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Gardner, Wadsworth, Duggan, Best & Wiener  
(Requestor's Name)

1300 Thomaswood Drive  
(Address)

(Address)

Tallahassee, FL 32308 385-0070  
(City/State/Zip/Phone #)

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Chapel Hill Subdivision HOA, Inc.  
(Business Entity Name)

(Document Number)

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**Articles of Incorporation**  
**of**  
**CHAPEL HILL SUBDIVISION HOMEOWNERS ASSOCIATION, INC.,**  
**a Florida Nonprofit Corporation**

The undersigned, acting as incorporator of a non-profit corporation under Chapter 617 of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**Article I.**

The name of the corporation is **CHAPEL HILL SUBDIVISION HOMEOWNERS ASSOCIATION, INC.** (the "Association"). The initial principal place of business and mailing address of the Association shall be 1882 Capital Circle, NE, Suite 106, Tallahassee, Florida 32308.

**Article II.**

The Association is a nonprofit corporation.

**Article III.**

The period of duration of the Association shall be 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 known as Chapel Hill Subdivision in Leon County, Florida (the "Subdivision"), and to promote the health, safety, and welfare of the residents within the Subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

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 Leon 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

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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.

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 name and address of the Registered Agent are:

D. Wilson Dean  
1882 Capital Circle, NE, Suite 106  
Tallahassee, Florida 32308

#### **Article VI.**

Every person or entity who/which is a record owner of a fee or undivided fee interest in any lot which is located in the Subdivision, 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 affairs of the Association shall be managed by a Board of Directors, a President and Vice President [both of whom shall at all times be members of the Board of Directors], and a Secretary and Treasurer. The officers shall be elected at the first meeting of the Board of Directors following each annual meeting of members.

The names of the officers who are to serve until the first election are:

<u>President:</u>	D. Wilson Dean
<u>Vice-President:</u>	R. Carlton Dean
<u>Secretary:</u>	Robert C. Dean
<u>Treasurer:</u>	R. Carlton Dean

#### **Article VIII.**

The number of persons constituting the Board of Directors of the Association shall be three (3), and the name and address of the persons who shall serve as Directors until the first election are:

D. Wilson Dean  
1882 Capital Circle, NE, Suite 106  
Tallahassee, Florida 32308

R. Carlton Dean  
1882 Capital Circle, NE, Suite 106  
Tallahassee, Florida 32308

Robert C. Dean  
1882 Capital Circle, NE, Suite 106  
Tallahassee, Florida 32308

The Board of Directors shall be elected as specified in the Bylaws.

#### **Article IX.**

Subject to the rights of the Declarant expressed in the Declaration, amendments to these Articles of Incorporation may be proposed by any member of the Association and these Articles may be amended at any annual meeting of the Association or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds of the members existing at the time of, and present at, such meeting. Additionally, as long as there is a Class B membership and there are outstanding any mortgages insured or guaranteed by the Federal Housing Administration or the Veterans Administration, the following actions will require the prior

approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of common area, dedication of common area, and dissolution and amendment of these Articles.

#### Article X.

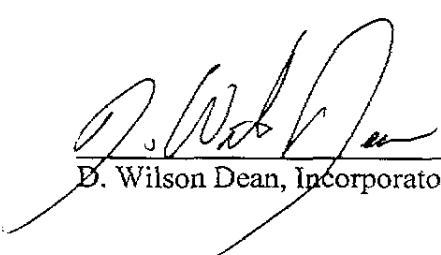
On dissolution, the assets of the Association will be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets will be granted, conveyed, and assigned to any nonprofit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

#### Article XI.

The name and street address of the incorporator is:

Name:	Address:
D. Wilson Dean	1882 Capital Circle, NE, Suite 106, Tallahassee, Florida 32308

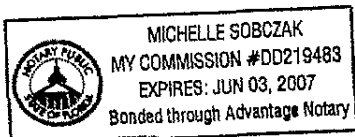
Executed on this 11<sup>th</sup> day of September, 2003.

  
D. Wilson Dean, Incorporator

State of Florida  
County of Leon

I, Michelle, a notary public, certify that on September 11, 2003, D. Wilson Dean, being first duly sworn, personally appeared before me and declared that he is the person who signed the foregoing document as the incorporator, and that the statements contained therein are true.

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



  
Print Name: Michelle Sobczak  
My Commission Expires:

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

Pursuant to the provisions of Section 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:

**CHAPEL HILL SUBDIVISION HOMEOWNERS ASSOCIATION, INC.**

2. The name and address of the Registered Agent and principal office are:

D. Wilson Dean  
1882 Capital Circle, NE, Suite 106  
Tallahassee, Florida 2308

DATED this 11<sup>th</sup> day of September, 2003.

CHAPEL HILL SUBDIVISION  
HOMEOWNERS ASSOCIATION, INC.

By: 

D. Wilson Dean

Its President

**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.**

  
D. Wilson Dean

Dated: Sept. 11, 2003

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