

1201 HAYS STREET
TALLAHASSEE, FL 32301-3607
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N96000005220



PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 111734 137473A

AUTHORIZATION :

Patricia Pyjute

COST LIMIT : \$ 70.00

ORDER DATE : October 7, 1996

ORDER TIME : 3:02 PM

ORDER NO. : 111734

3000001967003

CUSTOMER NO: 137473A

CUSTOMER: Ms. Carolanne Rios
HALL & RUNNELS

Suite 106
1234 Airport Road
Destin, FL 32541

DOMESTIC FILING

NAME: THE WOODS ~~HOME~~OWNERS'
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

FILED
96 OCT -8 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT -8 AM 8:33
DIVISION OF CORPORATION

W-21261
KR 10-8
10.11.96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 OCT 10 PM 3:07
DIVISION OF CORPORATIONS

October 8, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: THE WOODS HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: W96000021261

We have received your document for THE WOODS HOMEOWNERS' ASSOCIATION, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 096A00045848

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF INCORPORATION
OF
THE WOODS OWNERS' ASSOCIATION, INC.

FILED
96 OCT -8 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirement of Chapter 617 of the Florida Statutes, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is THE WOODS OWNERS' ASSOCIATION, INC.

ARTICLE II

The principal office of the association is located at 124 Shell Avenue, Fort Walton Beach, Florida 32548.

ARTICLE III

The individual who is hereby appointed as the initial resident agent of this association is Steven K. Hall, at Suite 205, 1234 Airport Road, Destin, Florida 32541.

ARTICLE IV

This association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the lots and common areas within that real property (hereinafter called the "property") described as follows:

THE WOODS, according to the plat thereof recorded in Plat Book 12 at Page 23, of the Public Records of Walton County, Florida.

and to promote the health, safety and welfare of the residents within the property and any additions thereto as may hereafter be brought within the jurisdiction of this association for the purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the association as set forth in that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration"), applicable to the property and recorded or to be recorded in the Official Records of the Clerk of Circuit Court of Walton County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) 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;

(c) 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 or personal property in connection with the affairs of the association;

(d) borrow money, provided, however, such power to borrow shall not include the power to pledge, mortgage, deed in trust or hypothecate any of the common areas as security for money borrowed or for debts incurred;

(e) dedicate, sell or transfer all or any part of the common areas 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 members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential and commercial or mixed use property and common areas;

(g) maintain, repair, replace, operate and manage the above-described property and any improvements therein including the right to reconstruct improvements owned by the association after casualty and to make further improvements of the property or to purchase additional property and improvements;

(h) enter into contracts for management, insurance coverage, maintenance, and to delegate all of the powers and duties of the association except those the delegation of which may be required by the Declaration to have approval of the board of directors or membership of the association;

(i) enforce the provisions of the proposed Declaration, these Articles of Incorporation, the By-Laws of the association which may be hereafter adopted, the Architectural Standards, and the rules and regulations governing the use of the property and the improvements thereon as same may be hereafter established;

(j) exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the association pursuant to the Declaration, and

(k) have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 of the Florida Statutes regarding corporations not for profit may now or hereafter have or exercise together with all other powers reasonably necessary to effectuate the purpose of the association as set out herein.

ARTICLE V

Every person or entity who is a record fee simple owner of a lot within THE WOODS, a subdivision, shall be a member of the association. membership shall be appurtenant to and may not be separated from ownership of any lot. No member can assign, hypothecate or transfer in any manner, except as an appurtenance to his lot, his interest in the funds and assets of the association subject to the limitation that the same be expanded, held or used for the benefit of the membership and for the purposes authorized herein, in the proposed Declaration, and in the By-Laws which may be hereafter adopted.

ARTICLE VI

The association shall have two classes of voting membership.

Class A. Class A members shall be all owners with the exception of Declarant (who shall become a Class A member when Declarant's Class B membership ceases as provided hereafter) and shall be entitled to one vote for each Lot owned, except the Owner of a Commercial or Mixed Use Acre, which Owner shall have a number of votes which shall coincide with the multiple by which the annual assessment allocated to such Commercial or Mixed Use Acre exceeds the annual assessment for the Owner of a Lot. When more than one (1) person holds an interest in a given Lot or Commercial or Mixed Use Acre, all such persons shall be members. The vote for such Lot shall be exercised as they may determine among themselves and advise the secretary of the Association in writing prior to the vote being taken. In the absence of such advice, the vote for such Lot shall be suspended if more than one person seeks to exercise it. In no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B Member shall be the Declarant, who shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership within 90 days of the occurrence of any of the following events, whichever shall occur first:

- (a) One hundred twenty (120) days after ninety percent (90%) of the Lots have been conveyed to Lot purchasers;
- (b) Five (5) years following conveyance of the first Lot; or
- (c) Decision of the Declarant to convert to Class A membership.

