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(Requestor's Name)

(Address)

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☐ PICK-UP

☐ WAIT

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(Business Entity Name)

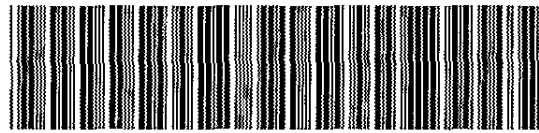
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TALLAHASSEE, FLORIDA

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THE
CLERK OF THE
TALLAHASSEE, FLORIDA

2-11-03
[Signature]

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Reference:
(Sub Account)

Date:

2/10/03

Requestor Name: Carlton Fields

Address: Post Office Box 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Kim Pullen, CLA (x261)

Corporation Name:

Bull Run South Property
Owners' Association, Inc.

Entity Number:

Authorization:

Kim Pullen

☒ Certified Copy

☐ Certificate of Status

☒ New Filings

☐ Plain Stamped Copy

☐ Annual Report

☐ Fictitious Name

☐ Amendments

☐ Registration

(X) Call When Ready

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() After 4:30

(X) Walk In

() Will Wait

STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Name: Gary Johnson

Office: ORC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BULL RUN SOUTH PROPERTY OWNERS' ASSOCIATION, INC.
(A Corporation Not for Profit)**

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE I: NAME AND LOCATION

The name of this corporation shall be **BULL RUN SOUTH PROPERTY OWNERS' ASSOCIATION, INC.** (hereinafter referred to as the "Association"), and its initial office for the transaction of its affairs shall be 1415 East Piedmont Drive, Suite 3, Tallahassee, Florida 32312, and the initial Registered Agent at that address is Byron Block.

ARTICLE II: PURPOSES

This Association does not contemplate pecuniary gain or profit to the members thereof, and no distribution of income to its members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in the project located in Leon County, Florida, commonly known as Bull Run South (hereinafter referred to as the "Property"), and the specific purpose is to perform the functions of the Association contemplated in the Declaration of Covenants, Conditions and Restrictions for Bull Run South dated August 19, 2002, and recorded in the Public Records of Leon County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include but not be limited to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations 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) Own and convey property;
- (d) Establish rules and regulations;
- (e) Sue and be sued;
- (f) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

(g) Maintain, repair and replace the Common Property as contemplated by the Declaration, and to enter into contracts for the provision of services to maintain and operate the Common Property; and

(h) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the laws of the State of Florida.

ARTICLE III: DEFINITIONS

Unless the context expressly requires otherwise, the terms used herein shall have the meanings set forth in the Declaration.

ARTICLE IV: MEMBERSHIP AND VOTING RIGHTS

A. Eligibility. Every Owner shall become a member of the Association upon the recording of the instrument of conveyance. If title to a Site is held by more than one person, each such person shall be a member. An Owner of more than one Site is entitled to membership for each Site owned. No person other than an Owner may be a member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Site; provided, however, that the lessee under a Ground Lease shall be deemed to be the Owner of a Site, as provided in the Declaration.

B. Classes of Membership and Voting; Transfer of Control. The Association shall have two classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A members shall be all persons owning record title to the Sites of the Property ("Owners") except Declarant. All Class B memberships shall belong to Declarant. Upon termination of Class B membership as provided in the Declaration, Class A members shall be all Owners, including Declarant so long as such Declarant is an Owner. Voting shall be accomplished in accordance with the Declaration. There shall be no cumulative voting for Directors or any other matters.

Until such time as Class B membership is terminated in accordance with the Declaration, Declarant shall be entitled to solely appoint all Members of the Board of Directors.

Upon termination of Class B membership in accordance with the Declaration, all provisions of the Declaration, Articles of Incorporation, or Bylaws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

C. Transferability. Each membership is appurtenant to the Lot upon which it is based and is transferred automatically by conveyance of title to that Lot whether or not mention thereof is made in such conveyance of title.

ARTICLE V: TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI: INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is the following:

NAME**ADDRESS**

R. Robinson Plowden

Sutherland, Asbill & Brennan, LLP
999 Peachtree Street, NE
Suite 2300
Atlanta, Georgia 30309-3996**ARTICLE VII: MANAGEMENT**

The affairs of the Association shall be managed by its Board of Directors, which shall consist of 3 individuals. Directors shall be elected for one year terms by the members at the annual members' meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified; provided, however, that Declarant shall be entitled to solely appoint all members of the Board of Directors until the time described in Section 2.06(b) of the Declaration. The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the Association, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be members or representatives of members of the Association except with respect to those who are elected by the Class B members. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the Bylaws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the Bylaws of the Association.

Notwithstanding the foregoing, the Class B members shall have the right to elect all Directors until the time described in Section 2.06(b) of the Declaration.

ARTICLE VIII: INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the Bylaws are the following:

Title**Identity**

President

Byron Block

Vice President

Frank Dorsey

Secretary-Treasurer

Elaine Hebenthal

ARTICLE IX: INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of the Association shall be three (3) and the names and addresses of the members of such first Board of Directors, who shall

hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the Bylaws, are the following:

Byron Block	1415 East Piedmont Drive, Suite 3 Tallahassee, Florida 32312
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Frank Dorsey	1415 East Piedmont Drive, Suite 3 Tallahassee, Florida 32312
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Elaine Hebenthal	1415 East Piedmont Drive, Suite 3 Tallahassee, Florida 32312
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ARTICLE X: BYLAWS

The Bylaws of the Association shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter the Bylaws may be altered, amended, or rescinded by the affirmative vote of 2/3 of the Board of Directors, and after notice to the members, by the majority vote of Class A members, and the unanimous vote of the Class B members, present at any regular or special meeting of the membership.

However, no amendment to the Bylaws shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any Site in the Property.

ARTICLE XI: AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a 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 affected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by Florida Statutes 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 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.

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


Notwithstanding the foregoing, no amendment to the Bylaws shall be valid which affects any of the rights and privileges provided to the Declarant without the written consent of the Declarant as long as Declarant shall own any Sites in the Property.

ARTICLE XII: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

Byron Block
1415 East Piedmont Drive, Suite 3
Tallahassee, Florida 32312

The above address is also the address of the registered office of the Association.



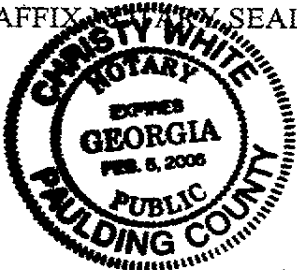
R. Robinson Plowden, Incorporator

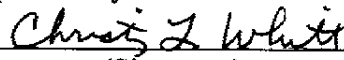
STATE OF GEORGIA
COUNTY OF FULTON

The foregoing instrument was acknowledged before me this 4th day of February, 2003, by R. ROBINSON PLOWDEN, being known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that he executed the same as his free act and deed for the uses and purposes therein set forth. He is personally known to me.

My Commission Expires: 2/5/06

(AFFIX NOTARY SEAL)





(Signature)
Name Christy L. White
(Legibly Printed)

Notary Public, State of Georgia

(Serial Number, if any)

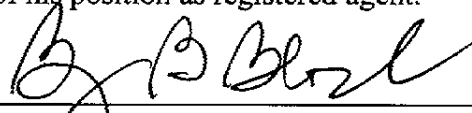
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for Bull Run South Property Owners' Association, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.



Byron B. Block