

N00000006967

ANDREWS & DAVIS
ATTORNEYS AT LAW
THE PROFESSIONAL BUILDING
694 BALDWIN AVENUE, SUITE 1
DEFUNIAK SPRINGS, FLORIDA 32433

ANGUS G. ANDREWS
MARK D. DAVIS

TELEPHONE (850) 892-5838
FACSIMILE (850) 892-5837

July 31, 2000

The Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

600003347436--0
-08/07/00--01037--002
*****78.75 *****78.75

Re: **MILL POND HOMEOWNERS' ASSOCIATION, INC.**
A Nonprofit Corporation

Dear Division of Corporation:

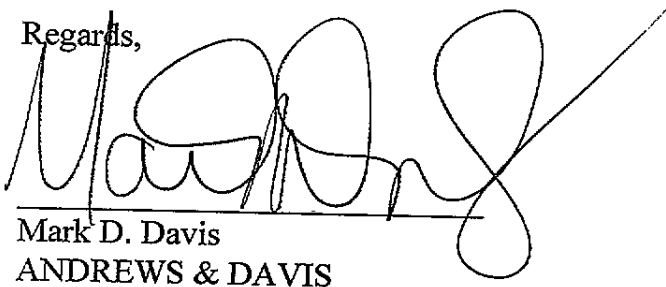
Enclosed is an original and one copy of the Articles of Incorporation and a Designation of Acceptance of Registered Agent for a MILL POND HOMEOWNERS' ASSOCIATION, INC.

A check for \$78.75 is enclosed for the filing fee and for the return of a certified copy of the articles to the office of ANDREWS & DAVIS at the address above.

Thank you for your prompt attention to this matter. If you have any questions or concerns, please do not hesitate to contact me.

Mark Davis GAVE
AUTHORIZATION BY PHONE TO
CORRECT number of directors
DATE 08-11-00
DOC. EXAM aj

Regards,


Mark D. Davis
ANDREWS & DAVIS

MDD.sjd
Enclosures

W-23185
ajc 9/25

FILED
00 OCT 19 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 25, 2000

MARK D. DAVIS
694 BALDWIN AVE., STE.1
DEFUNIAK SPRINGS, FL 32433

SUBJECT: MILL POND HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: W00000023185

We have received your document for MILL POND HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 900A00050114

Articles of Incorporation

of

MILL POND SUBDIVISION OF PAXTON, INC.,
A Nonprofit Corporation.

FILED
00 OCT 19 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of legal age, at least two of whom are citizens of the State of Florida, acting as incorporators of a corporation under Chapter 617 of the Florida Statutes, hereby adopt the following articles of incorporation:

Article I

The name of the corporation is MILL POND SUBDIVISION OF PAXTON, INC., (hereinafter the "association").

Article II

The association is a nonprofit corporation.

Article III

The period of its duration is perpetual.

Article IV

The association is formed for the primary purpose of providing for the maintenance, preservation, and architectural control of the residence lots and common area within a certain subdivided tract of real property described as follows:

The W1/2 of the SE1/4, E1/2 of SE1/4 of SW1/4, less ten acres across the NW1/4 of SE1/4 beginning in the NE corner of NW1/4 of SE1/4 and running South 110 yards thence West 440 yards, thence North 110 yards, thence East 440 yards to starting point, ninety acres more or less in Section 26, Townshop 6 North, Range 21 West, Walton County, Florida,

and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose.

It is further organized for the purpose of maintaining Lot #8, reserved in the plat of Mill Pond Addition to the Town of Paxton to be recorded in the Public Records of Walton County, Florida, for the storm water treatment easement as required by the Florida

Department of Environmental Protection.

In furtherance of such purposes, the association will have the power to:

(a) Perform all of the duties and obligations of the association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the "Declaration") applicable to the subdivision and to be recorded in the public records of Walton County, Florida;

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means; and 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 on the property of the association;

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(d) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer will be effective unless an instrument has been signed by two-thirds 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 property and common areas, provided that any merger, consolidation, or annexation must have the consent by vote or written instrument of two-thirds of each class of members;

(g) Have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

(h) To manage, operate, maintain and repair all of the common facilities of Mill Pond Subdivision including but not limited to an entrance sign, storm water retention easements, and other facilities enjoyed in common by the owners of Mill Pond Subdivision, as well as all other powers as set forth in the declaration referenced here. The Association is further empowered to operate and maintain any stormwater management system and any stormwater discharge facility as exempted and permitted by the Florida Department of Environmental Regulation.

