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FLORIDA PROFIT/NON PROFIT CORPORATION

Osprey Pointe at Powell Association, Inc.

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**Articles of Incorporation
of
Osprey Pointe at Powell Association, Inc.**

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, *Florida Statutes*, and certify as follows:

**ARTICLE I: NAME, PRINCIPAL OFFICE
MAILING ADDRESS AND REGISTERED AGENT**

Section 1. Name. The name of this corporation is **Osprey Pointe at Powell Association, Inc.** For convenience, the corporation shall be referred to in these Articles as the "Association".

Section 2. Principal Office. The street address of the principal office of the Association is 303 Dec Road, Opp, Alabama 36467.

Section 3. Mailing Address. The mailing address of the corporation is P.O. Box 242, Opp, Alabama 36467.

Section 4. Registered Agent and Address. The initial registered agent of the Association shall be Denise Hallmon Rowan, Esq., whose address shall be 1022 West 23rd Street, Suite 600, Panama City, Florida 32405.

ARTICLE II: DURATION

The duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence at the time of the filing of the Articles of Incorporation with the Department of State.

ARTICLE III: PURPOSE

Section 1. The specific purpose and primary purpose for which this Association is organized is to enforce restrictive covenants in a subdivision known as Osprey Pointe at Powell and to maintain the common areas, including but not limited to the operation and maintenance of a storm water management facility and to assess owners for the costs thereof.

Section 2. The Association is formed and shall be operated exclusively for the benefit of the members of the Association and for non-profit purposes. No part of the net earning shall inure to the benefit of any member, trustee or officer of the Association except as provided by law.

Section 3. This Association shall have and exercise all power conferred upon non-profit corporations under the laws of the State of Florida generally, and specifically as provided in Chapters 617 and 720 of the Florida Statutes.

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ARTICLE IV: POWERS

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

Section 1. The Association shall have all the common law and statutory power of a corporation not for profit not in conflict with the terms of these Articles or the Declaration of Covenants and Restrictions of Osprey Pointe at Powell.

Section 2. The Association shall have all the powers and duties set forth in these Articles and the Declaration of Covenants and Restrictions of Osprey Pointe at Powell and in §720.30, *Florida Statutes*, et seq., including but not limited to the following:

a. To hold title to and own fee simple or other lesser interest in real, personal, or mixed property, wherever situated, and to lease, mortgage and convey same.

b. To make and collect assessments against the members as lot owners to defray the costs, expenses and losses related to the common property of the Association.

c. To use the proceeds of the assessments in the exercise of these powers and duties.

d. To maintain, repair, replace and operate the common property operated by the Association.

e. To purchase insurance upon the common property operated by the Association, or the other property of the Association and insurance for the protection of the Association and its members.

f. To reconstruct improvements after casualty and to further improve the common property operated by the Association, or any other property of the Association.

g. To make and amend reasonable regulations respecting the use of the common property operated by the Association, or any other property of the Association.

h. To enforce by legal means the provisions of the Declaration of Covenants and Restrictions of Osprey Pointe at Powell, these Articles, the By-Laws of the Association, and regulations for the use of the common property operated by the Association, or any other property of the Association.

i. To contract for the management of the Association, the common property, and to delegate to such contractor all powers and duties of the Association except such as are specifically required to have approval of the Board of Directors or the membership of the Association.

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j. To contract with the Powell LV, LLC (the "Declarant"), its successors and assigns, and any of the partners of the Declarant, their officers, directors, partners or shareholders.

k. To employ personnel to perform the services required for the proper operation, management, maintenance, or control of the Association, the common property, or any other property of the Association.

l. To hire attorneys or other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the members of the Association where such actions or rights are common to all members, or a substantial number of the members, and to bring such action in the name of and on behalf of the members.

Section 3. All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in equal shares.

