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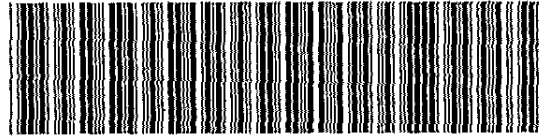
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TALLAHASSEE, FLORIDA

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results matter

Janet C. McClendon
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September 28, 2007

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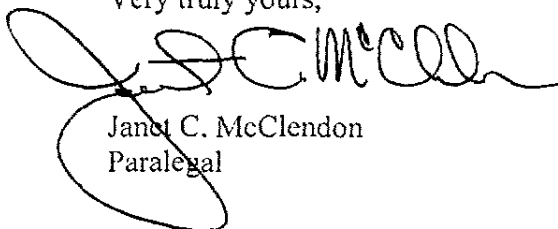
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Dear Sir/Madam:

Enclosed are Amended and Restated Articles of Incorporation of Perdido Gardens Master Homeowners Association, Inc. to be filed in your office. Also enclosed is a check in the amount of \$43.75 for filing fees/certified copy.

Once the filed, please return a certified copy to my attention at the above-referenced address. If you have any question or need anything further, please let me know.

Very truly yours,



Janet C. McClendon
Paralegal

JCM/jcm
cc: Donald M. Warren

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PERDIDO GARDENS MASTER HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to, and with the effect provided in, Section 617.1007, Florida Statutes (the "Code"), the undersigned Board of Directors of this not for profit corporation adopt the following Amended and Restated Articles of Incorporation and certify, as follows:

FIRST: The current name of the corporation is Perdido Gardens Master Homeowners Association, Inc., but shall hereafter be changed to Arborgate at Perdido Gardens Homeowners Association, Inc. (hereinafter referred to as the "Association").

SECOND: The Articles of Incorporation of the Association were filed with the Florida Secretary of State on August 1, 2005 (the "Articles of Incorporation").

THIRD: The Association adopted the Amended and Restated Articles of Incorporation on September 15, 2007, and the requisite majority of members of the Association approved the amendments contained therein.

FIFTH: The Articles of Incorporation are hereby amended and restated by deleting the Articles of Incorporation in their entirety and substituting in lieu thereof the following Amended and Restated Articles of Incorporation (the "Amended and Restated Articles of Incorporation"), which both changes the name of the corporation and amends the Articles of Incorporation as set forth herein, which Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors and members in the manner provided by the Code and shall supersede the Articles of Incorporation and all amendments to them:

ARTICLE I: NAME AND LOCATION

The name of this corporation shall be ARBORGATE AT PERDIDO GARDENS HOMEOWNERS ASSOCIATION, INC., and the initial office for the transaction of its affairs shall be 700 South Palafox Street, Suite 100, Pensacola, Florida 32502.

ARTICLE II: PURPOSES

The Association does not contemplate pecuniary gain or profits 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 insured for the benefits 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 Arborgate at Perdido Gardens, which property is more particularly described in the Declaration (herein referred to as the "Property"), and in any property that may later be submitted to the jurisdiction of this Association, and the specific purpose is to perform the functions of the Association contemplated in the Declaration of Covenants, Conditions and Restrictions for the Property as recorded in the public records of Escambia County, Florida (herein referred to as the

"Declaration"), as the same may in the future be amended from time to time, which purposes shall include, but not be limited to, the power 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, and to adopt such annual budgets as are necessary to carry out the provisions of the Declaration;

(c) Pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

(d) Acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, leasehold estates, or interests therein, in connection with the affairs of this Association;

(e) Borrower money, and upon 2/3 affirmative vote of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property, or leasehold, or subleasehold, or sub-subleasehold estate as security for money borrowed or debts incurred;

(f) Dedicate, sell, or transfer all or any part of the Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members;

(g) Grant easements as to the Common Property to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Property, and the providing of utility and other service thereto;

(h) Participate in mergers and consolidation with other non-profit corporation organized for similar purposes, provided that any such merger or consolidation shall have been approved by a 2/3 vote of each class of members;

(i) Adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of those Articles of Incorporation;

(j) Contract for the maintenance and management of the Common Properties and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(k) 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;

(l) Manage, control, operate, maintain, improve, repair and replace the Common Properties or other portions of the Property as contemplated by the Declaration;

(m) Enforce covenants, conditions, or restrictions to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(n) Engage in activities that will actively foster, promote, and advance the common interests of all owners of the Property subject to the Declaration;

(o) Exercise all of the powers, express or implied, granted to the Association by the Declaration or which are reasonably necessary in order for the Association to administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the Declaration;

(p) Purchase insurance for the protection of the Association, its officers, directors and Members, and such other parties as the Association may determine to be in the best interests of the Association;

(q) Exercise architectural control over all buildings, structures and improvements to be placed or constructed upon any portion of the Property pursuant to the Declaration;

(r) Contract for cable television and security services within the Property as the Board in its discretion determines necessary or appropriate;

(s) Provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the Members of the Association and the owners and residents of the Property as the Board in its discretion determines necessary or appropriate;

(t) Employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and/or to contract with others for the performance of such obligations, services and/or duties.

ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

A. Membership.

1. **Owner Member.** Every person or entity who is a record owner of a Parcel, either individually or jointly with others which is subject by covenants or record to assessment by the Association, shall be a Member of the Association ("**Owner Member**"). Such membership shall be initially established upon the recording of these Articles and the Declaration in the public records of Escambia County, Florida. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligations. Membership shall be appurtenant to and may not be separated from ownership of any Parcel which is subject to assessment by the Association.

2. **Declarant.** Declarant shall be a Member of the Association, regardless of whether or not Declarant owns any portion of the Property, until such time as (i) all construction on the Parcels being performed by Declarant, or construction by Declarant on further real property as may be added to the Property, have been completed, or (ii) Declarant relinquishes its membership by written notice to the Association recorded in the public records of Escambia County, Florida, whichever occurs first.

B. **Classes of Membership and Voting.** 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 Owner Members, except the Declarant. All Class B memberships shall belong to the Declarant. Upon termination of Class B membership, as provided below, Class A members shall be all Owner Members, including the Declarant so long as such Declarant is an Owner (as defined in the Declaration). Class A and Class B members shall be entitled to vote in accordance with the applicable voting provisions set forth in the Declaration and in Section 12 of Article III of the By-Laws. There shall be no cumulative voting for directors or for any other matters.

C. **Transfer of Control of the Association.** Transfer of control of the Association from Declarant to the Members of the Association other than Declarant shall occur in accordance with applicable Florida law pertaining to and regulating the operation of homeowners associations, in effect as of the date of the execution of this Declaration, (currently Section 720.307, Florida Statutes) as follows: The Members other than Declarant shall be entitled to elect at least a majority of the members of the Board of Directors upon the earlier of the following: (i) 3 months after 90% of all Parcels have been conveyed to third parties; or (ii) upon the recording of an instrument in the public records of the County stating that Declarant has relinquished its right to elect a majority of the members of the Board of Directors. In the event that subsequent changes to applicable Florida law pertaining to the transfer of control of the Association directly conflicts with the transfer of the control provisions as expressly set forth herein, the provisions of this section shall control except to the extent and only if Florida law legislatively mandates that the legislative changes to the transfer of control provisions be applied retroactively to provisions in effect as of the effective date of the legislation and then only to the limited extent as reasonably determined by Declarant necessary to accommodate the legislative changes pertaining to the transfer of control.

D. Notwithstanding anything herein to the contrary, if at any time or times subsequent to any such transfer of control, further real property is added by the Declarant pursuant to Article V of the Declaration, such additional Property or further real property shall automatically be and become Class B Parcels. In addition, if following such addition of land, the total votes allocable to all Parcels then owned by the Declarant (calculated as if all such Parcels are Class B, whether or not they are) shall exceed the remaining total votes outstanding in the remaining Class A membership (i.e., excluding the Declarant), then any Class A Parcels, owned by the Declarant shall automatically be reconverted to Class B.

E. Declarant shall be entitled to elect at least one member of the Board as long as Declarant holds for sale in the ordinary course of business at least 5% of the real property constituting the Property that will ultimately be operated by the Association. After Declarant relinquishes control of the Association, Declarant may exercise the right to vote any Declarant-

owned voting interests in the same manner as any other Member, except for purposes of reacquiring control of the Association or selecting the majority of the members of the Board of Directors.

F. Upon transfer of control of the Association, Class B membership shall terminate and Declarant shall own portions of the Property in the same manner as a Class A Member.

G. **Expansion of Voting Provisions.** The foregoing voting provisions may be expanded by provisions of the Declaration and of the By-Laws.

H. **Transferability.**

1. In the case of an Owner Member, transfer of membership in the Association shall be established by the recording in the public records of Escambia County, Florida, of a deed or other instrument establishing a transfer of record title to any Parcel for which membership has already been established as hereinabove provided, the Owner(s) designated by such instrument of conveyance thereby becoming an Owner Member(s), and the prior Owner's membership thereby being terminated. In the event of death of an Owner Member, his membership shall be automatically transferred to his heirs or successors in interest. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a true copy of the deed or other instrument establishing the transfer of ownership of said Parcel, and it shall be the responsibility and obligation of the former and new Owner of the Parcel to provide such true copy of said instrument to the Association.

2. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Parcel associated with the membership of the Member, nor may a membership be separately assigned, hypothecated or transferred in any manner except as an appurtenance to such Parcel.

