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Locklin
& Jones, P.A.
ATTORNEYS AT LAW

Jack Locklin, Jr.
Board Certified
Real Estate Attorney

Angela J. Jones

July 16, 2002

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*****78.75 *****78.75

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

Re: **Countryside Estates Homeowners' Association, Inc.**

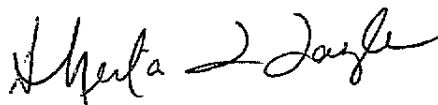
Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation and Registered Agent Certification of **Countryside Estates Homeowners' Association, Inc.** Our firm's check in the amount of \$78.75 in payment of the following fees is also enclosed:

Filing Fee	\$35.00
Certificate Designating	
Resident Agent	35.00
Certified Copy	8.75
Total	<u>\$78.75</u>

Please file these originals and certify and return the copies of the enclosed Articles of Incorporation and Resident Agent Certification. Thank you.

Yours very truly,



Sheila T. Taylor
Assistant to Angela J. Jones

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA





FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 29, 2002

SHEILA T TAYLOR
LOCKLIN & JONES, P.A.
4557 CHUMUCKLA HIGHWAY
PACE, FL 32571

SUBJECT: COUNTRYSIDE ESTATES HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: W02000021274

We have received your document for COUNTRYSIDE ESTATES 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):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 245-6915.

Janice Love-Washington
Document Specialist
New Filing Section

Letter Number: 702A00044866

COUNTRYSIDE ESTATES HOMEOWNERS' ASSOCIATION, INC.

ARTICLES OF INCORPORATION

First: The name of the corporation is COUNTRYSIDE ESTATES HOMEOWNERS' ASSOCIATION, INC., 4496 White Road, Pace, Florida 32571.

Second: Said corporation is incorporated as a corporation not for profit under the provisions of Chapter 617 Florida Statutes, as amended, and will be referred to hereafter as "corporation" or "association."

Third: The principal office and post office address of the corporation shall be located at 4496 White Road, Pace, Florida 32571. The name of the registered agent is Angela J. Jones, Esquire who is authorized to accept service of process within this state upon the corporation, and his address is 6460 Justice Avenue, Milton, Florida 32570.

Fourth: The purposes for which this corporation is formed do 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 certain tract of property identified and described as Countryside Estates Subdivision, an unrecorded subdivision located in Santa Rosa County, Florida, and more fully described in Exhibit "A" attached hereto. These lots and common areas are subject to Declaration of Covenants, Restrictions for Countryside Estates Subdivision. The purposes for which this corporation is formed also include the promotion of the health, safety and welfare of the owners within the above-described property and the following:

- (a) To 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, Restrictions and Easements, hereinafter called the "Declaration," applicable to the property and recorded in the office of the Clerk of the Circuit Court of Santa Rosa County, Florida, and as the same may be amended from time to time as therein provided, such Declaration being incorporated herein as is set forth at length;
- (b) To file, 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;

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TALLAHASSEE, FLORIDA

- (c) To acquire (by gift, purchase or otherwise), own, hold, improved, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real and personal property in connection with the affairs of the association;
- (d) To borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of the association's real or personal property as security for money borrowed or debts incurred; and
- (e) To have and to exercise any and all powers, rights and privileges which a corporation, organized under the corporation not for profit law of the State of Florida, by law may now or hereafter have or exercise.

Fifth: 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 record to assessment by the association, including contract sellers, shall be a member of the association. However, the owner of each lot shall be entitled to but one membership even though such owner may consist of one or more persons or other entities. The foregoing is not intended to include persons or entities that 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. Ownership of such lot shall be the sole qualification for membership.

Sixth: The term for which this corporation is to exist is perpetual.

Seventh: The affairs of the corporation are to be managed by the following officers:

President
Vice President
Secretary
Treasurer

Eighth: This corporation shall be governed by a Board of Directors consisting of not less than two (2) and no more than five (5) persons and the names and addresses of the initial directors are as follows:

Edward W. Sanders	4496 White Road Pace, Florida 32570
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Barbara L. Sanders	4496 White Road Pace, Florida 32570
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Robert Sanders	316 W. College Avenue Tallahassee, Florida 32301
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Ninth: The Board of Directors shall have all the powers and duties referred to in the Declaration and in the laws of the State of Florida respecting corporations not for profit. The powers of the Board of Directors shall include, but shall not be limited to the following: (a) to elect the officers of the corporation, and (b) to administer the affairs of the corporation and the commons facilities, (c) to engage the services of manager or managing agent for the property and to fix the terms of such manager agreement and the compensation and the authority of the manager or managing agent, (d) to promulgate such rules and regulations concerning the operation and use of the property or the common facilities as may be consistent with the Declaration and to amend the same from time to time, (e) to provide for the maintenance, repair and replace of the common facilities, and (f) to estimate and adopt an annual operating budget and to provide for the assessment and collection from lot owners of their respective shares of all estimated expenses.

