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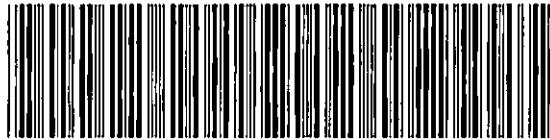
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CAPITAL CONNECTION, INC.

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THE GAILEY ESTATES

HOME OWNERS ASSOCIATION, INC.

✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
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8/25/17

Name

Date

Time

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**Articles of Incorporation
of
The Gailey Estates Home Owners Association, Inc.,
a Florida Nonprofit Corporation**

I, the undersigned natural person of legal age, who is a citizen of the State of Florida, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

Article I.

The name of the corporation is The Gailey Estates Home Owners Association, Inc. (hereinafter the "Association") and the principal address is 50 Hatchew Road, Miramar Beach, Florida 32550.

Article II.

The Association is a nonprofit corporation.

Article III.

The period of its duration is perpetual.

Article IV.

The Association is formed for the primary purpose of providing for the maintenance, preservation, and architectural control of the residential lots and common areas within a certain subdivided tract of land known as Gailey Estates, and to promote the health, safety, and welfare of the residents within the above-described Subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

In furtherance of such purposes, the Association will have the power to:

- (a) perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the "Declaration") applicable to the Subdivision and to be recorded in the public records of Walton County, Florida;
- (b) affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means; and 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 on the property of the Association;
- (c) acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association;

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class of members, mortgage, pledge, convey by deed of 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 areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer will be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale, or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation must have the consent by vote or written instrument of two-thirds of each class of members; and

(g) have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and will be operated exclusively for the above purposes. The activities of the Association will be financed by assessments on members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member.

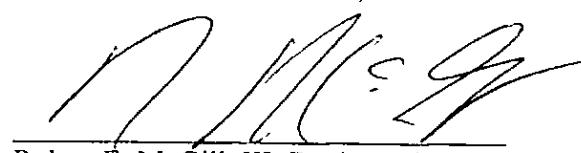
Article V.

The Association shall operate, maintain and manage the stormwater management system(s) in a manner consistent with the applicable Agency rules, and shall assist in the enforcement of the restrictions and covenants contained therein.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the stormwater management system. These assessments shall be used for the maintenance and repair of the stormwater management systems and mitigation or preservation areas, including but not limited to work within retention areas, drainage structures and drainage easements.

Article VI.

The street address of the initial registered office of the Association is 36008 Emerald Coast Parkway, Suite 301, Destin, Florida 32541, and the name of its initial registered agent at that address is Robert E. McGill, III.



Robert E. McGill, III, Registered Agent

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Article VII.

The Association will have two classes of voting members, which are defined as follows:

Class A. Class A members will include all owners with the exception of the Declarant, as that term is defined in the Declaration. Class A members will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all of those persons will be members. The vote for such lot will be exercised as such members determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B member will be the Declarant, as that term is defined in the Declaration. The Declarant will be entitled to three votes for each lot owned. The Class B membership will cease and be converted to Class A membership as provided in the Declaration.

Article VIII.

Every person or entity who/which is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the Association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, will be a member of the Association. Membership will be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

Article IX.

The number of directors constituting the initial Board of Directors of the Association is three, and the names and addresses of the persons who are to serve as the initial directors are:

D. Clayton McHenry	50 Hatchew Road, Miramar Beach, FL 32550
Tracy R. Chaney	50 Hatchew Road, Miramar Beach, FL 32550
Michael R. Gailey	50 Hatchew Road, Miramar Beach, FL 32550

Directors will be elected or appointed pursuant to the method stated in the Bylaws.

Article X.

On dissolution, the assets of the Association will be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets will be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

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Article XI.

The name and street address of the incorporator is:

Robert E. McGill, III
36008 Emerald Coast Pkwy., Suite 301
Destin, Florida 32541

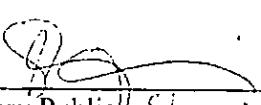
Executed at Destin on the 24th day of August, 2017.

Robert E. McGill, III, Incorporator

State of Florida
County of Okaloosa

I, certify that on this 24th day of August, 2017, Robert E. McGill, III, being first duly sworn, personally appeared before me and declared that he is the person who signed the foregoing document as Incorporator, and that the statements contained therein are true.

In witness, I have set my hand and on the date first above-written.


Notary Public) Sherri A. Jankowski
My commission expires:

[Seal]

