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**FLORIDA PROFIT/NON PROFIT CORPORATION
MAKENNA ESTATES HOMEOWNERS ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
MAKENNA ESTATES HOMEOWNERS ASSOCIATION, INC.

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a not for profit corporation under the "Florida Not-For-Profit Corporation Act."

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be MAKENNA ESTATES HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II
EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE III
DEFINITIONS

Section 3.1 For ease of reference, these Articles of Incorporation shall be referred to as the "Articles". The terms used in these Articles shall have the same definition and meaning as those set forth in the Declaration of Covenants, Conditions, Restrictions, Easements, and Assessments for Makenna Estates ("Declaration") to be recorded in the Public Records of Escambia County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT AND CORPORATE OFFICE

The street address of the initial registered office of the Association is:

127 Palafox Place, Suite 200
Pensacola, FL 32502

and the name of the initial registered agent of the Association at said address is:

Stephen R. Moorhead

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The address of the principal corporate office of the Association is:

5805 Saufley Field Road
Pensacola, FL 32526

ARTICLE V
INCORPORATOR

The name and address of the incorporator of the Association is: Stephen R. Moorhead,
127 Palafox Place, Suite 200, Pensacola, FL 32502.

ARTICLE VI
PURPOSE AND POWERS OF THE ASSOCIATION

6.1 This Association does not contemplate pecuniary gain or profit to the Members and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the residence Lots and Common Areas within that certain tract of property described as follows: Makenna Estates, a subdivision, as recorded in the Public Records of Escambia County, Florida. In addition, it is the Association's purpose to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- a. exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, applicable to the property and recorded or to be recorded in the Office of the Clerk of Circuit Court of Escambia County, Florida and as the same may be amended from time to time as therein provided, the Declaration being incorporated herein as if set forth at length;
- b. 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 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 against the property of the Association;
- c. acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- d. borrow money, and with the consent of a two-thirds (2/3) vote at a meeting where a quorum is present, in person or proxy, if any portion of the Common Area will be mortgaged for the loan;

- e. dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective without the consent of Owners entitled to cast two-thirds (2/3) of the total votes present and voting, in person or by proxy at a duly called meeting at which a quorum is present as well as the approval of the Water Management District, if the Surface Water Management System is involved in such transfer;
- f. participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided such merger, consolidation or annexation shall have the consent of Owners entitled to cast two-thirds (2/3) of the total votes present and voting, in person or by proxy at a duly called meeting at which a quorum is present;
- g. maintain, repair, replace, operate and manage the above described property and any improvements therein including the right to reconstruct improvements owned by the Association after casualty and to make further improvements of the property or to purchase additional property and improvements;
- h. enter into contracts for management, insurance coverage, maintenance and to delegate all of the powers and duties of the Association except those the delegation of which may be required by the Declaration to have approval of the Board or Membership of the Association;
- i. enforce the provisions of the proposed Declaration, these Articles, the Bylaws which may be hereafter adopted, and the rules and regulations governing the use of the property and the improvements thereon as same may be hereafter established;
- j. exercise, undertake, and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration;
- k. operate, maintain, and manage the Surface Water Management System(s) in a manner consistent with the requirements of the Environmental Resource Permit and other applicable rules of the Water Management District; and
- l. have and to exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes regarding corporations not for profit may now or hereafter have or exercise together with all other powers reasonably necessary to effectuate the purpose of the Association as set out herein.

6.2 The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against Members as provided in the Declaration and no part of any net earnings of the Association will inure to the benefit of any Member.

ARTICLE VII MEMBERSHIP

7.1 The Declarant, to the extent provided in the Declaration, and every person or entity who is a record Owner of a fee or undivided fee interest in any residential Lot which is subject by the Declaration to assessment by the Association shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any unit which is subject to assessment by the Association.

ARTICLE VIII ELECTION OR APPOINTMENT OF DIRECTORS

8.1 The manner in which Directors are elected or appointed is set forth in the Bylaws.

ARTICLE IX INITIAL OFFICES AND/OR DIRECTORS

9.1 The affairs of this Association shall be managed by a Board of three (3) Directors who need not be Members of the Association. The number of Directors may be changed by amendment of the Bylaws. 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
E. Todd Stafford - President	5805 Saufley Field Rd., Pensacola, FL 32526
Ronnie Rainwater - Secretary	5508B North W Street, Pensacola, FL 32505
Andrea DeLa Cerna - Treasurer	5508B North W Street, Pensacola, FL 32505

9.2 The officers of this Association shall be a President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

ARTICLE X BYLAWS

10.1 The Bylaws shall be adopted by a vote of a majority of the members of the Board. The Bylaws may be amended or altered at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, in the manner and subject to any other condition set forth in the Bylaws.

ARTICLE XI DISSOLUTION

11.1 The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3) of each class of Members as set forth in the Declaration. Upon 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 such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This dissolution shall be conducted pursuant to Chapter 617, Florida Statutes.

11.2 Upon any such dissolution, any Surface Water Management System for which the Association is responsible shall be accepted by and maintained by an association pursuant to a maintenance agreement approved by the Water Management District. If no maintenance agreement exists with an approved association, then all of the Owners shall be jointly and severally responsible for operation and maintenance of the Surface Water Management System facilities in accordance with the requirements of the Environmental Resource Permit unless and until an alternate entity assumes responsibility as explained in the Water Management District's regulations and as otherwise required in the Declaration.

ARTICLE XII AMENDMENT

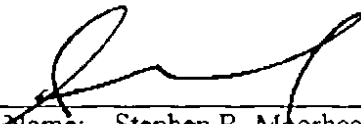
12.1 Amendments to these Articles shall be made in the following manner:

- a. Proposal. Notice of the subject matter for a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.
- b. Adoption. The resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board or by not less than one-third ($\frac{1}{3}$) of the Members. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting. The approval must be by not less than a majority of the votes of all the Members represented at a meeting at which a quorum of Members is present.
- c. Limitation. No amendment shall make any changes in the qualifications for Membership, nor in the voting rights or property rights of Members, nor any changes in Article VI entitled "Purpose and Powers of the Association" without the approval in writing of all Members and the joinder of all record owners of mortgages on Lots. No amendment shall be made that is in conflict with the Declaration or Bylaws, nor shall any amendment make changes that would in any way affect the rights, privileges, powers or options herein provided in favor of, or reserved to, Declarant, or an affiliate

of Declarant, unless Declarant shall join in the execution of the amendment. No amendment to this Section 12.1(c) or Article XII shall be effective.

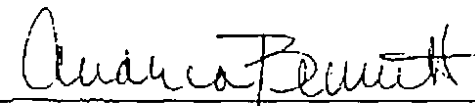
- d. Declarant's Amendment. The Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected solely by the Declarant.
- e. Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation, this 14th day of January, 2019.

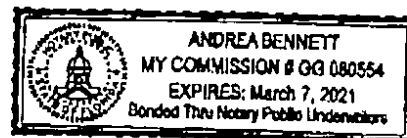

Print Name: Stephen R. Moorhead
Title: Incorporator
Date: January 14, 2019

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 14th day of January, 2019, by Stephen R. Moorhead.

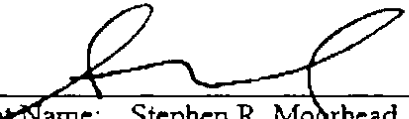

NOTARY PUBLIC

☒ Personally Known
OR
☐ Produced Identification
Type of Identification Produced _____



OATH OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Print Name: Stephen R. Moorhead
Title: Registered Agent
Date: January 14, 2019