Tenth: The initial bylaws of this corporation are those adopted by the Board of Directors and entered in the Minute Book of the corporation. Such bylaws may be altered, amended, added to or repealed by the members of the corporation in the manner provided for in said initial bylaws and in conformity with the provisions and requirements of the Florida Statutes regulating corporations not for profit, as amended from time to time, which is currently set forth in Chapter 617, Florida Statutes, as amended from time to time.

Eleventh: These articles of incorporation may be altered, amended, changed, added to, or repealed, in the manner now or hereafter prescribed by statute or herein or by the bylaws of this corporation as they exist from time to time, at any duly called meeting of the members of this corporation as they exist from time to time, at any duly called meeting of the members of this corporation provided that (a) the notice of the meeting is given in the manner provided for in the initial bylaws and it contains a full statement of the proposed alteration, amendment, change, addition, or repeal, and (b) there is an affirmative vote of sixty-six and 2/3 (66 and 2/3 %) of the members present in person or by proxy of said alteration, amendment, change, addition or repeal.

Twelfth: This corporation shall never have or issue shares of stock nor will it ever have or provide for non-voting membership.

Thirteenth: From time to time and at least once annually, the corporate officers shall furnish periodic reports to the members, which shall include profit and loss statements and balance sheets prepared in accordance with sound business and accounting practices.

Fourteenth: The corporation shall have all the powers set forth and described in the Florida Statutes regulating corporations not for profit, as amended from time to time, which are currently set forth in Chapter 617.021 Florida Statutes, together with these powers conferred by the aforesaid Declaration of Covenants, Restrictions and Easements, these articles of incorporation and any and all lawful bylaws of the corporation.

Fifteenth: The names and addresses of the incorporators are as follows:


Edward W. Sanders

4496 White Road
Milton, FL 32570

~~Barbara L. Sanders~~

Sixteenth: Each director and officer of this corporation shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a director or officer of this corporation, such expense to include the cost of reasonable settlements (other than amounts paid to the corporation itself) made with a view to curtailment of costs of litigation. The corporation shall not, however, indemnify such director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceedings to be liable for negligence or misconduct in the performance of his duty as such director or officer, or in respect to any matter in which any settlement or compromise is effected if the total expense, including the cost of settlement, shall substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such litigation to final conclusion, and in no event shall anything herein contained be construed as authorizing this corporation to indemnify any such director against any liability of the corporation to which he would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall be in addition to any other rights to which any such director or officer may be entitled as a matter of law or otherwise.

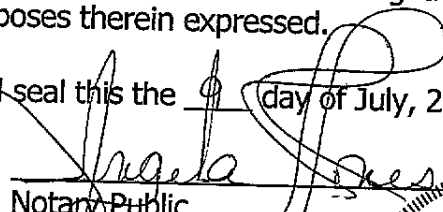
We, the undersigned, being the incorporators hereinabove named, for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, do hereby subscribe to this certificate of incorporation, and have set our hands and seals this the 9 day of July, 2002.


Edward W. Sanders

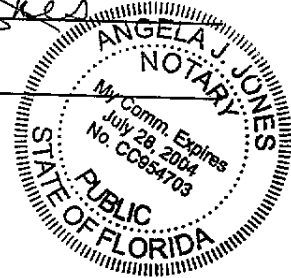
State of Florida
County of Santa Rosa

Before me, the undersigned authority, this day personally appeared Edward W. Sanders, to me well known and known to me to be the individual described in or who presented Florida drivers license as identification, and who executed the foregoing Articles of Incorporation of **Countryside Estates Homeowners' Association, Inc.**, and being duly sworn acknowledged that he executed the same for the uses and purposes therein expressed.

GIVEN under my hand and official seal this the 9 day of July, 2002.


Notary Public

My commission expires: _____




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


Pursuant to Chapter 607, Florida Statutes, the following is submitted:

COUNTRYSIDE ESTATES PROPERTY OWNERS ASSOCIATION, INC.,
desiring to organize under the Laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation at Milton, Santa Rosa County, Florida, has named
Angela J. Jones, Esquire, Locklin & Jones, PA, 6460 Justice Avenue, Milton, Florida 32570,
as agent to accept service of process within the state.

Dated this the 9 day of July, 2002.

COUNTRYSIDE ESTATES PROPERTY OWNERS ASSOCIATION, INC.

BY: 
Edward W. Sanders

BY: 
~~Barbara L. Sanders~~

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE

Having been named to accept service of process for the above stated corporation,
at the place designated in this certificate, I hereby accept to act in this capacity and agree
to comply with the provisions of the act relative to keeping open an office.


Angela J. Jones, Esquire