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FLORIDA PROFIT/NON PROFIT CORPORATION  
CASA MAGNOLIA HOMEOWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION

OF

CASA MAGNOLIA HOMEOWNERS ASSOCIATION, INC.

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617 and Chapter 720, Florida Statutes, and certify as follows:

ARTICLE I

NAME

The name of this corporation is CASA MAGNOLIA HOMEOWNERS ASSOCIATION, INC., and for convenience, the corporation shall be referred to in this instrument as the "Association".

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing on the date of filing the Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III

PLACE OF BUSINESS

The principal office of the Association is located at: 1197 Airport Rd., Building 1, Destin, FL 32541.

ARTICLE IV

REGISTERED OFFICE AND AGENT

Dawn E. Stuntz, Matthews & Matthews, LLP, 4475 Legendary Drive, Destin, FL 32541, shall be the initial Registered Agent and Office of this Association.

ARTICLE V

PURPOSE

1. The purpose of the Association is to own, operate, maintain and preserve the Common Areas and enforce the restrictions on the residential subdivision known as CASA MAGNOLIA ("Casa

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Magnolia") located in Walton County, Florida on the real property described in Declaration of Covenants, Conditions and Restrictions for Casa Magnolia, recorded or to be recorded in the public records of Walton County, Florida (the "Declaration"), for the mutual advantage and benefit of the members of this Association, who shall be owners of Lots within the Property.

2. The Association shall make no distribution of income to its members, directors, or officers.

#### ARTICLE VI

#### POWERS

The powers of the Association shall include and be governed by the following provisions:

1. The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the Declaration which is hereby incorporated by reference, and the Bylaws, and any amendments thereto.

2. The Association shall have the following specific powers so long as they are not in conflict with the Declaration and the Bylaws:

- A. To fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Declaration. To pay all expenses in connection therewith and other expenses incident to the conduct of the business of the Association, including any licenses, taxes or governmental charges levied or imposed against the Association or the property of the Association.

- B. To acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for the public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

- C. To maintain, repair, replace and operate the Association's property.

- D. To borrow money and, as may be provided in the Declaration, to mortgage, pledge or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.

- E. To purchase insurance upon the properties owned or controlled by the Association and insurance for the protection of the Association and its members.

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F. To dedicate, sell or transfer all or any part of the Common Areas (as defined in the Declaration) to any public agency, authority or utility for such purposes and subject to such conditions as maybe agreed to by members. No such dedication or transfer shall be effective unless an instrument has been signed by seventy-five percent (75%) of the members, agreeing to such dedication, sale or transfer and recorded in the Public Records of Walton County, Florida.

G. To participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional residential property and common areas, provided that any such merger or consolidation shall have the approvals required by such Declaration.

H. To contract for goods and services for the Association and for the benefit of the members of the Association.

I. To make and amend reasonable regulations respecting the use of the property.

J. To enforce by legal means the provisions of these Articles, the Bylaws, the Declaration, and the regulations for the use of the property promulgated by the Association, if any.

K. To contract for the management of the Association's properties, and to delegate to such contractor and manager all powers and duties of the Association, or any part thereof, except such as are specifically required by these Articles or by the Bylaws to have approval of the Board of Directors of the membership of the Association.

L. To employ personnel to perform the services required for proper operation of the properties.

M. To acquire title to, to lease, acquire memberships or acquire other possessory or use interest in and to and operate lands and facilities including, but not limited to, streets, parking areas, recreational facilities and other facilities (whether or not contiguous) to the properties operated by the Association intended to provide for the enjoyment, recreation or other use or benefit of the Members, or a substantial number of the Members of the Association.

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3. The Association shall have the power to purchase a lot or lots and to hold, manage, and convey the same so long as the Association pays all assessments and other liabilities attendant to such ownership.

4. All funds and the titles to all properties acquired by the Association and their proceeds shall be held in trust for the Members in accordance with the provisions of these Articles of Incorporation, the Bylaws, and the Declaration.

#### ARTICLE VII

#### MEMBERS AND VOTING RIGHTS

1. Every person or entity who is a record owner of a Lot within the Property shall be a member of the Association. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

2. The Association shall have two classes of voting membership as described in the Declaration.

3. Changes of membership in the Association shall be established by recording in the public records of Walton County, Florida, a deed, or other instrument establishing a record title to a Lot and delivery of a certified copy of such instrument to the Association. The owner(s) designated by such instrument shall thus become a member of the Association and the membership of the prior owner shall be terminated.

