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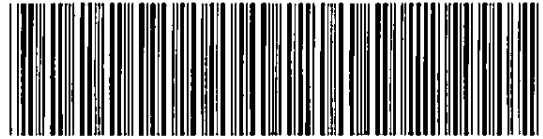
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ARTICLES OF INCORPORATION OF MAGNOLIA RESIDENTS, INC.

The undersigned, acting as incorporator of a corporation not for profit under Chapter 617 Florida Statutes, adopts the following Articles of Incorporation ("**Articles**") for the corporation:

ARTICLE I – Name

The name of this corporation is "Magnolia Residents, Inc." a Florida not-for-profit corporation, which shall be referred to as the "**Association**" in these Articles.

ARTICLE II – Principal Office and Mailing Address

The street address of the initial principal office and mailing address of the corporation is 1805 Shoal Creek Cir, Green Cove Springs, FL 32043.

ARTICLE III – Purpose

The corporation is organized exclusively for charitable, educational, and scientific purposes including, for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, which purposes include, but are not limited to: (i) supporting the mission and purposes of Magnolia Point Residents Association, Inc., a Florida corporation not-for-profit ("**Magnolia Point Community Association**") an exempt organization under Section 501(c)(3) of the Internal Revenue Code; and (ii) promoting the health, education, and welfare of the residents of Magnolia Point.

ARTICLE IV – Initial Directors; Elections of Members

The names and addresses of the initial members of the corporation are:

Ann Simms – 1805 Shoal Creek Cir, Green Cove Springs, FL 32043

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Joe Chao – 3468 Olympic Dr, Green Cove Springs, FL 32043

Steve Witham – 3648 Spyglass Ct, Green Cove Springs, FL 32043

David Petraglia – 1840 Colonial Drive, Green Cove Springs, FL 32043

Directors will be appointed using the methods defined in the Bylaws of the Magnolia Residents Bylaws.

ARTICLE V – Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3512 Grand Victoria Ct, Green Cove Springs, FL 32043, and the name of the original registered agent is Robert Robey.

ARTICLE VI – Incorporators

The name and address of the incorporator is:

Robert Robey, 3512 Grand Victoria Ct, Green Cove Springs, FL 32043

ARTICLE VII – Bylaws

The bylaws of the corporation are to be initially adopted by the Members and may be amended or rescinded by the Members in the manner provided by the bylaws.

ARTICLE VIII – Earnings

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any

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candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE IX – Distribution and Dissolution

In the event of dissolution all of the remaining assets and property of the corporation, after payment of indebtedness and expenses necessary to the dissolution and winding up of the affairs of the corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned submits the following statement in designating the registered office/registered agent, in the State of Florida.

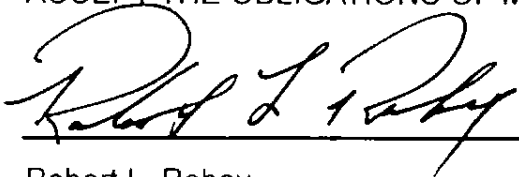
1. The name of the corporation is: Magnolia Residents, Inc.
2. The name and address of the initial registered agent and office is:

Robert L. Robey

3512 Grand Victoria Ct

Green Cove Springs, Florida 32043

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICES 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. I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT

A handwritten signature in black ink, appearing to read 'Robert L. Robey', is written over a horizontal line.

Robert L. Robey