(i) If this corporation is ever dissolved, the powers to operate and maintain any stormwater management system and any stormwater discharge facility as noted in paragraph (h) above shall pass to the City of Paxton or other governmental agency as required by Rule 62-25.027, Florida Administrative Code.

The association is organized and will be operated exclusively for the above purposes. The activities of the association will be financed by assessments on members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member.

Article V

The street address of the initial registered office of the association is 694 Baldwin Avenue, Suite 1, DeFuniak Springs, Florida 32435, and the name of its initial registered agent at that address is Mark Douglass Davis.

Article VI

Every person or entity who/which is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, will be a member of the association. Membership will be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

Article VII

The association will have two classes of voting members, which are defined as follows:

Class A. Class A members will include all owners with the exception of the declarant, as that term is defined in the Declaration. Class A members will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all of those persons will be members. The vote for such lot will be exercised as such members determine among themselves,

but in no event will more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B member will be the declarant, as that term is defined in the Declaration. The declarant will be entitled to three votes for each lot owned. The Class B membership will cease and be converted to Class A membership as provided in the Declaration.

Article VII

The directors will be elected by a method to be stated in the by-laws.

Article IX

On dissolution, the assets of the association will be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets will be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

Article X

The name and street address of each incorporator is:

Name

Address

GRABLE RICKS

Post Office Box 489
Andalusia, Alabama 36420

Executed at 694 Baldwin Avenue, Suite 1, DeFuniak Springs, Florida, on October 16, 2000

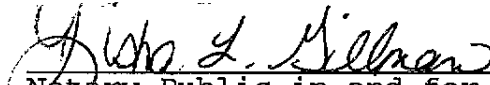


GRABLE RICKS
Incorporator

State of Florida
County of Walton

I, KISHA L. GILLMAN, a notary public, certify that on Oct 16th, 2000, GRABLE RICKS, being first duly sworn, personally appeared before me and declared that they are the persons who signed the foregoing document as incorporators, and that the statements contained therein are true. GRABLE RICKS produced a valid Alabama Driver's license as identification.

In witness, I have set my hand and on the date first above-written.


Notary Public in and for

Walton County, Florida

My commission expires:



Kisha L. Gillman
My Commission CC831960
Expires March 23, 2001

To: The Department of State
Tallahassee, Florida 32304

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 19 PM 2:00


FILED

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

Mill Pond Subdivision of Paxton, Inc., a Florida Not for Profit Corporation, hereby designates its principal place of business as 694 Baldwin Avenue, Suite 1, DeFuniak Springs, Florida 32435 and designates its registered agent shall be Mark D. Davis, and the registered agent's address is 694 Baldwin Avenue, Suite 1, DeFuniak Springs, Florida 32433

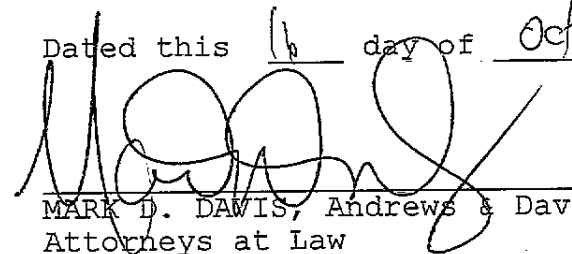
Dated this 16 day of Oct, 2000


GRABLE RICKS, Incorporator, Mill Pond
Subdivision of Paxton, Inc., a Florida Not for
Profit Corporation

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated this 16 day of Oct, 2000.


MARK D. DAVIS, Andrews & Davis,
Attorneys at Law
694 Baldwin Avenue, Ste. 1,
DeFuniak Springs, Florida 32435
(850) 892-5838