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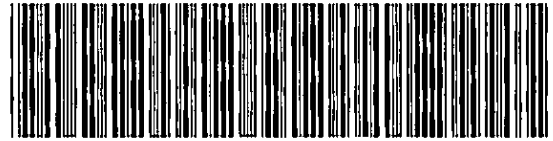
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 13, 2018

JOHN R. DOWD, JR, ESQ.
25 BEAL PKWY, NE SUITE 230
FORT WALTON BEACH, FL 32548

SUBJECT: SOUTHSIDE LOFTS OWNERS ASSOCIATION, INC.
Ref. Number: W18000055046

We have received your document for SOUTHSIDE LOFTS OWNERS ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 918A00012298

2018 JUN 10 PM 2:42
DIVISION OF CORPORATIONS
REGISTRAR'S OFFICE

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2018 JUN 10 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOUNDSIDE LOFTS OWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I.

Corporate Name

The name of the corporation is SOUNDSIDE LOFTS OWNERS ASSOCIATION, INC., hereinafter called the "the Association."

ARTICLE II.

Corporation Not For Profit

The Association is incorporated as a corporation not for profit under the provisions of the laws of the State of Florida.

ARTICLE III.

Principal Place of Business

The initial mailing address of the association shall be 25 Beal Parkway, N.E., Suite 230, Fort Walton Beach, Florida 32548. The principal office of the Association shall be located at the mailing address or at any other place as may be subsequently designated by the Board of Directors of the Association.

ARTICLE IV.

Registered Agent

The name and address of the initial registered agent is John R. Dowd, Jr., whose address is 25 Beal Parkway, N.E., Suite 230, Fort Walton Beach, Florida 32548, and who is appointed the initial registered agent of the Association and who is authorized to accept service of process within the State of Florida.

ARTICLE V.

Purpose and Powers of the Association

The Association is not formed for pecuniary gain or profit, direct or indirect, to itself or to its members, directors or officers. The specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the Soundside Lofts units (hereinafter called "Units"), improvements and common areas within that certain tract of property in Okaloosa County, Florida (hereinafter called the "Property") described as follows:

SEE EXHIBIT A

It shall further be the purpose of the association to implement the provisions of the declaration and subsequent addenda, and from time to time amend the declaration of Soundside Lofts to be recorded in the Public Records of Okaloosa County, Florida.

In addition, it shall be a further purpose and the Association shall have the power to promote the health, safety, common good, general convenience and social welfare of the residents within the above described property and any additions to it as may be brought within the jurisdiction of this Association for this purpose.

The Association shall have the power and obligation:

(a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the declaration, these articles or the bylaws of association.

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of association as set forth in a declaration applicable to the property and recorded in the public records of Okaloosa County, Florida, and as may be amended from time to time, the declaration being incorporated by reference as if set forth in its entirety.

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the declaration; to pay all expenses in connection and all other expenses incident to the conduct of the business of association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of association.

(d) To manage, operate, maintain and repair all of the common facilities of Soundside Lofts including but not limited to an entrance sign, walkways, drives, and other facilities enjoyed in common by the owners of Soundside Lofts, as well as all other powers as set forth in the declaration referenced here.

(e) To manage, operate, maintain and repair the stormwater management system, including any and all stormwater discharge facilities, located on the Property.

(f) To purchase insurance on the property of the association and insurance for the protection of the association and its members.

(g) To reconstruct improvements after casualty and make further improvements on the property.

(h) To carry out and to enforce by legal means the provisions of the declaration, and the articles of incorporation and bylaws of association, and the rules and regulations adopted pursuant to it.

(i) To employ personnel to perform the services required for proper operation of association.

(j) To acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of association.

(k) To borrow money, and, with the assent of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

ARTICLE VI.

Membership

Section 1. Membership Generally: No person except an owner of a Unit or Units, or the developer as referenced in the declaration, is entitled to membership in the Association. The duration of membership and the rights and obligations associated with membership shall be in accordance with the terms in the declaration. All Unit owners and developers, regardless of whether a developer is also a Unit owner, shall be either class A or class B members of the Association as provided in this article.

Section 2. Class A Membership: Until termination of class B membership, as provided in Section 3 of this article, every owner who holds record title to a Unit that is subject to assessment under the declaration shall be a class A member of the Association. Each class A membership shall be appurtenant to the Unit and shall be transferred automatically with a conveyance of record title to the Unit. An owner of more than one Unit is entitled to one class A membership for each Unit to which the owner holds record title. If more than one person hold an interest in any Unit, all such persons shall be members; provided however, that only one vote shall be cast with respect to any one Unit. No person other than an owner may be a class A member of the Association, and a class

A membership may not be transferred except by a transfer of record title to the Unit to which it is appurtenant.

Section 3. Class B Membership: The Declarant, as defined the declaration shall be a class B member of association. The class B membership shall terminate and be converted to class A membership on the following events:

Three months after the total votes outstanding in class A membership equals 90% of the total votes outstanding of class A and class B membership, or when the Declarant holds for sale less than 5 percent of the total number of Units.

On termination of class B membership, all provisions of the Declaration, articles, or bylaws referring to class B membership shall be without further force or effect.

ARTICLE VII.

Voting Rights

Section 1. Class A Voting: All class A members shall be entitled to one vote for each Unit owned. If more than one person holds record title to a Unit, there shall be only one vote cast with respect to the lot, exercised as the owners determine among themselves.

