

ARTICLES OF INCORPORATION

OF

THE CRESCENT AT MIRAMAR BEACH CONDOMINIUM
OWNERS ASSOCIATION, INC.ARTICLE I. NAME

The name of this corporation is THE CRESCENT AT MIRAMAR BEACH CONDOMINIUM OWNERS ASSOCIATION, INC., hereinafter called Association and the address of the principal office is 25 Walter Martin Road, Ft. Walton Beach, FL 32548. The address of the principal office and the registered office address are the same.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of providing an entity pursuant to Section 718.111, Florida Statutes, for the operation of THE CRESCENT AT MIRAMAR BEACH, A CONDOMINIUM, located in Walton County, Florida. Further, the Association shall operate and maintain any stormwater management system and any stormwater discharge facility exempted or permitted by the Florida Department of Environmental Regulation or other state agency on the property of the Association, and shall have all powers necessary to establish rules and regulations, assess members, and contract for services for the maintenance and operation thereof.

ARTICLE III. TERM

The term of the Association shall be the life of the condominium, unless the Association is terminated by the Declaration. Upon any such termination, any stormwater management system or discharge facility for which the Association is responsible shall be maintained by local government units, including Walton County or any municipality, a municipal service taxing unit, an active water control district, a drainage district created by special act, a community development district created under Chapter 190, Florida Statutes, a special assessment district created under Chapter 170, Florida Statutes, a state or federal agency, any duly constituted communication, water, sewer, electrical or other public utility, or any entity acceptable to the Department of Environmental Regulation or its successor under its rules and regulations.

ARTICLE IV. SUBSCRIBER

The names and addresses of the subscribers of these Articles of Incorporation is as follows:

CHARLES W. PIGG
104 Maxwell Ave.
Greenwood, SC 29646

JULIAN J. NEXSEN, JR.
104 Maxwell Ave.
Greenwood, SC 29646

JOY B. STEVERSON
104 Maxwell Ave.
Greenwood, SC 29646

ARTICLE V. DIRECTORS

1. The affairs of the Association will be managed by a board consisting of the number of directors as shall be determined by the By-Laws, but not less than three directors and in the absence of such determination shall consist of three directors.

2. 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 of the Board of Directors shall be filled in the manner provided in the By-Laws.

3. When unit owners other than the developer own fifteen percent (15%) or more of the units within the condominium, the unit owners other than the developer shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors of the Association. Unit owners other than the developer shall be entitled to elect not less than a majority of the members of the Board of Directors of the Association three (3) years after sales by the developer have been closed on fifty percent (50%) of the units within the condominium, within three (3) months after sales have been closed by the developer on ninety percent (90%) of the units within the condominium, when all of the units within the condominium have been completed, some of them have been sold and none of the others are being offered for sale by the developer in the ordinary course of business, when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business, or seven years after recordation of the declaration of condominium, whichever of the foregoing events shall first occur. The developer shall be entitled to elect at least one member of the Board of Directors of the Association as long as the developer holds for sale in the ordinary course of business at least five percent (5%) of the units within the condominium. Within seventy-five (75) days after the owners other than the developer are entitled to elect a member or members of the Board of Directors of the Association, the Association shall call and give not less than sixty (60) days' notice of an election for this purpose. The notice may be given by an owner if the Association fails to do so.

4. The names and addresses 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:

CHARLES W. PIGG
104 Maxwell Ave.
Greenwood, SC 29646

JULIAN J. NEXSEN, JR.
104 Maxwell Ave.
Greenwood, SC 29646

JOY B. STEVERSON
104 Maxwell Ave.
Greenwood, SC 29646

ARTICLE VI. OFFICERS

The affairs of the Association shall be administered by the officers elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, which officers 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:

President	JULIAN J. NEXSEN, JR.
Vice President	CHARLES W. PIGG
Secretary/Treasurer	JOY B. STEVERSON

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. AMENDMENTS

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

1. 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.
2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting.
3. Approval of an amendment must be by not less than 75% of the votes of the entire membership of the Association.
4. No amendments shall make any changes in the qualifications for membership nor the voting rights of members.
5. A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Walton County, Florida.

ARTICLE IX. RESIDENT AGENT

The Association has named **JAMES W. GRIMSLEY**, whose address is 25 Walter Martin Road NE, Fort Walton Beach, Florida, 32548, as its resident agent to accept service of process within the State.

IN WITNESS WHEREOF, the subscribers have hereunto affixed his signature this
20th day of September, 19 96

Julian J. Nexsen, Jr.
JULIAN J. NEXSEN, JR.

Charles W. Pigg
CHARLES W. PIGG

Joy B. Steversen
JOY B. STEVERSON

STATE OF SOUTH CAROLINA
COUNTY OF GREENWOOD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **JULIAN J. NEXSEN, JR., CHARLES W. PIGG, and JOY B. STEVERSON**, who are

✓ personally known to me; or who
produced _____ as identification

to me known to be the persons described in and who executed the foregoing and acknowledged before me that they executed the same for the uses and purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid this
20th day of September, 1996.

