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September 22, 2000

Via Federal Express

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Re: Southwood Community Association, Inc. and Southwood Community Council,
Inc.

Dear Madam or Sir:

Attached are the original and one copy of the Articles of Incorporation for the captioned corporations, the certificate of designations of the registered agent, and a check issued in the amount of \$140 (\$70 for each).

Please don't hesitate to call me if you have any questions or need additional information.
Thank you for your assistance.

Sincerely,

Rachel Haskin

Rachel Haskin
Legal Assistant

Enclosures

5297/Southwood/A1

26

**ARTICLES OF INCORPORATION
OF
SOUTHWOOD COMMUNITY COUNCIL, INC.
(A Florida Not For Profit Corporation)**

FILED
00 SEP 25 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article 1. Name. The name of the Corporation is Southwood Community Council, Inc. (the "Community Council").

Article 2. Address. The address of the initial principal office of the Community Council, and the initial mailing address of the Community Council is 215 South Monroe Street, Suite 702, Tallahassee, Florida 32301.

Article 3. Definitions. All capitalized terms used herein which are not defined shall have the meaning set forth in the Community Covenant for Southwood, Recorded or to be Recorded in Leon County, Florida, as amended from time to time (the "Community Covenant").

Article 4. Purposes. The Community Council does not contemplate pecuniary gain or benefit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which the Community Council is organized are:

(a) to be and constitute the Community Council to which reference is made in the Community Covenant, to perform all obligations and duties of the Community Council, and to exercise all rights and powers of the Community Council, as set forth in the Council Documents and as provided by law; and

(b) to provide an entity for the furtherance and promotion of the social welfare of the Southwood community; including, but not limited to, perpetuating the sense of community life and spirit and being responsible for and involved in programs and activities which contribute positively to its residents and to the region of which it is a part.

Article 5. Powers. The Community Council shall have all of the common law and statutory powers conferred upon nonprofit corporations under Florida 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 Council By-Laws, or the Community Covenant.

The Community Council shall make no distributions of income to its directors or officers.

Article 6. Members. The Community Council shall have no members.

Article 7. Existence and Duration. Existence of the Community Council shall commence with the filing of these Articles of Incorporation with the Florida Department of State.

Unless dissolved as provided in the Council Documents and Florida law, the Community Council shall exist in perpetuity.

Article 8. Board of Trustees. The Community Council's business and affairs shall be conducted, managed, and controlled by a Board of Trustees. The Board may delegate its operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

The initial Board shall consist of three members. The names and addresses of the initial directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Timothy D. Edmond
215 South Monroe Street, Suite 702
Tallahassee, Florida 32301

J. Keith Dantin
215 South Monroe Street, Suite 702
Tallahassee, Florida 32301

David Teal
215 South Monroe Street., Suite 702
Tallahassee, Florida 32301

The method of election and removal of directors, filling of vacancies, and the term of office of directors shall be as set forth in the By-Laws.

Article 9. By-Laws. The By-Laws shall be adopted by the Board of Trustees and may be altered, amended, or rescinded in the manner provided in the By-Laws.

Article 10. Liability of 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 directors, no director of the Community Council shall be personally liable to the Community Council for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Community Council for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 11. Amendments. These Articles may be amended only upon a resolution duly adopted by at least two-thirds of the trustees and with the approval of Declarant so long as Declarant or any Affiliate of Declarant owns property described in Exhibit "A" or "B" to the Community Covenant; provided, no amendment may be in conflict with the Community Covenant.

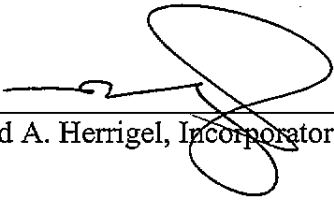
Article 12. Dissolution. In the event of dissolution of the Community Council, to the extent allowed under applicable law, after all lawful debts and liabilities of the Community Council have been paid, all assets of the Community Council shall be distributed to the Southwood Community Association, Inc., or its assets shall be sold and the proceeds distributed

to another organization organized and operating for purposes substantially similar to those for which the Community Council is organized and operating.

Article 13. Incorporator. The name of the incorporator of the Community Council is David A. Herrigel, and such incorporator's address is 1200 Peachtree Center, South Tower, 225 Peachtree Street, N.E., Atlanta, Georgia 30303.

Article 14. Registered Agent and Office. The initial registered office of the Community Council is 7900 Glades Road, Suite 200, Boca Raton, Florida 33434, and the initial registered agent at such address is John Baric.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on 22nd day of September, 2000.



David A. Herrigel, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

Southwood Community Council, Inc.

2. The name and address of the registered agent and office is:

John Baric
7900 Glades Road, Suite 200
Boca Raton, Florida 33434

FILED
00 SEP 25 AM 10:13
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Name: John Baric

Date:

9/18/00