4. Each Member/Lot Owner shall be entitled to one (1) vote to be cast by its owner, except, however, that the Developer shall be entitled to three (3) votes for each Lot owned by it as provided in the Declaration. The manner of exercising voting rights shall be determined by the Bylaws.

5. A Member does not have authority to act for the Association solely by reason of being a Member.

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ARTICLE VIII

DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association; provided, however, that until Class B membership has ceased and been converted to Class A membership in accordance with the provisions of the Declaration, the Directors need not be members of the Association. The number of Directors of the Association shall be not less than three or more than five. The names and address of the persons who are to serve as the initial Directors until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Matt Staver	1197 Airport Rd., Building 1, Destin, FL 32541
Danielle Staver	1197 Airport Rd., Building 1, Destin, FL 32541
Morgan Wainwright	1197 Airport Rd., Building 1, Destin, FL 32541

Directors shall serve for a term of one year and shall hold office until qualified successors are duly elected at the next annual meeting of members. Directors may be re-elected for successive terms. Any vacancy on the Board shall be filled for the unexpired term of the vacated office by vote of the remaining directors.

While Class B member is in existence, the Board shall be appointed and/or elected in accordance with the applicable provisions of the Declaration and the Bylaws of the Association.

ARTICLE

OFFICERS

Subject to the direction of the Board, the affairs of the Association shall be administered by its officers as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board. The names and addresses of the officers who shall serve until the first annual meeting of the Board are as follows:

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<u>Name</u>	<u>Office</u>	<u>Address</u>
Matt Staver	President	1197 Airport Rd., Building 1, Destin, FL 32541
Danielle Staver	Vice-President	1197 Airport Rd., Building 1, Destin, FL 32541
Morgan Wainwright	Secretary/Treasurer	1197 Airport Rd., Building 1, Destin, FL 32541

ARTICLE X

BYLAWS

The Bylaws of the Association shall be adopted by the first Board of Directors. The Bylaws may be altered, amended, modified, or repealed by a majority of the Directors or at any duly called meeting of the members of this Association in a manner provided for in the Bylaws.

ARTICLE XI

INDEMNIFICATION

This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents, to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or his legal representative may be made a part or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee, or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XII

AMENDMENTS

This Association reserves the right to amend or repeal any of the provisions contained in these Articles or any amendments hereto with the assent of seventy-five percent (75%) of the entire voting membership. No amendment shall conflict with the Declaration.

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ARTICLE XIII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is as follows:

Dawn E. Stuntz, Matthews & Matthews, LLP, 4475 Legendary Drive, Destin, FL 32541

ARTICLE XIV

DISSOLUTION

The Association may be dissolved only upon a resolution duly adopted by a majority of the Board of Directors and the affirmative vote of Owners representing at least 75% of the total Class "A" votes then existing in the Association, and the written consent of the Declarant, so long as the Declarant owns any property subject to the Declaration or which may be unilaterally annexed and subjected to the Declaration by the Declarant. Upon dissolution of the Association, any remaining real property assets of the Association shall be dedicated to either (i) an appropriate public agency to be used for purposes similar to those for which the Association was created; or (ii) to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. Further, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which will comply with Rule 62-330.310, Florida Administrative Code, and Applicant's Handbook Volume 1, Section 12.3, as may be subsequently amended, and be approved by the Northwest Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XV

SUPREMACY

All terms herein shall have the same meaning as set forth, defined, and used in the Declaration and in Chapters 617 and 720, Florida Statutes. These Articles and the Bylaws are subject to the Declaration and in the event of a conflict, the Declaration shall govern. In the event of a conflict between the Articles and Bylaws, the Articles shall govern.

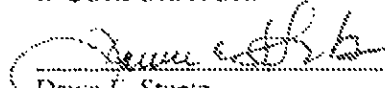
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IN WITNESS WHEREOF, the Incorporators have hereunto affixed their signatures this 5<sup>th</sup> day  
of November, 2024.

INCORPORATOR:

  
Dawn E. Stuntz

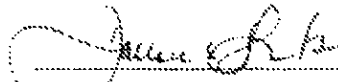
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REGISTERED AGENT ACCEPTANCE

CASA MAGNOLIA HOMEOWNERS ASSOCIATION, INC., a Florida non-profit corporation, has named Dawn E. Stuntz, Matthews & Matthews, LLP, 4475 Legendary Drive, Destin, Florida 32541, as its agent to accept service of process within this State. Having been named to accept service of process for Casa Magnolia Homeowners Association, Inc., at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Dawn E. Stuntz  
Registered Agent

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