Nada B. Banes (SEAL)
NOTARY PUBLIC FOR SOUTH CAROLINA
Typed Name: Nada B. Banes
Commission No.
My Commission Expires: 10/4/99



OATH OF RESIDENT AGENT

I, **JAMES W. GRIMSLEY**, having been named to accept service of process for **THE CRESCENT AT MIRAMAR BEACH CONDOMINIUM OWNERS ASSOCIATION, INC.**, at 25 Walter Martin Road NE, Fort Walton Beach, Florida, 32548, hereby accepts to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



JAMES W. GRIMSLEY

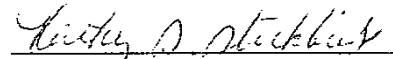
STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **JAMES W. GRIMSLEY**, who is

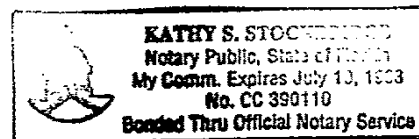
X personally known to me; or who
produced _____ as identification

to me known to be the persons described in and who executed the foregoing and acknowledged before me that they executed the same for the uses and purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid this
24th day of September, 1996

 (SEAL)
NOTARY PUBLIC
Typed Name:
Commission No.
My Commission Expires:

does/crescentTaoi



6. **SPECIAL MEETING.** Except as required by the Condominium Act, as amended, special meetings shall be held whenever called by the President or Vice-President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from members entitled to cast ten percent (10%) of the votes of the entire membership.

7. **NOTICE.** Except as required by the Condominium Act, as amended, notice of all members' meetings stating the time, the place and the purpose for which the meeting is called, shall be given by the President or Vice-President or Secretary. Written notice of such meetings shall be given to each Unit Owner and shall be posted in a conspicuous place on the Condominium property at least fourteen (14) continuous days prior to all meetings. Unless a Unit Owner waives in writing the right to receive notice of any meeting by mail, the notice of the meeting shall be sent by mail to each Unit Owner, and the Post Office Certificate of Mailing shall be retained as proof of such mailing. Notice of any meeting may be waived before or after the meetings.

8. **QUORUM.** A quorum of members meeting shall consist of persons entitled to cast a majority of the votes of the entire membership. The acts approved by the majority of the votes present at a meeting at which a quorum is present shall constitute the act of the members, except when approval by a greater number of members is required by the Declaration of Condominium of the Condominium operated by the Association, the Articles of Incorporation of the Association or these By-Laws. In determining whether a quorum is present, proxies may be counted as persons present.

9. **MEMBERS VOTE.** At any meeting of the members, the Owner of each unit or his designated proxy shall be entitled to cast one (1) vote for each unit he owns.

10. **MULTIPLE OWNERSHIP.** If a unit is owned by one (1) person, or jointly by a husband and wife, his/their right to vote shall be established by the record title to his/their unit. If a unit is owned by more than one (1) person, other than a husband and wife, jointly, the person entitled to cast the vote for the unit shall be designated by a certificate signed by all of the record owners of the unit and filed with the Secretary of the Association. If a unit is owned by a corporation, the person entitled to cast the vote for the unit shall be designated by a certificate signed by the President or Vice-President of the corporation and filed with the Secretary of the Association. Any certificate shall be valid until revoked or until superseded by a subsequent certificate or a change in the ownership of the unit concerned. A certificate designating a person entitled to cast the vote of a unit may be revoked by any owner of that unit.

If such certificate is not on file, the vote of such Owner shall not be considered in determining the requirement for a quorum, nor for any other purpose. The designated person entitled to cast a vote shall be the only person authorized to appoint a proxy. However, no certificate is necessary for voting when the unit is owned by husband and wife. In that event, either may vote in person or by proxy.

11. **PROXIES.** Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote. (i.e. a single owner, a husband or wife joint owner, or a voter designated in a voting certificate) and shall be valid only for the particular meeting designated in the proxy and any lawfully adjourned meeting, and must be filed with the Secretary before the appointed time of the meeting or any adjournment of the meeting.

12. **LACK OF QUORUM.** If any meeting of members cannot be organized because a quorum is not present, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

13. **ORDER OF BUSINESS.** The order of business at annual meetings and as far as practical at other members' meetings shall be:

- (a) Call of the roll and certifying proxies.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading and disposal of any unapproved minutes.
- (d) Report of officers.
- (e) Report of committees.
- (f) Election of inspectors of an election.
- (g) Election of directors.
- (h) Unfinished business.
- (i) New business
- (j) Adjournment.

14. **RESERVATION OF CONTROL BY DEVELOPER.** Until required by Chapter 718.301 of the Condominium Act or until GREENWOOD DEVELOPMENT CORPORATION OF FLORIDA, INC., its successors or assigns or any subsequent Developer, herein called Developer, elects to terminate its control of the Association and the Condominium operated by it, whichever occurs first, the proceedings of all meetings of members of the Association shall have no effect