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FLORIDA PROFIT/NON PROFIT CORPORATION SURF BUNGALOWS AT MBCR ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
SURF BUNGALOWS AT MBCR ASSOCIATION, INC., a FLORIDA
CORPORATION NOT FOR PROFIT

The undersigned hereby submits these articles for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I

Name

The name of the corporation shall be SURF BUNGALOWS AT MBCR ASSOCIATION, INC., ("Association"), and the initial principal office and mailing address of the Association is 101 Banana Wind Way, Panama City Beach, Florida 32413. All capitalized terms contained in this instrument shall have the same defined meaning as contained in the Declaration of Condominium for Surf Bungalows at Margaritaville Beach Cottage Resort, a Land Condominium (the "Declaration") unless otherwise provided to the contrary.

ARTICLE II

Purpose

1. The Association is organized for the purpose of the operation and management of a condominium for the use and benefit of the owners of the condominium units of Surf Bungalows at Margaritaville Beach Cottage Resort, a Land Condominium, located in Bay County, Florida, and described in the Declaration of Condominium for said condominium, and for any other purpose permitted under Florida law (the "Condominium").

2. The Association shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

ARTICLE III

Powers

1. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles.

2. The Association shall have all of the powers and duties contemplated in the Florida Condominium Act (the "Act") together with all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium. The powers and duties of the Association which the Bylaws may set forth in more detail shall include, but shall not be limited to, the following specific powers and duties:

(a) To perform all the duties and obligations of the Association set forth in the Declaration and Bylaws, as herein provided.

(b) To pay all Common Expenses, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association.

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(c) To make and collect Assessments against Members as Unit Owners to defray the costs, expenses and losses of the Condominium, and to make such other Special Assessments against Unit Owners as the Declaration and Bylaws shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration and Bylaws for the purpose of exercising its powers and carrying out its responsibilities for the operation of the Condominium.

(d) To buy, sell, trade, lease, own or encumber property, real or personal, and to construct additional improvements on or about the Condominium.

(e) To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

(f) To maintain, repair, replace, reconstruct after casualty, operate and manage the Condominium Property or any property owned or leased by the Association for use by the Unit Owners within the Condominium.

(g) To acquire and purchase insurance for the Condominium Property and for the protection of the Association and the Unit Owners.

(h) In the manner provided in the Declaration and Bylaws, to make and amend reasonable rules and regulations for the use and appearance of all property in the Condominium, and for the benefit, health, safety, welfare and happiness of the Condominium Unit Owners.

(i) To enforce by legal means the provisions of the Act, the Declaration, these Articles of Incorporation, the Bylaws of the Association and such rules and regulations as may be promulgated.

(j) To approve or disapprove the leasing, transfer, mortgaging, ownership possession of units in the manner provided for in the Declaration or the Bylaws.

(k) To employ personnel to perform the services required for proper operation of the Condominium.

(l) To lease, maintain, repair and replace the Common Elements.

(m) To purchase a unit or units of the Condominium for any purpose and to hold, lease, mortgage or convey such units on terms and conditions approved by the Board of Administration.

(n) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

(o) To contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, and other sums due from unit owners, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium documents and the Act, including but not limited to the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

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(p) To operate and maintain the surface water management system if required by local governmental authorities or the Declaration, and applicable resource permit(s) for any lakes, drainage, retention and mitigation areas, if any.

ARTICLE IV **Corporate Existence**

This Association shall continue to exist so long as the Condominium known as Surf Bungalows at Margaritaville Beach Cottage Resort, a Land Condominium, shall be in existence.

ARTICLE V **Board of Administration**

1. The business of the Association shall be conducted by a Board of Administration having at least three (3) but no more than seven (7) directors or as otherwise determined by the Bylaws. Until control of the Association is transferred to unit owners other than the Developer, the Developer shall be entitled to designate directors to the extent permitted by the Act. The directors which the Developer has the right to appoint need not be members. Except for directors appointed by the Developer, all directors shall be elected at the annual membership meeting of the Association, in the manner determined in the Bylaws.

The initial Board of Administration shall be comprised of three (3) persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Administration who shall serve as the first directors are:

<u>NAME</u>	<u>ADDRESS</u>
Jason Alley	90 Seascape Dr., Suite 102 Miramar Beach, FL 32550
Peyton Rogers	Harris Doyle Homes Attn: Peyton Rogers 3111 Timberlake Drive Birmingham, AL 35243
Garrett McNeil	90 Seascape Dr., Suite 102 Miramar Beach, FL 32550

2. The election or appointment of directors, their removal or the filling of vacancies on the Board of Administration shall be as stated in the Bylaws of the Association.

ARTICLE VI **Officers**

1. The officers of the Association shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Administration may from time to time determine. The officers of this Association shall be elected as provide in the Bylaws of the Association, and, until a successor shall be elected and qualified, by the Board of Administration at their annual meeting and in accordance with the provisions provided therefor in the Bylaws of the Association. Until transfer of the control of the Association to the Unit Owners other than the Developer has been accomplished, the officers need not be

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directors or members.

2. The names of the persons who shall serve as the first officers are:

President: Jason Alley
 Vice President: Peyton Rogers
 Secretary/Treasurer: Garrett McNeil

ARTICLE VII **Members**

Membership in the Association shall automatically consist of and be limited to all of the record owners of Units in the Condominium. Transfer of a Unit ownership, either voluntarily or by operation of law, shall terminate membership in the Association and said membership is to become vested in the transferee. If Unit ownership is vested in more than one person then all of the persons owning said Unit shall be members eligible to hold office, attend meetings, etc., but the owner(s) of each Unit shall only be entitled to one vote as a member of the Association. The manner of designating voting members and exercising voting rights shall be determined by the Bylaws established for the Association.

ARTICLE VIII **Indemnification**

The Association shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Association, including reasonable attorneys' fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX **Amendments**

Amendments to the Articles of Incorporation shall be made in the following manner:

1. The Board of Administration shall adopt a resolution setting forth the proposed amendment and, if there are members of the Association, the Board shall direct that resolution to be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If there are no members of the Association, the amendment shall be adopted by a vote of the majority of directors and provisions for adoption by members shall not apply.

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members of the Association entitled to vote thereon.

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4. No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to the Developer in the Condominium documents without the written consent of the Developer.

ARTICLE X**Registered Agent and Incorporator****1. Registered Agent.**

The street address of the initial registered office of this corporation is 220 McKenzie Ave., Panama City, Florida, 32401, and the name of the initial registered agent of the corporation at that address is Barron & Redding, P.A.

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Registered Agent Signature: _____

Valentina M. Palmer

Authorized Representative

(date)

2. Incorporator.

The name of the person signing these articles is Valentina M. Palmer, Esq., whose address is 220 McKenzie Ave., Panama City, FL 32401.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s. 817.155, F.S.

Incorporator Signature: _____

Valentina M. Palmer, Esq.

Authorized Agent

(date)

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