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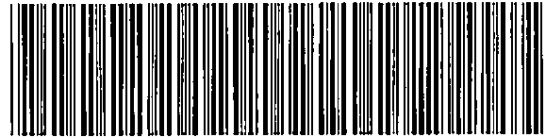
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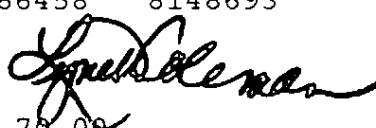
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HILLSBORO COUNTY, FLORIDA

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ACCOUNT NO. : I20000000195

REFERENCE : 866458 8148693

AUTHORIZATION :



COST LIMIT : \$ 70.00

ORDER DATE : July 31, 2019

ORDER TIME : 3:24 PM

ORDER NO. : 866458-005

CUSTOMER NO: 8148693

DOMESTIC FILING

NAME: THE PRESERVE AT BAY'S EDGE
CONDOMINIUM ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner - EXT.

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
FOR
THE PRESERVE AT BAY'S EDGE
CONDOMINIUM ASSOCIATION, INC.**

The undersigned, by these Articles of Incorporation, associate themselves for the purpose of forming a not for profit corporation pursuant to Chapter 617, Florida Statutes. On March 20, 2006, the Articles of Incorporation for The Preserve at Bay's Edge Condominium Association, Inc, a Florida not for profit corporation, (hereinafter "2006 Association") were filed with the Florida Division of Corporations. Due to inactivity, the 2006 Association was administratively dissolved on September 26, 2008. As more than a year has passed since the date of the administrative dissolution of the 2006 Association, the name of the 2006 Association is now available for use by the undersigned. Now, the undersigned, by filing these Articles of Incorporation hereby form The Preserve at Bay's Edge Condominium Association, Inc., a Florida not-for profit corporation, and certify as follows:

**ARTICLE I
NAME**

The name of the corporation, herein called the "Association," is THE PRESERVE AT BAY'S EDGE CONDOMINIUM ASSOCIATION, INC., and its principal address is 309 US Highway 98, Unit #3, Apalachicola, Florida 32320.

**ARTICLE II
REGISTERED AGENT**

The initial registered agent shall be Wood, Buckel and Carmichael PLLC, with address at 2150 Goodlette Road North, Sixth Floor, Naples, Florida 34012.

**ARTICLE III
PURPOSE AND POWERS**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of THE PRESERVE AT BAY'S EDGE CONDOMINIUM ASSOCIATION, INC., located in Franklin County.

The Association is organized and shall exist on a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or Officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a not-for-profit corporation under the laws of the State of Florida, except as expressly limited or modified by these Articles of Incorporation.

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FRANKLIN COUNTY, FLORIDA

“Articles”, the Declaration of Condominium “Declaration”, the Bylaws or Chapter 718, Florida Statutes, as they may be amended from time to time, including but not limited to the following:

(A) To make and collect assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the condominium property.

(C) To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.

(D) To reconstruct improvements after casualty and to make further improvements of the condominium property.

(E) To make, amend and enforce reasonable rules and regulation governing the use of the common elements, the operation of the Association, and the health, comfort, safety and welfare of the Unit Owners.

(F) To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Declaration.

(G) To enforce the provisions of the Condominium Act, the Declaration, the Articles, the Bylaws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of the Condominium and the condominium property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform services required for the proper operation of the Condominium.

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership of use interests in lands or facilities such as marinas, and recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the Condominium, if such agreements or use interests are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

(K) To borrow money, if necessary, to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the Bylaws.

ARTICLE IV **MEMBERSHIP**

(A) The members of the Association shall be the record owners of legal title to one or more units in the Condominium, as further provided in the Bylaws. After termination of the Condominium, the members shall consist of those who were members at the time of such termination and their successors in interest.

(B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.

(C) The owners of each unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

(D) The Bylaws shall provide for an annual meeting of members, and may provide for regular and special meetings of members other than the annual meeting.

ARTICLE V **TERM**

The term of the Association shall be perpetual.

ARTICLE VI **BYLAWS**

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII **DIRECTORS AND OFFICERS**

(A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and which shall always be an odd number.

(B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provide by the Bylaws.

(C) The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected each year by the Board of Directors at its annual meeting of the members of the Association, subject to the qualifications set forth in the Bylaws, and they shall serve at the pleasure of the Board.

ARTICLE VIII **AMENDMENTS**

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

(A) Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

(B) Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes and in the Condominium Act (the latter to control over the former to the extent provided for in the Condominium Act).

(C) 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 II, titled "Purpose and Powers," of these Articles, without the approval in writing of all members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that conflicts with the Condominium Act, the Declaration, or the Bylaws. No amendment to this paragraph, Article VII (C), shall be effective.

(D) A copy of each amendment shall be filed with the Secretary of State under the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Franklin County, Florida.

ARTICLE IX **INDEMNIFICATION**

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, Officer and volunteer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on the Director, Officer, or volunteer in connection with any legal proceeding (or settlement or appeal

of such proceeding) to which he may be a party because of his being or having been a Director, Officer, or volunteer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that the Director, Officer or volunteer's actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or conscious disregard for the best interest of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.

(B) Violation of criminal law, unless the person seeking indemnification had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the person seeking indemnification derived an improper personal benefit.

(D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a member.

In the event of a settlement, the right of indemnification is subject to the finding by at least a majority of the disinterested Directors that the settlement is in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled including rights under an Association Directors' and Officers' liability insurance policy, if any.

CERTIFICATE

The undersigned, being the duly elected and acting President of THE PRESERVE AT BAY'S EDGE CONDOMINIUM ASSOCIATION, INC., hereby certifies that the foregoing Article of Incorporation were approved by the affirmative vote of at least seventy-five percent (75%) of the members who were present and voting, in person or by proxy, at a meeting of the members held on July 17, 2019, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that the number of votes casts was sufficient for their amendment.

THESE ARTICLES OF INCORPORATION Executed this 17th day of July, 2019.

**THE PRESERVE AT BAY'S EDGE
CONDOMINIUM ASSOCIATION, INC.,**
a Florida not for profit corporation,

Elizabeth Trawick

Name: Elizabeth Trawick
Title: President

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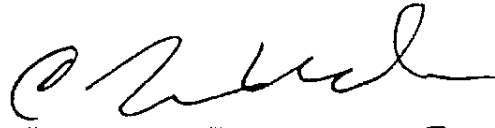
**CERTIFICATE OF ACCEPTANCE OF
DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE**

The undersigned, having been named as the registered agent to accept service of process for the above stated corporation at 2150 Goodlette Road North, Sixth Floor, Naples, Florida, 34102 and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agree to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accept the obligations of the position as registered agent as provided for in Florida Statutes.

Dated: July 29th, 2019

WOOD, BUCKEL AND CARMICHAEL, PLLC:

BY:



C. Lane Wood, Authorized Member

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NAPLES, FLORIDA