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EXHIBIT B**ARTICLES OF INCORPORATION****OF****ADDIE'S PLACE HOMEOWNERS ASSOCIATION, INC.**

THE UNDERSIGNED, by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617 and Chapter 720, Florida Statutes, and certify as follows:

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be "Addie's Place Homeowners Association, Inc." (the "Association") and the street address of its initial principal office is 127 Partin Drive North, Niceville, FL 32578.

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 for Addie's Place ("Declaration") to be recorded in the Public Records of Okaloosa 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, these articles, 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, the Declaration, and as provided by law, including, without limitation, the power:
 - 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 is authorized to do so under these Articles, the Declaration, the Bylaws, or as provided by law;

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 these Articles, the Declaration, the Bylaws, or provided by law;

vi. To borrow money for any purpose, subject to such limitations as may be contained in these Articles, the Declaration, the Bylaws, or as provided by law;

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. Upon affirmative vote of at least 2/3 of the members of the Association, 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;

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;

xi. To operate, maintain and manage any storm water management system and any storm water discharge facility in a manner consistent with the requirements of applicable Northwest Florida Water Management District rules, Okaloosa County, and any other local, state or federal regulatory agency; and also assist in the enforcement of the Declaration; and

xii. To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water and stormwater management system. The assessments shall be used for maintenance and repair of the surface water and

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stormwater management systems including, without limitation, within retention areas, drainage structures and drainage easements.

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 III 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 Lot, as that term is defined in the Declaration, shall be a Class "A" member of the Association (hereafter "Member") and shall be entitled to vote in accordance with terms of the Declaration and By-Laws, except there shall be no vote for any Lot owned by the Association. The manner of exercising voting rights shall be as set forth in the Declaration and in the By-Laws of the Association.

(B) Transfer of membership in the Association shall be established by recording in the Official Records of Okaloosa County 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.

(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 ownership of a Lot subject to the Declaration.

(D) The Declarant (as defined in the Declaration) of Addie's Place 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.

(E) The Declarant reserves the right in the Declaration to add additional members of the Association if property is annexed into the Subdivision created by the Declaration.

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.

The names and addresses of the persons who are to act in this initial capacity of Directors until the selection and qualification of their successors are:

<u>Name</u>	<u>Address</u>
David R. Wise	127 Partin Drive N Niceville, FL 32578
Russell D. Aldrich	127 Partin Drive N Niceville, FL 32578
David Buchanan	127 Partin Drive N Niceville, FL 32578

(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 Declaration and Bylaws.

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

ARTICLE VII. OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board of Directors. The names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

<u>Name</u>	<u>Address</u>
David R. Wise President	127 Partin Drive N Niceville, FL 32578
Russell D. Aldrich Vice-President	127 Partin Drive N Niceville, FL 32578
David Buchanan Secretary/Treasurer	127 Partin Drive N Niceville, FL 32578

ARTICLE VIII. 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 VIX. LIABILITY OF OFFICERS AND 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 officers and directors, no officer nor 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 an officer or director. This limitation of liability shall not extend to an officer's or 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 officer or director of the Association for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.

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 Board of Director or member meeting at which a proposed amendment is considered;

(B) A resolution for the adoption of a proposed amendment may be proposed either by a majority vote of the Board of Directors or by seventy-five percent (75%) of 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 to adopt a proposed amendment to these Articles 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 Declarant, Members or the Association;

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

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ARTICLE XI. DISSOLUTION

The Association may be dissolved only upon a resolution duly adopted by a majority of the Board of Directors and the affirmative vote of Owners representing at least 75% of the total Class "A" votes then existing in the Association, and the written consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally annexed and subjected to the Declaration by the Declarant. Upon dissolution of the Association, any remaining real property assets of the Association shall be dedicated to either (i) an appropriate public agency to be used for purposes similar to those for which the Association was created; or (ii) to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. Further, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which will comply with Rule 62-330.310, Florida Administrative Code, and Applicant's Handbook Volume I, Section 12.3, as may be subsequently amended, and be approved by the Northwest Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XII. 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 at least a 2/3 vote of the total Class "A" votes in the Association, and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or any property which may be unilaterally annexed and subjected to the Declaration by the Declarant, its successors or assigns, or successor Declarant.

ARTICLES XIII. INCORPORATOR

The name of the incorporator of the Association is Dawn E. Stuntz, 4475 Legendary Drive, Destin, FL 32541.

ARTICLE XIV. APPOINTMENT OF REGISTERED AGENT AND OFFICE

Dawn E. Stuntz is hereby appointed to serve as Registered Agent of the Association. The street address of the Registered Office of the Registered Agent is 4475 Legendary Drive, Destin, FL 32541.

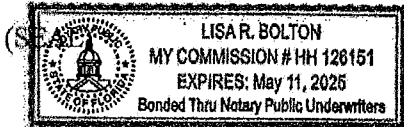
IN WITNESS WHEREOF, the Incorporator has affixed her signature this 14th day of February, 2023.


Dawn E. Stuntz

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STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 14th day of February, 2023 by Dawn E. Stuntz, who is personally known to me or who has produced a Florida Driver's License as identification.

Lisa R. Bolton

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:

That Addie's Place Homeowners Association, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation, has named is Dawn E. Stuntz, located at 4475 Legendary Drive, Destin, FL 32541, 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 the place designated in this Certificate, I hereby accept the appointment and agree to act in this capacity, and agree to comply with the requirements of Florida Statutes relative to keeping open said office.


Dawn E. Stuntz