

N99000002826

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Villages of St Mark's Property Owners'
Association, Inc.
(Proposed corporate name - must include suffix)

000002867140--2
-05/07/99--01076--014
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: David A. Barrett, Esquire
Name (Printed or typed)

111 S. Monroe Street, Suite 3000
P.O. Box 930
Address

Tallahassee FL 32302-0930
City, State & Zip

850/222-9000 Fax 850/222-9892
Daytime Telephone number

FILED
99 MAY -7 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
5/7/99

Called David Barrett
to correct the corp. name
(owners).

NOTE: Please provide the original and one copy of the articles of incorporation and a check for :

RECEIVED
99 MAY -7 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VILLAGES OF ST. MARKS PROPERTY OWNERS' ASSOCIATION, INC.

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99 MAY -7 AM 11: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, 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 **VILLAGES OF ST. MARKS PROPERTY OWNERS' ASSOCIATION, INC.**, hereinafter called the "Association."

ARTICLE II

The principal office of the Association is located at 247 E. 7th Ave., Tallahassee, FL 32301.

ARTICLE III

David A. Barrett, whose address is 111 S. Monroe St., 3rd Floor, Tallahassee, Florida 32301, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

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 ownership, maintenance, preservation and control of the Common Area, and to enforce and preserve and control the use, repair and maintenance of the privately owned Lots of land within that

certain tract of property located in Wakulla County, Florida, and described in the Declaration of Covenants, Conditions and Restrictions of Villages of St. Marks, hereinafter called the "Declaration," recorded or to be recorded in the Public Records of Wakulla County, Florida, and as the same may be amended from time to time, said Declaration being incorporated herein by reference, and to promote the health, safety and welfare of the owners and the property described in the Declaration, and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association, including the duties and obligations of the Architectural Control Committee (ACC) of the Association as set forth in the Declaration;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration;

(c) 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;

(d) acquire (by gift, purchase or otherwise), own, hold, improve, use, 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;

(e) borrow money, and with the assent of two-thirds (2/3) of the 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;

(f) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may

be agreed to by the members (provided, however, no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members agreeing to such dedication, sale or transfer);

(g) participate in mergers and consolidations with other nonprofit corporations organized for the same or similar purposes or annex additional property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members;

(h) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter possess;

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of records to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. The 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 an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership when both:

(1) the total votes outstanding in the Class A membership for all residential lots exceed the total votes outstanding in the Class B membership for all residential lots; and

(2) the total votes outstanding in the Class A membership for all commercial lots exceed the total votes outstanding the Class B membership for all commercial lots.

Once Class B membership ceases and only Class A membership exists, there shall be created two (2) groups with voting rights: residential Lot Owners and commercial Lot Owners. Each Lot Owner shall have equal voting rights (1 Lot; 1 Vote). However, the residential Lot Owners shall control, by majority vote of residential Lot Owners, matters exclusively affecting residential Owners, and commercial Lot Owners shall control, by majority vote, matters exclusively affecting commercial Lots. Matters affecting both residential Lots and commercial Lots shall be controlled by majority vote of the Board of

Directors. The Board of Directors shall, in its sole discretion, determine whether the matter is of exclusive affect to one of the two groups or affects both.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association, after the first annual meeting of the membership, shall be managed by a Board of seven (7) Directors, of which four (4) shall be commercial Lot Owners and three (3) shall be residential Lot Owners. The number of directors and directors' terms of office may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who shall be the directors and shall be the entire Board of Directors with full power and authority to act for the Association until the selection of their successors, after the first annual meeting of the membership, are:

<u>NAME</u>	<u>ADDRESS</u>
David A. Barrett	247 E. 7th Avenue Tallahassee, FL 32301
Millard Noblin	247 E. 7th Avenue Tallahassee, FL 32301
Cassandra Harbin	247 E. 7th Avenue Tallahassee, FL 32301

At the first annual meeting, the members shall elect two (2) directors for a term of one year, one of whom shall be a commercial Lot Owner, two (2) directors for a term of two years, one of whom shall be a commercial Lot Owner, and three (3) directors for a term of three years, two (2) of whom shall be commercial Lot Owners; and at each annual

meeting thereafter the members shall elect sufficient directors for a term of three years to fill the positions of the directors whose terms are expiring.

ARTICLE VIII

OFFICERS

The officers of this Association shall be a President and a Vice-President who shall at all times be members of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time by resolution create. The election, term, removal and duties of the officers shall be as set forth in the By-Laws. Until the first election, Cassandra G. Harbin will serve as President, Millard J. Noblin will serve as Vice President and David A. Barrett will serve as Secretary and Treasurer.

ARTICLE IX

BY-LAWS

The initial By-Laws for the Association shall be adopted by a vote of a majority of the members of the Board of Directors. The By-Laws may be amended or altered at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, in the manner and subject to any other conditions set forth in the By-Laws, and the Articles or the Declaration of Restrictive Covenants, which, in conflict shall control the By-Laws.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than four-fifths (4/5) of the members. Upon dissolution of the Association, other than

incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI

DURATION

The corporation shall exist perpetually.

ARTICLE XII

AMENDMENTS

(l) Amendments to these Articles shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of Directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by these Articles, the By-Laws or general law for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon, unless any class of members is entitled to vote thereon as a class in which event the proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the votes of members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all members entitled to vote thereon. If these Articles, the Bylaws, or the Declaration of Restrictive Covenants require a greater affirmative vote, then a majority shall control.

(2) Any number of amendments may be submitted to the members and voted upon by them at one meeting.


(3) If all of the Directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though subsection (l) had been satisfied.

(4) The members may amend these Articles of Incorporation adopted by the appropriate voting group and with appropriate majority, without an act of the Directors, at a meeting for which appropriate notice of the changes to be made is given.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this _____ day of _____, 1999.


Millard J. Noblin


Cassandra G. Harbin


David A. Barrett

ACCEPTANCE BY REGISTERED AGENT

David A. Barrett, having been named as the registered agent in the foregoing Articles of Incorporation of Villages of St. Marks Property Owners' Association, Inc., to accept service of process for the corporation at 111 S. Monroe St., 3rd Floor, Tallahassee, Florida 32301, hereby agrees to act as the registered agent and comply with the laws of the State of Florida relative to such position.



David A. Barrett

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