the developer is appointed by a circuit court and is not discharged within 30 days after such appointment, unless the court determines within 30 days after appointment of the receiver that transfer of control would be detrimental to the association or its members; or
- (g) Seven years after the date of the recording of the certificate of a surveyor and mapper pursuant to s. 718.104(4)(e) or the recording of an instrument that transfers title to a unit in the condominium which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first; or, in the case of an association that may ultimately operate more than one condominium, 7 years after the date of the recording of the certificate of a surveyor and mapper pursuant to s. 718.104(4)(e) or the recording of an instrument that transfers title to a unit which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first, for the first condominium it operates; or, in the case of an association operating a phase condominium created pursuant to s. 718.403, 7 years after the date of the recording of the certificate of a surveyor and mapper pursuant to s. 718.104(4)(e) or the recording of an instrument that transfers title to a unit which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first.

The developer is entitled to elect at least one member of the board of administration of an association as long as the developer holds for sale in the ordinary course of business at least 5 percent, in condominiums with fewer than 500 units, and 2 percent, in condominiums with more than 500 units, of the units in a condominium operated by the association. After the developer relinquishes control of the association, the developer may exercise the right to vote any developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the association or selecting the majority members of the board of administration.

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:

William O. Hagerman  
959 Ridgeway Loop Road  
Memphis, TN 38120

Shannon Howell  
2701 Scenic Hwy 98 Unit 5  
Destin, FL 32541

Patrick McCarthy  
2050 W. Co. Hwy 30A,  
Suite M1-117,  
Santa Rosa Beach, FL 32459

#### ARTICLE VI - OFFICERS

The affairs of the Association shall be administered by the officers elected by the board of directors at its first meeting following the annual meeting of the members of the Association, which officers shall serve at the pleasure of the board of directors. The names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

President -	William O. Hagerman
Vice President-	Shannon Howell
Secretary/Treasurer-	Patrick McCarthy

#### ARTICLE VII - BYLAWS

The first Bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

#### ARTICLE VIII - AMENDMENTS

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

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

A resolution approving a proposed amendment may be proposed by either the board of directors or by the members of the Association. Directors and members not present in person or

by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting.

Approval of an amendment must be by not less than 66-2/3% of the votes of the entire membership of the Association.

No amendments shall make any changes in the qualifications for membership nor the voting rights of members.

A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Walton County, Florida.

#### ARTICLE IX - RESIDENT AGENT

The Association has named Dawn E. Stuntz, whose address is 4475 Legendary Drive, Destin, Florida 32541, as its resident agent to accept service of process within the State.

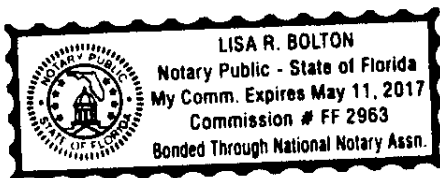
IN WITNESS WHEREOF, the subscriber has hereunto affixed her signature this 2nd day of August, 2016.

*Dawn E. Stuntz*  
Dawn E. Stuntz

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 2nd day of August 2016, by Dawn E. Stuntz. Such person did not take an oath and:

☒ is personally known to me.  
☐ produced a current Florida driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.  
{Notary Seal must be affixed}

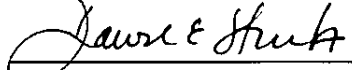


*Lisa R. Bolton*  
Signature of Notary  
Lisa R. Bolton  
Name of Notary (Typed, Printed or Stamped)  
Commission Number (if not legible on seal):  
My Commission Expires (if not legible on seal):

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TALLAHASSEE, FLORIDA

OATH OF RESIDENT AGENT

I, Dawn E. Stuntz, having been named to accept service of process for THE HENDERSON LOFTS CONDOMINIUM ASSOCIATION, INC., at 4475 Legendary Drive, Destin, Florida 32541 hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
Dawn E. Stuntz

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