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**FLORIDA PROFIT/NON PROFIT CORPORATION
DESTIN COMMONS ARTS & ENTERTAINMENT ASSOCIATION
INC.**

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**ARTICLES OF INCORPORATION
OF
DESTIN COMMONS ARTS & ENTERTAINMENT ASSOCIATION INC.**

In order to form a corporation not for profit under and in accordance with the provisions of Chapters 617 and 720 of the Florida Statutes, the undersigned incorporator hereby incorporates this corporation not for profit for the purposes and with the powers hereinafter set forth and, to that end, the undersigned, by these Articles of Incorporation certifies as follows:

**ARTICLE I
DEFINITIONS**

The following words and phrases when used in these Articles of Incorporation (unless the context clearly reflects another meaning) shall have the following meanings:

1. "Articles" means these Articles of Incorporation and any amendments hereto.
2. "Association" means Destin Commons Arts & Entertainment Association Inc., a Florida corporation not for profit. Association is NOT a condominium association and is not intended to be governed by Chapter 718, Florida Statutes (the Condominium Act).
3. "Board" means the Board of Directors of the Association.
4. "Bylaws" means the Bylaws of the Association and any amendments thereto.
5. "County" means Okaloosa County, Florida.
6. "Declaration" means the Declaration of Covenants, Restrictions and Easements for DESTIN COMMONS ARTS & ENTERTAINMENT ASSOCIATION INC., which is intended to be recorded amongst the Public Records of the County, and any amendments thereto.
7. "Director" means a member of the Board.
8. "Governing Documents" means the Declaration, the Articles, and the Bylaws, and all of the instruments and documents

referred to herein and therein, including, but not limited to, any amendment(s).

9. "Member" means a member of the Association.

10. "Member" means a member of the Association.

ARTICLE II

NAME

The name of the corporation shall be DESTIN COMMONS ARTS & ENTERTAINMENT ASSOCIATION INC., a Florida corporation not-for-profit, whose principal address and mailing address is 4100 Legendary Drive, Suite 270, Destin, Florida 32541.

ARTICLE III

PURPOSES

The purpose for which the Association is organized is to promote arts and entertainment events of the Destin Commons Mall located in Destin, Florida (the "Mall") to promote the business of the tenants at the Mall (the "Tenants") by generating exposure to shoppers and customers, by collecting from the customers of Tenants a voluntary contribution as set forth in the Bylaws (the "Business").

ARTICLE IV

POWERS

The Association shall have the following powers and shall be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not for profit.

B. The Association shall have all of the powers granted to the Association in the Governing Documents. All of the provisions of the Declaration and-Bylaws which grant powers to the Association-are incorporated into these Articles.

C. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

1. To perform any act required or contemplated by it under the

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Governing Documents.

2. To make, establish, amend, abolish (in whole or in part) and enforce reasonable rules and regulations governing the use of the Association Property.

3. To employ personnel, retain independent contractors and professional personnel, and enter into contracts to provide for the promotion of the Business.

4. To enter into the Declaration and any amendments thereto and instruments referred to therein.

5. To assign and/or delegate any right, duty or obligation of the Association as it deems necessary.

ARTICLE V
MEMBERS AND VOTING

The qualification of Members of the Association, the manner of their admission to membership, the manner of the termination of such membership and the manner of voting by Members shall be as follows:

A. The owner of the Mall shall be the initial Member (the "Class A Member").

B. The Class A Member shall be entitled to appoint additional Members who must be Tenants at the Mall in order to maintain their membership status (the "Class B Members").

C. The Association shall have two (2) classes of voting membership:

1. "Class A Members" shall be entitled to three times the total number of votes of each Class B Member plus one.

2. "Class B Members" shall be entitled to one (1) vote each.

D. No Member may assign, hypothecate or transfer in any manner its membership in the Association.

E. Unless some greater number is provided for in the Governing Documents, a quorum shall consist of persons entitled to cast at least fifty percent (50%) of the total number of votes of the

Members.

ARTICLE VI
TERM

The term for which this Association is to exist shall be perpetual. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar homeowners association or a public agency having a similar purpose, or any Member may petition the appropriate circuit court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and its properties in the place and stead of the dissolved Association and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

ARTICLE VII
INCORPORATOR

The name and street address of the Incorporator is Heather Ruiz, whose address is 4100 Legendary Drive, Suite 270, Destin, Florida, 32541.

ARTICLE VIII
OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President(s), Secretary and Treasurer, and, if any, by the Assistant Secretary(ies) and Assistant Treasurer(s), subject to the directions of the Board. Except for officers elected prior to the Turnover Date, officers must be Members, or the parents, children or spouses of Members.