ARTICLE VII

The officers of the association shall be a president, a vice president, a secretary, a treasurer and such other officers as may be deemed desirable or necessary by the board of directors.

The officers shall be elected at the first meeting and at such annual meeting of the board of directors as provided by the By-Laws.

ARTICLE VIII

The affairs of this association shall be managed by a board of not less than three nor more than seven directors, who need not be members of the association. The number of directors may be changed by amendment of the By-Laws of the association, but shall never be less than three. The names and addresses of the persons who are to act in the capacity of officers and directors until the selection of their successors are:

Prentice M. Thomas
Post Office Box 4246
Fort Walton Beach, Florida 32549

President and Director

Davago J. Runnels, Jr
106 Waynell Circle
Fort Walton Beach, Florida 32548

Vice-President, Secretary, and Director

Anna Y. Moore
113 Yacht Club Court
Fort Walton Beach, Florida 32548

Treasurer and Director

At the first annual meeting the members shall elect directors. The terms of office for the directors so elected shall be established such that approximately one-third of the elected directors shall serve for one year, approximately one third of the elected directors shall serve for two years, and approximately one-third of the elected directors shall serve for three years. At each subsequent annual meeting, the members shall elect directors for a term of three years to replace those directors whose terms shall then be expiring. Should a vacancy occur prior to that time, the remaining directors may elect a person or persons to fill the vacancy or vacancies for the unexpired term.

ARTICLE IX

The board of directors of this association may provide such By-Laws for the conduct of its business in the carrying out of its purposes as they may deem necessary from time to time.

Until such time as the Class "B" membership is converted to Class "A" membership, the Class "B" member may unilaterally amend the By-Laws.

The By-Laws may be amended, altered or rescinded upon the proposal of a majority of the board of directors and approval in person or in writing of a majority of the members of the association present at a regular or special meeting of the members, notice of which shall state that such proposal is to be voted upon at the meeting.

ARTICLE X

This association shall exist perpetually.

ARTICLE XI

The association may be dissolved with the assent given in writing and signed by not less than 71% of each class of members. Upon dissolution of the association, other than incident to a merger or consolidation, the assets, both real and personal, of the association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE XII

An amendment or amendments to these Articles of Incorporation may be proposed either by 60% of the entire membership or by the board of directors of the association acting upon a vote of the majority

of the directors. To become effective, such amendment or amendments must be approved by an affirmative vote of 75% of the entire membership cast in person or by proxy at a specially called meeting for such purpose, the notice of which shall describe the amendment or amendments being proposed.

ARTICLE XIII

No part of the income of the association shall inure to the benefit of any individual or member, and the association shall not carry on propaganda, or otherwise act to influence legislation.

ARTICLE XIV

Every director and every other officer of the association shall be indemnified by the association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings 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 in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any such director or officer may be entitled.

ARTICLE XV

For those actions which, by the provisions of preceding articles, require a vote of the members, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than 14 days nor more than 60 days in advance of the meeting.

The presence of members or of proxies entitled to cast fifty percent (50%) of the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

The use of proxies shall be only in accordance with the provisions of Florida Statutes Chapter 617.

ARTICLE XVI

The name and address of the subscriber of these Articles of Incorporation is:

Steven K. Hall
Suite 205, 1234 Airport Road
Destin, Florida 32541

ARTICLE XVII

All definitions appearing at Article I of the Declaration shall be applicable when such defined terms appear in these Articles of Incorporation.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the subscribing incorporator of this association, have executed these Articles of Incorporation this 9th day of October, 1996.


STEVEN K. HALL

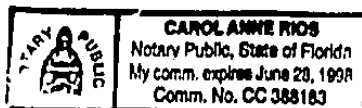
I, STEVEN K. HALL, hereby am familiar with and accept the duties and responsibilities as registered agent for THE WOODS OWNERS' ASSOCIATION, INC.


STEVEN K. HALL, Registered Agent

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 9th day of October, 1996, by STEVEN K. HALL, as incorporator and registered agent, who is personally known to me and who did not take an oath.




Notary Public
Print Name: _____
My Commission Expires: _____

FILED
96 OCT -8 AM 8:22
TALLAHASSEE, FLORIDA