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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 787178 1299A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 12:18

ORDER DATE : April 20, 1998

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CUSTOMER NO: 1299A

CUSTOMER: Richard M. Colbert, Esq
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Pensacola, FL 32501

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DOMESTIC FILING

NAME: MIRAMAR PLACE COMMUNITY
SERVICES ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

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98 APR 20 AM 10:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten signature and date: 4/20/98

**ARTICLES OF INCORPORATION
OF
MIRAMAR PLACE COMMUNITY
SERVICES ASSOCIATION, INC.,**

a Florida corporation

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

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation shall be **MIRAMAR PLACE COMMUNITY SERVICES ASSOCIATION, INC.**, a Florida corporation. For convenience, the corporation shall be referred to in this instrument as the Association, and shall have as its mailing address at 323 Page Bacon Road, Suite #17, Mary Esther, Florida 32569, or at such other place as the Board of Directors may designate at some future time.

**ARTICLE II
PURPOSE**

2.1 The purpose for which the Association is organized is to promote the recreation, health, safety, and welfare of the residents and occupants within the Miramar Place Development, more particularly described in the Master Declaration of Covenants, Conditions, Restrictions and Easement for Miramar Place, recorded, or to be recorded, in the Public Records of Okaloosa County, Florida and such additions thereto as may hereafter be brought within the jurisdiction of this corporation by annexation, as provided in Article VIII herein, hereafter referred to as "The Properties."

2.2 The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members and the Association shall make no distributions of income to its members, directors or officers.

**ARTICLE III
POWERS**

3.1 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.

3.2 The Association shall have all of the powers and duties set forth in the Declaration of Covenants, Conditions and Restrictions recorded in the Public Records of Okaloosa County, Florida, as it may be amended from time to time, and all of the powers and duties reasonably necessary to operate and maintain the Miramar Place Development, including, but not limited to, those set forth below.

3.3 The Association shall have the power to fix and levy assessments against The Properties, which assessments shall be used exclusively for the purpose of promoting the recreation, health, safety and welfare of the residents in The Properties, and in particular, for the improvement and maintenance of properties, services and facilities devoted to the purpose and related to the use and enjoyment of the Common Properties and of the improvements situated upon The Properties, including, but not limited to:

- a. Payment of operating expenses of the Association;
- b. Lighting, improvement and beautification of access ways and easement areas;

c. Doing any other thing necessary or desirable, in the judgment of the Association, to keep The Properties neat and attractive or to preserve or enhance the value of The Properties therein, or to eliminate fire, health or safety hazards, or, which in the judgment of the Association, may be of general benefit to the owners or occupants of lands included in the Miramar Place Development.

d. Repayment of funds and interest thereon, borrowed by the Association.

e. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system. These assessments shall be used for the maintenance and repair of the surface water or stormwater management systems including, but not limited to, work within retention areas, drainage structures and drainage easements.

f. Maintain liability and casualty insurance on the common properties.

ARTICLE IV **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Parcel which is subject, to the Declaration of Covenants, Conditions and Restrictions of Miramar Place is subject to assessment by this Association and shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of any obligation, shall not be a member.

ARTICLE V **VOTING RIGHTS**

After turnover of control of the Association to owners other than the Developer, each owner of a residential unit shall be entitled to one vote for each residential unit owned in Miramar Place, as set forth in the Master Declaration of Covenants, Conditions and Restrictions of Miramar Place.

ARTICLE VI **DIRECTORS**

6.1 The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) Directors, nor more than five (5) Directors. The initial Board of Directors shall consist of three (3) Directors who shall hold office until the election of their successors, as specified in the By-Laws.

6.2 The names and address of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Gary McMichael
323 Page Bacon Road, Suite #17
Mary Esther, Florida 32569

W. Todd Schweizer
c/o 527 Mary Esther Cutoff
Ft. Walton Beach, Florida 32548

Steven P. DelGallo
1201 North Tarragona Street
Pensacola, Florida 32501

ARTICLE VII
OFFICERS

The affairs of the Association shall be administered by the officers as designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

Gary McMichael
W. Todd Schweizer

President
Vice President

ARTICLE VIII
ADDITIONS TO PROPERTIES AND MEMBERSHIP

Additions to The Properties described in Article II may be made only in accordance with the provisions of the Master Declaration of Covenants, Conditions and Restrictions of Miramar Place. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties and membership of this corporation to such properties. Where the applicable covenants require that certain additions are approved by this corporation, such approval must have the assent of a majority of the votes of the membership who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least fourteen (14) days in advance and shall set forth the purpose of the meeting.

ARTICLE IX
INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE X
BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XI
AMENDMENTS

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

11.1 Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

11.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a majority of the voting interests of the Association. A resolution adopting a proposed amendment must bear the approval of not less than a majority of the Board of Directors and not less than a majority of the voting interests of the Association.

11.3 In the alternative, an amendment may be made by an agreement signed and acknowledged by all members of the Association, in the manner required for the execution of the Deed.

11.4 No amendment shall make any changes in, or be effective to impair or dilute any rights of members that are governed by the recorded Covenants, Conditions and Restrictions applicable to The Properties as, for example, qualification for membership and voting rights of members, which are part of The Property interests created thereby.

11.5 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Okaloosa County, Florida.

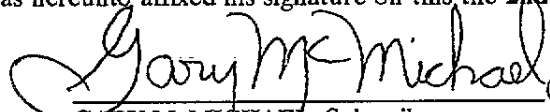
ARTICLE XII **DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE XIII **REGISTERED AGENT**

The initial street address of the corporation's registered office is 323 Page Bacon Road, Suite #17, Mary Esther, Florida 32569. The initial registered agent for the corporation at that address is Gary McMichael.

IN WITNESS WHEREOF, the subscriber has hereunto affixed his signature on this the 2nd day of April, 1998.

 (SEAL)
GARY McMICHAEL, Subscriber

STATE OF FLORIDA

COUNTY OF OKALOOSA

THE FOREGOING instrument was acknowledged before me this 2nd day of April, 1998, by Gary McMichael, the subscriber of MIRAMAR PLACE COMMUNITY SERVICES ASSOCIATION, INC., a Florida corporation, on behalf of the Corporation. ☒ is personally known to me, or ☐ he has shown me _____ as identification, and he did not take an oath.

[NOTARIAL SEAL] Richard M. Colbert, Florida
Notary Public, State of Florida
My Comm. Expires July 19, 1999
No. CC462965

[Type/Print Name of Notary]
My Commission No.:
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

I DO HEREBY accept the foregoing designation as registered agent of MIRAMAR PLACE COMMUNITY SERVICES ASSOCIATION, INC., a Florida corporation. Further, I am familiar with and accept the duties and obligations of such designation, pursuant to Florida Statute 607.0501(3).

 (SEAL)
GARY McMICHAEL

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