

Division of Corporations

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N99000007196**Florida Department of State**

Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION**Magnolia Landing Estates Owners Association, Inc.**

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ARTICLES OF INCORPORATION**OF****MAGNOLIA LANDING ESTATES OWNERS ASSOCIATION, INC.****FILED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be "Magnolia Landing Estates Owners Association, Inc." (the "Association") and the street address of its initial principal office is 40001 Emerald Coast Parkway, Destin, Florida 32541.

ARTICLE II. PURPOSE

The purposes for which the Association is organized are:

(A) To be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions, Restrictions and Easements ("Declaration") to be recorded in the Public Records of Walton County, Florida.

(B) To perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Declaration, in the Bylaws and as provided by law; and

(C) To provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration.

ARTICLE III. POWERS

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

(A) The Association shall have all of the powers conferred upon a not-for-profit corporation under Florida statutory and common law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration, including, without limitation, the power to:

i. To fix and to collect assessments and other charges to be levied against property subject to the Declaration;

ii. To manage, control, operate, maintain, repair and improve property subject to the Declaration or any other property for which the Association by rule, regulation, covenant or contract has a right or duty to provide such services;

iii. To enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

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iv. To engage in activities which will actively foster, promote and advance the common interests of all owners of real property subject to the Declaration;

v. To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or Bylaws;

vi. To borrow money for any purpose, subject to such limitations as may be contained in the Bylaws;

vii. To enter into, make, perform or enforce contracts of every kind and description and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association with or in association with any other individual, association, corporation or other entity or agency, public or private;

viii. To act as agent, trustee, or other representative of other corporations, firms or individuals, and as such to advance the business or ownership interests in such corporations, firms or individuals;

ix. To adopt, alter and amend, or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provision of the Declaration; and

x. To provide any and all supplemental municipal or county services to the real property subject to the Declaration as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or thereafter be permitted by law; the powers specified in each of the paragraphs of this Article V are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

(B) The Association shall make no distributions of income to its members, directors or officers.

ARTICLE IV. MEMBERS

(A) The Owner of each Unit, as those terms are defined in the Declaration, shall be a Class "A" Member of the Association and shall be entitled to vote in accordance with terms of the Declaration and Bylaws, except there shall be no vote for any Unit owned by the Association. The manner of exercising voting rights shall be as set forth in the Declaration and in the Bylaws of the Association.

(B) Transfer of membership in the Association shall be established by recording in the Official Records a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the owner designated by such instrument shall become a member of the Association and the membership of the prior owner shall be terminated.

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(C) The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such Member's property subject to the Declaration.

(D) The Developer of Magnolia Landing Estates Subdivision shall be a Class "B" Member of the Association with the manner of exercising voting rights more specifically described in the Declaration and Bylaws of the Association.

ARTICLE V. TERM

The Association shall be of perpetual duration.

ARTICLE VI. DIRECTORS

(A) The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than seven (7) directors who shall be designated or elected as hereinafter set forth. Directors need not be members of the Association.

(B) The method of election, removal and filling of vacancies on the Board of Directors and the term of office of directors shall be as set forth in the Bylaws.

(C) The Board may designate its operating authority to such corporations, individuals and committees as it, in its discretion, may determine.

ARTICLE VII. 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 VIII. LIABILITY OF DIRECTORS

To the fullest extent that the Florida Not For Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director. This limitation of liability shall not extend to a director's intentional acts of fraud, misrepresentation, theft, or other intentional acts causing damages to the Association and Members. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

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ARTICLE IX. AMENDMENTS

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

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

(B) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the secretary or assistant secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than two thirds (2/3) of the vote of the entire membership of the Association;

(C) Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon any property owned by the Developer, members or the Association;

(D) Provided, further, that no amendment shall abridge, limit or alter the rights reserved by or granted to the Developer, its successors or assigns, or any successor developer, by these Articles or By-Laws without the prior written consent of the Developer, its successors or assigns, or a successor developer.

(E) A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Walton County, Florida.

ARTICLE X. DISSOLUTION

The Association may be dissolved only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Owners representing 75% of the total Class "A" votes in the Association, and the consent of the Developer so long as the Developer owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Developer. Upon dissolution of the Association, any remaining real property assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

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ARTICLE XI. MERGER AND CONSOLIDATION

The Association may merge or consolidate only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Owners representing 75% of the total Class "A" votes in the Association, and the consent of the Developer so long as the Developer owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Developer.

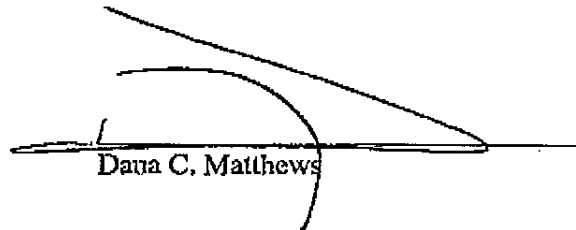
ARTICLES XII. INCORPORATOR

The name of the incorporator of the Association is Dana C. Matthews, Esq., whose address is 607 Highway 98 East, Destin, Florida 32541.

ARTICLE XIII. APPOINTMENT OF REGISTERED AGENT AND OFFICE

Dana C. Matthews is hereby appointed to serve as Registered Agent of the Association. The street address of the Registered Office of the Registered Agent is 607 Highway 98 East, Destin, Florida 32541.


IN WITNESS WHEREOF, the subscriber has affixed his signature this 7th day of December, 1999.


Dana C. Matthews

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 7th day of December, 1999 by Dana C. Matthews who is personally known to me or who has produced a Florida Driver's License as identification.




Notary Public
My Commission Expires: _____

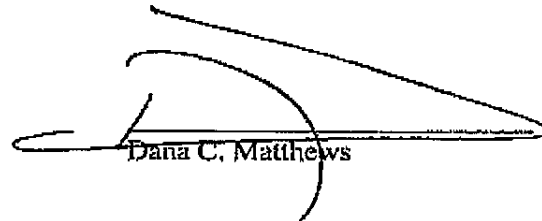
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That Magnolia Landing Estates Owners Association, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the By-Laws in the City of Destin, County of Okaloosa, State of Florida, has named Dana C. Matthews, located at 607 Highway 98 East, City of Destin, County of Okaloosa, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Dana C. Matthews

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TALLAHASSEE, FLORIDA