ARTICLE IV: TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE V: INCORPORATOR

The name and residence of the initial Incorporator to these Articles of Incorporation was:

NAME

James S. Campbell

ADDRESS

Beggs and Lane
501 Commendencia Street
Pensacola, Florida 32501

ARTICLE VI: MANAGEMENT

The affairs of the Association shall be managed by its Board of Directors, which shall consist of not less than 3 nor more than 9 individuals, the precise number to be fixed in the

By-Laws or by the Board of Directors from time to time. 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 manner prescribed in the By-Laws, and shall hold office until their respective successors are duly elected and qualified. Officers may be Directors. Officers and Directors do not need to be owners of Parcels within the Property, and any individual who is an Officer, Director or Owner of any legal entity which is an Owner may serve as an Officer or Director. The Board shall elect a President, a Vice President, a Secretary, and a 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. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

Notwithstanding the foregoing, the Class B members shall have the right to elect all Directors as long as there shall be Class B membership, except that such Class B members, in their sole discretion, may voluntarily consent to the election of one director by the Class A members after 50% of the total number of Parcels have been conveyed to third parties.

ARTICLE VII: OFFICERS

The officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

<u>Title</u>	<u>Identify</u>	<u>Address</u>
President	Scott A. Hollerich	700 South Palafox Street, Suite 100 Pensacola, Florida 32502
Vice President	James E. Lusk	700 South Palafox Street, Suite 100 Pensacola, Florida 32502
Secretary-Treasurer	James E. Lusk	700 South Palafox Street, Suite 100 Pensacola, Florida 32502

ARTICLE VIII: BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the Association shall be 3 and the names and addresses of the members of such Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

<u>Name</u>	<u>Address</u>
Donna L. Pope	700 South Palafox Street, Suite 100 Pensacola, Florida 32502

Scott A. Hollerich

700 South Palafox Street, Suite 100
Pensacola, Florida 32502

James E. Lusk

700 South Palafox Street, Suite 100
Pensacola, Florida 32502

ARTICLE IX: BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors at the organizational meeting of the Board. Thereafter the By-Laws 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 the members, present at any regular or special meeting of the membership. However, no amendment to the By-Laws 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 portion of the Property.

ARTICLE X: 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 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 anything herein to the contrary, no amendment to these Articles of Incorporation 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 portion of the Property.

ARTICLE XI: REGISTERED OFFICE AND AGENT

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

Scott A. Hollerich
700 South Palafox Street, Suite 100
Pensacola, Florida 32502

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

ARTICLE XII: DISSOLUTION

The Association may be dissolved as provided by law. In the event of dissolution or final liquidation of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any Member vested under the Declaration unless made in accordance with the provisions of such Declaration.

In the event the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and that if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

ARTICLE XIII: DEFINITIONS

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

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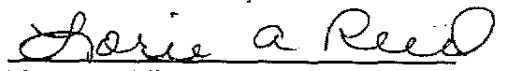
Adoption of Amendments

These Amended and Restated Articles of Incorporation were adopted by a majority of the members and the number of votes cast was sufficient for approval as set forth in Section 617.1002, Florida Statutes.



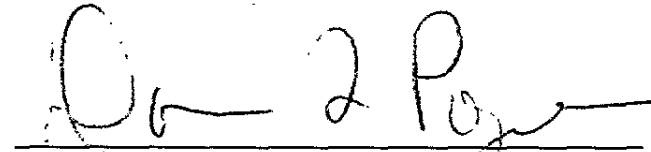
Scott A. Hollerich
President and Director

Sworn to and subscribed before me this
25 day of Sept, 2007.



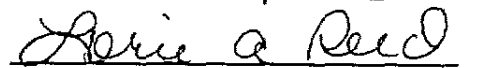
Notary Public
My Commission Expires: 8-21-08



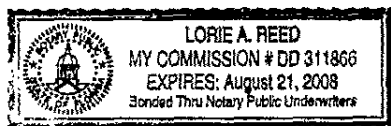


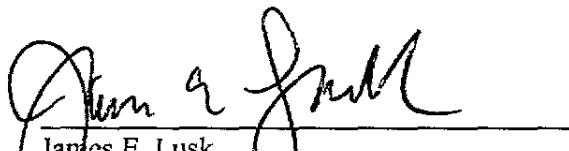
Donna L. Pope
Director

Sworn to and subscribed before me this
25 day of Sept, 2007.




Notary Public
My Commission Expires: 8-21-08





James E. Lusk
Vice President/Secretary Treasurer/Director

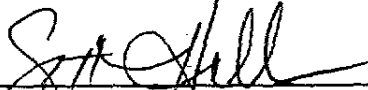
Sworn to and subscribed before me this
25 day of Sept, 2007.



Notary Public
My Commission Expires: 8-21-08

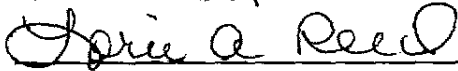


Acknowledgment. The undersigned, as registered agent for the corporation, acknowledges that he is familiar with the obligations associated with said position.



Scott A. Hollerich
Its Registered Agent

Sworn to and subscribed before me this
25 day of Sept, 2007.



Notary Public
My Commission Expires: 8-21-08

