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To:

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Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA NON-PROFIT CORPORATION

WINDWARD COVE MASTER HOMEOWERS ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07 (8)
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

WINDWARD COVE MASTER HOMEOWNERS ASSOCIATION, INC.

We, the undersigned natural persons competent to contract, acting as incorporators of a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopt the

following Articles of Incorporation:

ARTICLE I NAME

The name of this corporation is Windward Cove Master Homeowners Association, Inc., hereinafter referred to as "Association".

ARTICLE II DURATION

This corporation shall exist perpetually, commencing on the date of filing the Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III PLACE OF BUSINESS

The principal office of the Association is located at 6330 Siguenza Drive, Pensacola, Florida 32507.

ARTICLE IV RESIDENT REGISTERED AGENT

KENNETH R. FOUNTAIN, P.A. whose address is 8855 Navarre Parkway, Navarre, Florida 32566, shall be the initial Resident Registered Agent of this Association.

ARTICLE V PURPOSE

The Association does not contemplate a monetary gain or profit to its members. The Association is organized and operated solely for administrative and managerial purposes. It is not intended that the corporation show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member. If, in any taxable year, the net income of the corporation from all sources other than casualty

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insurance proceeds and other nonrecurring items exceeds the sum of (1) total common expenses for which payment has been made or liability incurred within the taxable year, and (2) reasonable reserves for common expenses and other liabilities in the next succeeding taxable year, such excess shall be held by the corporation and used to reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each unit owner will be credited with the portion of any excess that is proportionate to the Owner's interest in the common elements of the Windward Cove Subdivision.

The specific purposes and objects for which the Association is formed are such as are authorized under Chapter 617 of the Florida Statutes and include providing for the maintenance, preservation, administration and architectural control of the improvements on the Lots and Common Areas within that property known as Windward Cove Subdivision Phase A-1, a Planned Unit Development, according to the Plat recorded in Plat Book _____, at Page _____ of the Public Records of Escambia County, Florida and any additions thereto as may hereafter be brought within the jurisdiction of this Association and to promote the health, safety and welfare of the residents within the Windward Cove Subdivision Development and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all the duties and obligations of the Association as set forth in the By-Laws and the Declaration of Covenants, Conditions, Restrictions and Easements as recorded in Official Records Book _____, at Page _____ of the Public Records of Escambia County, Florida, hereinafter called the "Declaration", applicable to the property described therein as recorded or subsequently shall be recorded in the office of the Clerk of the Circuit Court

of Escambia County, Florida, by Windward Key Corporation, hereinafter referred to as the "Declarant". The By-Laws and Declaration may be amended from time to time as therein provided and are incorporated herein as if set forth at length.

(b) 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 to public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money and with the assent of sixty-seven percent (67%) 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.

(e) 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. No such dedication or transfer proposed by any party other than the Declarant shall be effective unless an instrument has been signed by sixty-seven percent (67%) of the 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 such merger, consolidation or annexation proposed by other than the Declarant shall have the assent of no less than sixty seven percent (67%) of the

members.

(g) To have and exercise any and all powers, rights and privileges which may be held or exercised by a corporation organized under the Non-Profit Corporation Law of the State of Florida under Chapter 617 of the Florida Statutes which the Association by law may now or hereafter have or exercise.

ARTICLE VI MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot, 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 VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who need not be members of the Association. The initial number of Directors shall be three (3) and may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Richard C. Pfister
Gary Pfister
Betty Fountain

At the first annual meeting, the members shall elect one (1) Director for a term of one (1) year, and one (1) Director for a term of two (2) years, and one (1) Director for a term of three (3) years; and at each annual meeting thereafter, the members shall elect one (1) Director for a term of two (2) years. Directors shall continue to hold office until replaced

or reelected at the next annual meeting of the membership. In the event any Director should for any reason be unwilling or unable to serve as an active Director of the Association, the remaining Directors shall select a successor to serve in his stead, in accordance with the provisions of the By-Laws of the Association.

ARTICLE VIII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than sixty seven (67%) 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 purposes similar to those for which this Association was created. In the event that an appropriate public agency is not identifiable or 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 purposes.

ARTICLE IX OFFICERS

The Officers of the Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other Officers as the Board of Directors may from time to time by resolution create. The Officers shall be elected annually by the Directors and removed in accordance with the By-Laws of the Association. The names of the persons who are to act as officers until selection of their successors are:

Richard C. Pfister	President
Gary Pfister	Treasurer
Gary Pfister	Vice President
Gary Pfister	Secretary

ARTICLE X AMENDMENTS

Amendment of these Articles shall require the assent of not less than sixty seven (67%) of the members; and the By-Laws may be made, altered or rescinded by a majority of a quorum of members present as such quorum is prescribed in the By-Laws.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the Laws of the State of Florida, I the undersigned, constituting the Incorporator of this Association, have executed these Articles of Incorporation this the 30 day of January, 2002.

John Cameron
WITNESS

Kenneth R Fountain
WITNESS

Gary Pfister
Gary Pfister
Incorporator

STATE OF FLORIDA
COUNTY OF Escambia

I HEREBY CERTIFY that on this 30 day of January, 2002, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Gary Pfister, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing ARTICLES OF INCORPORATION OF WINDWARD COVE MASTER HOMEOWNERS ASSOCIATION, INC., and who after being duly sworn says that the execution hereof is her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me on the day and year last aforesaid.

To me personally known: ✓



Kenneth R Fountain
My Commission GC974896
Expires October 15, 2004

Kenneth R Fountain
Notary Public
Typed Name: _____
My Commission Expires: _____
Commission No.: _____

**Designation and Acceptance of Registered Agent
for a Florida Non-Profit Corporation**

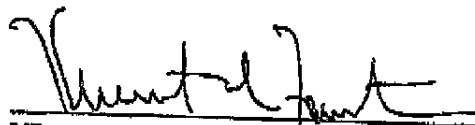
Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:
Windward Cove Master Homeowners Association, Inc..
2. The name of the registered agent is:
KENNETH R. FOUNTAIN, P.A..
3. The address of the registered agent/registered office is:
8855 Navarre Parkway, Navarre, Florida 32566.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

I, Kenneth R. Fountain, Registered Agent, am hereby familiar with and accept the duties and responsibilities as Registered Agent for Windward Cove Master Homeowners Association, Inc.



KENNETH R. FOUNTAIN, P.A.
Registered Agent

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