The Board shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The President shall be elected from amongst the membership of the Board, but no other officer need be a Director. The same person may hold two or more offices, the duties of which are not incompatible; provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE IX
FIRST OFFICERS

The names of the officers who are to serve until the first

election of officers by the Board are as follows:

President	Robert Perry 4100 Legendary Drive, Suite 270 Destin, Florida 32541
Vice President	Heather Ruiz 4100 Legendary Drive, Suite 270 Destin, Florida 32541
Vice President	Dean Smith 4100 Legendary Drive, Suite 270 Destin, Florida 32541
Treasurer	Rachel Guidry 4100 Legendary Drive, Suite 270 Destin, Florida 32541
Secretary	Jessica Johnsey 4100 Legendary Drive, Suite 270 Destin, Florida 32541

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ARTICLE X

BOARD OF DIRECTORS

A. The number of Directors on the first Board of Directors of the Association ("First Board") shall be no less than three (3) and no more than four (4). The number of Directors elected by the Members to the Initial Elected Board (as hereinafter defined) and to the boards subsequent to the "Declarant's Resignation Event" (as hereinafter defined) shall be an odd number of no less than three (3) nor more than seven (7). The Board shall determine the number of Directors to comprise the Board prior to each meeting at which Directors are to be elected. Except for Declarant-appointed Directors, Directors must be Members or the parents, children or spouses of Members. Except that if a Lot is owned by an entity and not an individual, such entity may only appoint a partner, shareholder, member, manager, director or officer of such entity or any of its constituent entities on its behalf to be eligible to serve on the Board and/or as an Officer. Each Director shall have only one (1) vote.

B. The names and addresses of the persons who are to serve as Directors on the First Board are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Robert Perry	4100 Legendary Drive, Suite 270 Destin, Florida 32541
Heather Ruiz	4100 Legendary Drive, Suite 270 Destin, Florida 32541
Oscar Pacheco	19501 Biscayne Blvd. Suite 400 Aventura, FL 33180

The Class A Member reserves the right to replace and/or designate and elect successor Directors to serve on the First Board for so long as the First Board is to serve, as hereinafter provided.

C. The Board shall continue to be so designated and elected, as described herein, at each subsequent "Annual Members' Meeting" (as defined in the Bylaws).

A Director (other than a Class A appointed Director) may be removed from office upon the affirmative vote or agreement in writing of a majority of the voting interests of the Members for any reason deemed to be in the best interests of the Members.

ARTICLE XI **INDEMNIFICATION**

Each and every Director and officer of the Association shall be indemnified by the Association from and against any and all losses, claims, demands, suits, actions, causes of action, liabilities (including, without limitation, property damage, personal injury and/or death), judgments, damages (including, without limitation, consequential and/or punitive damages), fines, liens, encumbrances, penalties, costs and expenses of whatever nature or kind (including, without limitation, reasonable fees for attorney and paralegal services and all costs and court costs through and including all trial, appellate and post-judgment levels and proceedings), related to, arising out of and/or resulting from his/her being or having been a Director or officer of the Association, and the

foregoing provision for indemnification shall apply whether or not such person is a Director or officer at the time such cost, expense or liability is incurred. Notwithstanding the above, (i) in the event of a settlement in connection with any of the foregoing, the indemnification provisions provided in this Article XI shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the costs and expenses of such settlement as being in the best interest of the Association, and (ii) in the event a Director or officer admits that he/she is or is adjudged guilty of willful misconduct or gross negligence in the performance of his/her duties, the indemnification provisions of this Article XI shall not apply. The foregoing right of indemnification provided in this Article XI shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer of the Association may be entitled under statute or common law.

ARTICLE XII

BYLAWS

The Bylaws shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the Bylaws. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE XIII

AMENDMENTS

A. These Articles may be amended only by an instrument in writing signed by the Secretary of the Association and filed in the Office of the Secretary of State of the State of Florida.

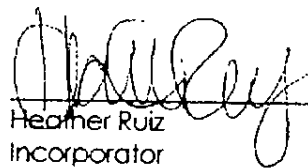
B. Any instrument amending these Articles shall identify the particular article or articles being amended and shall provide a reasonable method to identify the amendment being made. A certified copy of each such amendment shall be attached to any certified copy of these Articles, and a copy of each amendment certified by the Secretary of State shall be recorded amongst the Public Records of the County.

ARTICLE XIV
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the initial registered agent of the Association is:

NRAI Services, Inc.
1200 South Pine Island Road
Plantation, Florida 33324

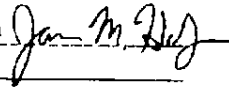
The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on January 23, 2018.


Heather Ruiz
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with and accept the obligations of such position.

NRAI SERVICES, INC.

By: CT Corporation System 
Name: James M. Halpin
Title: Assistant Secretary

Dated: 1/23, 2018

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1/31/2018 5:15:57 PM PAGE 1/001 Fax Server



January 31, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION

SUBJECT: DESTIN COMMONS ARTS & ENTERTAINMENT ASSOCIATION INC.
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