Section 2. Class B Voting: The class B members shall be entitled to two votes for each Unit owned. In addition, until such a time as the class B membership is converted to class A membership, the class B membership shall have a right of veto on all questions coming before the membership for a vote.

ARTICLE VIII.

BOARD OF DIRECTORS

Section 1. Number of Directors: The affairs of the Association shall be managed and governed by a board of directors consisting of at least three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Name:

Address:

James E. Nabors

25 Beal Parkway, Suite 230
Fort Walton Beach, Florida 32548

James E. Nabors, III

25 Beal Parkway, Suite 230
Fort Walton Beach, Florida 32548

John R. Dowd, Jr.

25 Beal Parkway, Suite 230
Fort Walton Beach, Florida 32548

Section 2. Attendance of Meetings: Action By Directors Without A Meeting: Members of the board of directors may participate in a meeting of the board by means of a conference telephone or similar means of communication whereby all persons participating in the meeting may hear one another. Participation by these means shall be considered the equivalent of being present, in person, at the meeting. Action by the board may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the directors and filed in the minutes of the proceedings of the board. The consent shall have the same effect as a unanimous vote.

ARTICLE IX.

Officers

The affairs of the Association shall be administered by a president, a vice president, a secretary and a treasurer and any other officers as may be designated from time to time by the directors. The officers shall be elected or designated by the board of directors at its initial meeting and at the first meeting following the annual meeting of the members of the Association.

ARTICLE X.

Indemnification

Every director and every officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, or by reason of him or her having served the Association at its request, whether or not he or she is a director or officer or member serving the Association at the time the expenses or liabilities are incurred, except when the director, officer or member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approve the settlement and reimbursement as being in the best interest of the Association. This right of indemnification shall be in addition to and not exclusive of all other rights to which the director, officer or member serving the Association may be entitled.

ARTICLE XI.

By-Laws

The Association may be dissolved on written consent signed by members holding not less than 80% of the total number of votes of each class of members. On dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this association was created. In the event that the dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to any similar purposes.

ARTICLE XII.

Term

The term of the Association shall be perpetual or until such a time as the not-for-profit corporation is dissolved pursuant to hereto.

ARTICLE XIII.

Amendments

Amendments to the articles of incorporation shall be proposed and adopted in the following manner:

Section 1. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. Vote: A resolution for the adoption of an 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 meeting considering the amendment may express their approval in writing, providing that the approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, the resolutions may be adopted by the developer as long as the developer has control of the Association, and upon the Developer turning over the Association, an amendment must be adopted by not less than 50% of the votes of the entire membership of the Association.

Section 3. Limit on amendments: No amendment shall make any changes in the qualifications for membership nor in the voting rights of members, without approval in writing by all members.

Section 4. Certification: A copy of each amendment shall be certified by the secretary of state.

ARTICLE XIV.

Incorporator

The name and address of the incorporator of these articles of incorporation is as follows:


Name

John R. Dowd, Jr.

Address

Dowd Law Firm, P.A.
25 Beal Parkway, N.E., Suite 230
Fort Walton Beach, Florida, Florida 32548

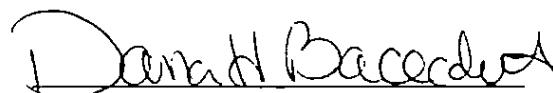
In witness of the above, for the purpose of forming this corporation under the laws of the State of Florida, we have executed these Articles of Incorporation on the 5th day of June, 2018.



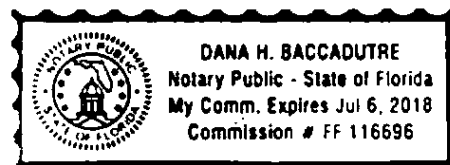
John R. Dowd, Jr.

State of Florida
County of Okaloosa

Before me, the undersigned authority, personally appeared John R. Dowd, Jr. who after being duly sworn, acknowledges that he executed the above articles of incorporation for the purposes expressed in them on the 5th day of June, 2018.



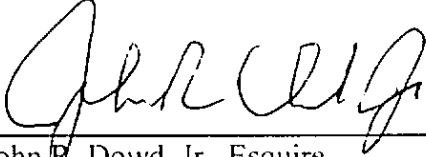
Notary Public State of Florida:
My Commission Expires: 7-6-18



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Article IV of the foregoing Articles of Incorporation of SOUND SIDE LOFTS OWNERS ASSOCIATION, INC., the undersigned, John R. Dowd, Jr., Esquire, who is the designated registered agent for said corporation, and whose registered office address is 25 Beal Parkway, N.E., Suite 230, Fort Walton Beach, Florida 32548, hereby acknowledges and affirms that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated this 5th day of July, 2018.



John R. Dowd, Jr., Esquire
Dowd Law Firm, P.A.

EXHIBIT "A"
LEGAL DESCRIPTION

Lots 80, 81, 82, 83, and 84, Block 3, SANTA ROSA ISLAND, according to the Plat thereof recorded in Plat Book 2, at Page 84B, of the Public Records of Okaloosa County, Florida.

Property Appraiser's Parcel ID Nos. 00-2S-24-2185-0003-0820; 00-2S-24-2185-0003-0810; and 00-2S-24-2185-0003-0800.