

ARTICLES OF INCORPORATION
OF

MAGNOLIA BLUFF SUBDIVISION HOMEOWNERS ASSOCIATION INC.

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. The name of the corporation is "MAGNOLIA BLUFF SUBDIVISION HOMEOWNERS ASSOCIATION INC.", hereinafter referred to as "Association", and the initial principal address of the corporation is 1402 Highway 98, Mexico Beach, Florida 32456.

ARTICLE II

PURPOSE. The purpose of which the Association is organized is to provide an entity for the ownership, maintenance and control of certain common areas shown on the Plat as the "recreational parcel" within the subdivision and for the maintenance of any easements including storm water easements for the benefit of the members of the Association. The Association also has the authority to enforce and administer the Magnolia Bluff Subdivision Declaration of Covenants, Conditions, and Restrictions. The Association shall make no distributions of income to its members, directors or officers.

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BLO DC,Doug C Birmingham,GULF County B:332 P:929

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ARTICLE III

DURATION. The corporation shall have perpetual existence, commencing on the date of filing.

ARTICLE IV

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

(a) The Association shall have all the common law and statutory powers of a corporation not for profit.

(b) The Association shall have all the powers and duties set forth in these Articles and all of the powers and duties reasonably necessary to manage and control of the common areas and any easements granted for the benefit of the members of the Association pursuant to these Articles and as it may be amended from time to time, including but not limited to the following:

1. To make and collect assessments against the lot owners of the subdivision to defray the costs and expenses of the maintenance of and for capital improvement to any common area and any easements.

2. To purchase insurance on the property of the Association and insurance for the protection of the Association.

3. To make and amend reasonable regulations respecting the use of the common areas and any easements.

4. To enforce by legal means the provisions of these Articles and the By-Laws.

5. To employ personnel to perform the services

required for proper maintenance of the common areas and any easements.

6. To hire attorneys or other professionals for the purposes of bringing legal action or enforcing rights in the name of and on behalf of the individual lot owners within the subdivision where such actions or rights are common to all of the said lot owners; and to bring such action in the name of and on behalf of said lot owners.

7. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the By-Laws.

ARTICLE V

MEMBERS.

(a) The members of the Association shall consist of all of the lot owners of the subdivision.

(b) The owner of each lot shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of a lot and the manner of exercising voting rights shall be determined by the By-Laws of the Association and the recorded Declaration of Covenants and Restrictions for the Subdivision.

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ARTICLE VI

DIRECTORS.

(a) The affairs of the Association will be managed by a Board consisting of not less than three (3) directors nor more than eleven (11) directors, the exact number to be determined at the time of the election.

(b) Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in a manner provided by the By-Laws.

(c) The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number, occurring before the first election, shall be filled by the remaining directors and, if there are no remaining directors, such vacancies shall be filled by the Developer.

ARTICLE VII

OFFICERS. The affairs of the Association shall be administered by the officers 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 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:

<u>NAME</u>	<u>ADDRESS</u>
Samuel L. Harmon, President	Post Office Box 13473 Mexico Beach, FL 32410
Barbara Harmon, Vice-President	Post Office Box 13473 Mexico Beach, FL 32410

ARTICLE VIII

INDEMNIFICATION. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's 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 when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors and officers liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE IX

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 X

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 in , such approvals must be by not less than three-fifths (3/5) of the vote of the entire membership of the Association.

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

ARTICLE XI

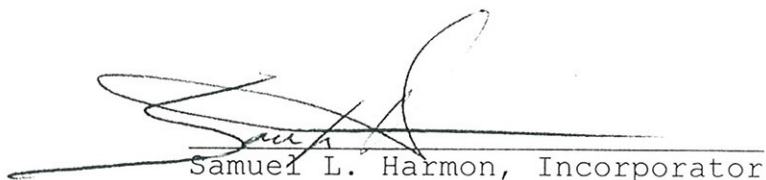
TERM. The term of the Association shall be perpetual.

ARTICLE XII

SUBSCRIBERS. The names and addresses of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Samuel L. Harmon	Post Office Box 13473 Mexico Beach, FL 32410
Barbara Harmon	P.O. Box 13473 Mexico Beach, FL 32410

IN WITNESS WHEREOF, the undersigned being a subscriber and President of this corporation has executed these Articles of Incorporation this 10th day of February, 2004.


Samuel L. Harmon, Incorporator

Inst:0020041294 Date:02/27/2004 Time:14:29
BLD DC,Doug C Birmingham,GULF County B:332 P:935


Barbara Harmon, Incorporator

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Barbara Harmon

Barbara Harmon
1402 Highway 98
Mexico Beach, FL 32456

STATE OF FLORIDA
COUNTY OF GULF

BE IT REMEMBERED that on this 17th day of February, 2004, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared **SAMUEL L. HARMON and BARBARA HARMON**, who are personally known to me or who produced personally known to me as identification, the incorporators/subscribers signing the articles in the above corporation and they acknowledged before me that the proposed Articles of Incorporation are the free act and deed of the incorporators/subscribers and that the facts therein set are truly set forth and that they desire to associate themselves pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



Kristy M. Lee
Notary Public



Inst:0020041294 Date:02/27/2004 Time:14:29
BLO DC,Doug C Birmingham,GULF County B:332 P:936



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 20, 2004

CHARLES A COSTIN
COSTIN & COSTIN
413 WILLIAMS AVE
PT S JOE, FL 32456

The Articles of Incorporation for MAGNOLIA BLUFF SUBDIVISION HOMEOWNERS ASSOCIATION INC. were filed on February 18, 2004 and assigned document number N04000001772. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: Compliance with the following procedures is essential to maintaining your corporate status. Failure to do so may result in dissolution of your corporation.

A corporation annual report must be filed with this office between January 1 and May 1 of each year beginning with the calendar year following the year of the filing/effective date noted above and each year thereafter. Failure to file the annual report on time may result in administrative dissolution of your corporation.

A federal employer identification (FEI) number must be shown on the annual report form prior to its filing with this office. Contact the Internal Revenue Service to insure that you receive the FEI number in time to file the annual report. To obtain a FEI number, contact the IRS at 1-800-829-3676 and request form SS-4.


Should your corporate mailing address change, you must notify this office in writing, to insure important mailings such as the annual report notices reach you.

Should you have any questions regarding corporations, please contact this office at the address given below.

Tammy Hampton, Document Examiner
New Filings Section

Letter Number: 704A00011753

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of MAGNOLIA BLUFF SUBDIVISION HOMEOWNERS ASSOCIATION INC., a Florida corporation, filed on February 18, 2004, as shown by the records of this office.

The document number of this corporation is N04000001772.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twentieth day of February, 2004



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State