ARTICLE V: QUALIFICATION AND ADMISSION OF MEMBERS

The members of this Association, their qualifications and manner of admission, the property, voting and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection thereof, and the termination and transfer of membership shall be by ownership of a lot within Osprey Pointe at Powell subdivision.

ARTICLE VI: REGISTERED OFFICE AND REGISTERD AGENT

The street address of the Association's initial registered office is 1022 West 23rd Street, Suite 600 Panama City, Florida 32405 and the name of the Association's initial registered agent at such address is Denise H. Rowan, Esq.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

Section 1. The affairs of the Association will be managed by a Board of Directors consisting of three (3) directors who shall be designated or elected as hereinafter set forth. Directors need not be members of the Association.

Section 2. The names and addresses of the members of the initial Board of Directors who have been designated as such by the Declarant and who shall hold office until their successors are designated or elected as herein provided and have qualified or until removed as herein provided are as follows:

NAME	ADDRESS
Brett Ballard	P.O. Box 242 Opp, Alabama 36467
George S. Hammer	P.O. Box 242 Opp, Alabama 36467

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Daniel P. Sloan

P.O. Box 242 Opp, Alabama 36467

Until owners other than the Declarant are entitled to elect members of the Board of Directors, the members of the Board of Directors shall be designated by the Declarant and may be changed from time to time as the Declarant, in its sole discretion, may determine.

Section 3. Members other than the Declarant are entitled to elect at least a majority of the members of the Board of Directors within three (3) month after ninety percent (90%) of the lots within Osprey Pointe at Powell have been conveyed to members.

Section 4. The Declarant is entitled to elect as least one (1) member of the Board of Directors as long as the Declarant holds for sale in the ordinary course of business at least five percent (5%) of the lots in Osprey Pointe at Powell. After the Declarant relinquishes control of the Association, the Declarant may exercise the right to vote any lot which Declarant owns in the same manner as any other member, except for the purposes of regaining control of the Association or selecting the majority of the members to the Board of Directors.

ARTICLE VIII: OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and 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:

NAME	ADDRESS
George S. Hammer, President	P.O. Box 242 Opp, Alabama 36467
Daniel P. Sloan, Vice President/Treasurer	P.O. Box 242 Opp, Alabama 36467
Brett Ballard, Secretary	P.O. Box 242 Opp, Alabama 36467

ARTICLE IX: INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors' and officers' liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

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ARTICLE X: BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XI: AMENDMENTS

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

Section 1. 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.

Section 2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the President or Vice President at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than two-thirds (2/3) of the vote of the entire membership of the Association.

Section 3. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon any lot within Osprey Pointe at Powell.

Section 4. A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Bay County, Florida.

ARTICLE XII: BASIS UNDER WHICH ASSOCIATION IS ORGANIZED

Section 1. This Association is organized under a non-stock basis.

Section 2. The Association is a not-for-profit corporation as defined by the Florida Not-For-Profit Corporation Act in Chapter 617 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of and its net earning nor any part thereof is distributable to, its members, directors, officers or other private persons except as specifically permitted under the provisions of the Florida Not-For-Profit Corporation Act.

ARTICLE XIII: STANDING COMMITTEES

This Association shall have the authority to establish standing committees in the manner as provided for in the By-Laws. The powers and duties of the standing committees shall be specified in the By-Laws.

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ARTICLE XIV: INCORPORATOR

The name and address of the initial incorporator is as follows: Powell LV, LLC, 303 Dec Road, Opp, Alabama 36467.

ARTICLE XV: DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) or 170 (c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such Code as subsequently amended, or to the federal, state or local government to be used exclusively for public purposes.

IN WITNESS WHEREOF, the Incorporator has affixed her signature this 30 day of March, 2018.

Powell LV, LLC, an Alabama limited liability company

By: Brett Ballard
Name: Brett Ballard
Title: Authorized Signatory

CONSENT OF REGISTERD AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Denise H. Rowan
Denise Hallmon Rowan, Esq.

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