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417 E. Virginia Street, 3			
(850) 224-8870 • 1-8			
TUSCAN VILLAG	E TOWNHOM	ES	
OWNERS' ASSOC	IATION. INC.		
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			LTD Partnership File
			Foreign Corp. File
			L.C. File
			Fictitious Name File
			Trade/Service Mark
			Merger File
			Art. of Amend. File
			RA Resignation
			Dissolution / Withdrawal
			Annual Report / Reinstatement
			Cert. Copy
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			Certificate of Good Standing
			Certificate of Status
			Certificate of Fictitious Name
			Corp Record Search
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### ARTICLES OF INCORPORATION OF TUSCAN VILLAGE TOWNHOMES OWNERS' ASSOCIATION, INC.

The undersigned, acting as incorporator of a not-for-profit corporation organized pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

# ARTICLE I - NAME

The name of this corporation shall be Tuscan Village Townhomes Owners' Association, Inc.

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## **ARTICLE II - DURATION**

The duration of this corporation shall be perpetual.

### ARTICLE III - PURPOSE

This corporation shall be a not-for-profit corporation in accordance with Chapter 617, Florida Statutes, the primary purpose for which will be to own the common areas designated on the following described real property, to wit:

All of Old Bay Village Phase II-A, according to the plat thereof, as recorded in Plat Book 29, Page 41 and being a replat of Old Bay Village Phase II, as recorded in Plat Book 24, Pages 75 and 76, of the Public Records of Okaloosa County, Florida.

and

All of Old Bay Village Phase II, according to the plat thereof, as recorded in Plat Book 24, Page 75, of the Public Records of Okaloosa County, Florida.

Parcel ID #00-2S-1124-0000-0690

## ARTICLE IV - BOARD OF DIRECTORS

This corporation shall be managed by a Board of Directors consisting of not less than three and not more than five directors, the exact number of which and the manner of election for whom shall be as determined by the Bylaws of this corporation. Until the first election of Directors, the Incorporator shall exercise all power and authority of the Board of Directors.

## ARTICLE V - OFFICERS

The officers of the corporation, their duties and authority, and the manner of electing and removing them shall be prescribed in the Bylaws.

## ARTICLE VI - BYLAWS

The incorporator is authorized to adopt, amend and repeal Bylaws for the corporation prior to the first election of Directors. Thereafter, the manner of amending or repealing the Bylaws shall be as prescribed in the Bylaws.

#### ARTICLE VII - PRINCIPAL OFFICE

The address of the principal office of this corporation is 400 Mattie M. Kelly Blvd., Destin, Florida 32541 and the mailing address of this corporation is 400 Mattie M. Kelly Blvd., Destin, Florida 32541.

#### **ARTICLE VIII - REGISTERED AGENT**

The street address of the initial registered agent office of this corporation shall be located at 36008 Emerald Coast Parkway, Suite 301, Destin, Florida 32541, and the name of the initial registered agent is Robert E. McGill, III.

### ARTICLE IX - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any parcel, which is subjected by the Declaration to assessment by the Association including contract sellers, shall be a member of the corporation. Membership shall be appurtenant to and shall not be separated by ownership of a Parcel which is subject to assessment by the corporation.

### **ARTICLE X - VOTING RIGHTS**

The Association will have two classes of voting members, which are defined as follows:

Class A. Class A members will include all owners with the exception of the Declarant, as that term is defined in the Declaration. Class A members will be entitled to one vote for each Parcel owned. When more than one person holds an interest in any Parcel, all of those persons will be members. The vote for such Parcel will be exercised as such members determine among themselves, but in no event will more than one vote be cast with respect to any Parcel owned by Class A members.

Class B. The Class B member will be the Declarant, as that term is defined in the Declaration. The Declarant will be entitled to three votes for each Parcel owned. The Class B membership will cease and be converted to Class A membership as provided in the Declaration.

#### ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

Prior to the first election of Directors, these Articles of Incorporation may be amended by the Incorporator. Thereafter, the manner of amending these Articles shall be as prescribed in either the Bylaws or in an applicable amendment to the Articles of Incorporation, provided, however, if no manner of amendment is co-prescribed, these Articles may be amended as provided by Florida

Statutes.

## ARTICLE XII - INCORPORATOR

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

Richard Miles 2001 Fairway Vista Drive Louisville, KY 40245

IN WITNESS WHEREOF the incorporator named above has set here unto his hand and seal this  $\frac{1}{2}$  day of February, 2020.

INCORPORATOR

Richard Miles

# ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts appointment pursuant to Florida Statutes Section 617.0501 as Registered Agent on whom process may be served for the above corporation, and states that the undersigned is familiar with, and accepts the obligation of that portion, this 2/2 day February, 2020.

Róbert E. McGill, III

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