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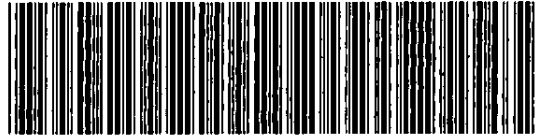
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2010 APR 19 P 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APR 20 2010
D. A. WHITE

**ARTICLES OF INCORPORATION
OF
TERRA BELLA PROPERTY OWNERS ASSOCIATION, INC.
(A Nonprofit Corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a nonprofit corporation under the Florida Corporations Act (Chapter 617 F.S. – Not For Profit), adopts the following articles of incorporation for such nonprofit corporation:

Article I: The name of the corporation is TERRA BELLA PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the “Association.”

Article II: The principle place of business and mailing address will be:

Terra Bella Property Owners Association, Inc.
4400 Bayou Blvd., Suite 40
Pensacola, FL 32503

Article III: The specific purposes for which the Association is formed are:

- (a) Primarily to provide for government, preservation and architectural control of the residential Lots and Common Area within the property known as TERRA BELLA SUBDIVISION, Santa Rosa County, Florida.
- (b) To promote the health, safety and welfare of the residents and non-residential owners within the above-described property and any additions thereto as may be brought within the jurisdiction of the Association.
- (c) To be and constitute the Association described in the Declaration of Covenants and Restrictions of TERRA BELLA SUBDIVISION (hereinafter referred to as the “Declaration”), which is part of the Official Records of the County Court Clerk of Santa Rosa County, Florida, and to perform all obligations and duties and to exercise all rights and powers of the Association as specified in the Bylaws of the Association, and as provided by all applicable statutes.
- (d) To engage in any lawful act or activity for which nonprofit corporations may be organized under the laws of the State of Florida.
- (e) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

- (f) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real property in connection with the affairs of the Association.
- (g) Borrow money, and with the assent of two-thirds (2/3) of all members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- (h) Dedicate, sell or transfer all or any part of the Common Area, roads or easements to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of the total membership, agreeing to such dedication, sale or transfer.
- (i) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes provided that such merger or consolidation shall have the assent of two-thirds (2/3) of the total membership.
- (j) To construct, repair and maintain any additional common facilities, roads and easements which will be acquired by this corporation in the future, all of which will be located upon the real property described in Exhibit A of the Declaration.
- (k) To enforce by any proceeding at law or in equity all restrictions, conditions, covenants, reservations, liens and charges imposed by the provisions of the Declaration.

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

- (a) No member, director, or officer of the Association shall receive any distribution of the income or other assets of the Association.
- (b) The Association shall have all of the common law and statutory powers of a nonprofit corporation which are not in conflict with the terms of these Articles, the Declaration and the Bylaws of this Association.
- (c) The Association shall exercise all of the powers and privileges and perform all the duties and obligations of the Association as set forth in these Articles, the Declaration and the Bylaws of this Association as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

- (d) The Association shall not have the authority to issue certificates or shares of stock, but shall be composed of members, subject to the following terms and conditions:

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds interest in a Lot, all such persons shall be members. The vote for such Lot shall be exercised as determined by the Owners thereof, but in no event shall more than one vote be cast with respect to any one Lot

Class B. The Class B member shall be the Declarant, which shall be entitled to five (5) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

- (i) Three (3) months after eighty-five percent (85%) of the Lots in the project have been conveyed to Lot purchasers; or
- (ii) When total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership; or
- (iii) Declarant records an instrument terminating Class B membership.


Article V: The business of the Association shall be managed by the Board of Directors of the Association. The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Darrell Gooden	4400 Bayou Blvd., Suite 40 Pensacola, Florida 32503
Tom Poulos	4400 Bayou Blvd., Suite 40 Pensacola, Florida 32503
Tom Wilson	4400 Bayou Blvd., Suite 40 Pensacola, Florida 32503

The initial Board of Directors for this organization shall be made up of three (3) Directors, however, upon termination of the Class "B" member the number of Directors shall be five (5). There will be an election conducted each year for a succeeding Board of Directors. The specific method of election, term of office, removal and filling of vacancies with respect to the Board of Directors shall be set forth in the Association Bylaws.

Article VI: The address of the initial registered office of the Association is 4400 Bayou Blvd., Suite 40, Pensacola, Florida 32503 and the name of its registered agent at such address is DARRELL GOODEN.


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Darrell Gooden
As Registered Agent

Article VII: The name and address of the incorporator of this organization is:

Darrell Gooden
4400 Bayou Blvd., Suite 40
Pensacola, FL 32503

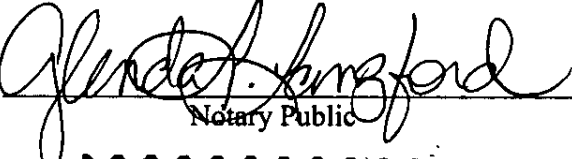
IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this the 15th day of APRIL, 2010.


Darrell Gooden
Incorporator

STATE OF FLORIDA
COUNTY OF ~~SANTA ROSA~~
ESCALABIA

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that DARRELL GOODEN, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, in said capacity and with full authority, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this, the 15th day of APRIL, 2010.


Notary Public

This instrument was prepared by:

Gooden Homes, Inc.
4400 Bayou Blvd., Suite 40
Pensacola Florida

