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Attorneys at Law

909 MAR WALT DRIVE, SUITE 1014

FT. WALTON BEACH, FLORIDA 32547-6711

C. LEDON ANCHORS
W. SCOTT FOSTER
C. JEFFREY MCINNIS
LAWRENCE KEEFE
HARMON O. MASSEY, JR.**

AREA CODE 904
TELEPHONE 863-4064
FAX 862-1138

*ALSO ADMITTED IN ALABAMA
**ALSO ADMITTED IN MISSISSIPPI

January 21, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
1-22-97

W97-2322

In Re: Mill Creek Estates Homeowners Association, Inc.

Dear Sir,

400002067604--1
-01/24/97--01044--004
****122.50 ****122.50

Please find enclosed the following:

1. Articles of Incorporation of Mill Creek Estates Homeowners Association, Inc.
2. Certificate of Designation of Registered Agent/Registered Office.
3. A check for \$122.50 which is made up as to \$35.00 filing fee, \$35.00 Certificate of Designation fee and \$52.50 for a certified copy of the Articles of Incorporation.

Please file the Articles of Incorporation for the above-referenced corporation and forward to us a certified copy of the Articles.

Sincerely,

ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.

C. JEFFREY MCINNIS

depstate.ltr.corporation
Enclosure as noted
c.c. Geraldine Almond

FILED
97 JAN 24 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

47-3097

ARTICLES OF INCORPORATION

OF

**MILL CREEK ESTATES HOMEOWNERS ASSOCIATION, INC.
(A Florida Corporation Not-For-Profit)**

FILED
97 JAN 24 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of this corporation not-for-profit is **MILL CREEK ESTATES HOMEOWNERS ASSOCIATION, INC.** (hereinafter referred to as the "Association").

ARTICLE II - DURATION:

The Association shall exist perpetually, commencing upon The twenty second day of January, 1997, which is the same as the date of subscription and acknowledgement of these Articles of Incorporation; provided, however, that if the Association is ever dissolved, the Association shall insure that any stormwater management system and/or discharge facility owned by it at that time is thereafter maintained and operated by an entity more particular described in Florida Administrative Code 62-25.027, and the regulations thereunder, as amended from time to time.

ARTICLE III - PURPOSE:

The Association's specific purposes are to serve as the Owners Association of Mill Creek Estates, in Walton County, Florida and to do all such other things as are legal in the State of Florida for corporations not-for-profit, including, but not limited to, being responsible for the operation and maintenance of any stormwater management system and/or discharge facility owned by the Association.

ARTICLE IV - CAPITAL STOCK:

This Association shall be a corporation not-for-profit and shall not issue stock.

ARTICLE V - MEMBERSHIP:

The members of the Association shall consist of all of the record owners of lots within Mill Creek Estates, a residential development in Walton County, Florida.

ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the Association is 312 Red Holly Lane, DeFuniak Springs, FL 32433. The street address of the initial registered office of the Association is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the initial registered agent of the Association at that address is C. Jeffrey McInnis.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Association shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time as set forth in the By-Laws but shall never be less than three (3). The Directors shall be elected by the membership of the Association at its annual meeting or as prescribed in the By-Laws. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Roger Hammonds	312 Red Holly Lane, DeFuniak Springs, FL 32433
Brian Robertson	600 Mill Creek Drive, DeFuniak Springs, FL 32433

Name

Address

Monica Mason

P.O. Box 1291, Mossy Head, FL 32434

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these Articles is as follows: C. Jeffrey McInnis, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547.

ARTICLE IX - BY-LAWS:

The Board of Directors of this Corporation shall provide By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, the By-Laws may be amended, altered or rescinded by a two-thirds (2/3) vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE X - POWERS:

In order to promote the purposes of the Association, it may acquire property by grant, gift, purchase, devise or bequest, and hold, maintain, repair, improve and dispose of such property as the Association shall require for the benefit of its members and not for pecuniary profit, and it shall have all corporate powers enumerated in Chapter 617 of the Florida Statutes, which powers are specifically incorporated herein by reference.

The Association is further empowered to indemnify any directors or officers or former directors or officers of the Association, or any person who may have served at its request as a director or officer of another corporation or association, whether

for profit or not-for-profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which they are made a party by means of being or having been such director or officer except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of his or her duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-laws, agreements, vote of the Board of Directors or members, or otherwise.

ARTICLE XI - AMENDMENT OF ARTICLES

Upon proper notice, these Articles of Incorporation may be amended by a two-thirds (2/3) vote of the members of the Association at any regular or special meeting called for that purpose.

ARTICLE XII - NON PROFIT STATUS:

The Association shall be organized and operated exclusively for purposes authorized in these Articles of Incorporation; notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on by a Florida not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes.

ARTICLE XIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION:

Except as otherwise provided in Article III hereof, no person, firm or corporation shall ever receive any dividends or profits

from the undertaking of the Association and upon dissolution of this organization all of its assets, remaining after payment of all costs and expenses of such dissolution, shall be distributed to organizations which themselves are exempt as organizations described under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets shall be distributed to any member, officer, or Director of the Association.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 22nd day of January, 1997 for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

WITNESSES:

Christine B Rogers
Print Name: CHRISTINE B ROGERS

Sharon L Barnett
Print Name: Sharon L Barnett

INCORPORATOR:

C. Jeffrey McInnis, Esq.

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 22nd day of January, 1997, by C. Jeffrey McInnis who is personally known to me.

NOTARY PUBLIC:

Christine B Rogers
Christine B. Rogers
State of Florida at Large (Seal)
My Commission Expires: 4/11/97

This Instrument Prepared By:
C. Jeffrey McInnis, Esquire
ANCHORS, FOSTER, McINNIS & KEEFE, P.A.
909 Mar Walt Drive, Suite 1014
Fort Walton Beach, FL 32547
(904) 863-4064

**CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

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

MILL CREEK ESTATES HOMEOWNERS ASSOCIATION, INC. (the "Association"), desiring to organize under the laws of the State of Florida, with its registered office, as indicated in its Articles of Incorporation, at 909 Mar-Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, has named C. JEFFREY MCINNIS, located at 909 Mar-Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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



C. JEFFREY MCINNIS

FILED
97 JAN 24 PM 12:26
TALLAHASSEE, FLORIDA
ALF

This instrument prepared by:
Anchors, Foster, McInnis & Keefe, P.A.
(C. Jeffrey McInnis)
909 Mar-Walt Drive, Suite 1014
Fort Walton Beach, Florida 32547
(904) 863-4064