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STATE OF FLORIDA  
ALLAHASSEE FLORIDA

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**FLORIDA NON-PROFIT CORPORATION**

**THE VILLAS SAN VINCENTE COMMUNITY ASSOCIATION, INC.**

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DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THE VILLAS SAN VICENTE COMMUNITY ASSOCIATION, INC.**

The undersigned, acting as incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617 (the "Act"), adopt the following Articles of Incorporation for such corporation:

**FIRST:** The name of the corporation shall be THE VILLAS SAN VICENTE COMMUNITY ASSOCIATION, INC., hereinafter referred to as "Association." The mailing address of the corporation is Post Office Box 246, Shellman, Georgia, 39886

**SECOND:** The period of its duration is perpetual.

**THIRD:** The Association is organized for the following objects and purposes:

1. To provide for the efficient preservation of the appearance, value and amenities of the real property (hereinafter referred to as the "Property") which is or may in the future be subject to the Declaration of Covenants, Conditions and Restrictions for The Villa San Vicente Village, a residential development, originally recorded in the Public Records of Bay County, Florida (hereinafter referred to as "Declaration").

2. To purchase, lease or otherwise acquire, directly or indirectly, Common Areas (as defined in the Declaration) for the benefit of the members, and to maintain, repair and replace, either directly or indirectly through the Association, the Common Areas and such other improvements in and/or benefiting the Property for which the obligation to maintain has been delegated and accepted.

3. To control the specifications, maintenance, repair, appearance, and landscaping of all improvements and structures of any kind, including, without limitation, buildings, fences, walls, signs, lighting systems, site paving, grading, screen enclosures, sewers, drains, landscaping, landscape devices or objects and/or other structures constructed, placed or permitted to remain on the Property, as well as any alteration, improvement, addition and/or change therein, thereof or thereto, all in accordance with the Declaration.

4. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration, Articles, By-Laws, or any Rules and Regulations adopted pursuant thereto, and to enforce the provisions thereof.

Prepared by:  
ELIZABETH J. WALTERS  
Florida Bar No. 0049468  
BURKE, BLUE, HUTCHISON & WALTERS, P.A.  
221 McKenzie Avenue  
Post Office Box 70  
Panama City, Florida 32402  
(850) 769-1414

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5. To promulgate, amend and enforce rules, regulations, by-laws, covenants, restrictions and agreements in connection with and to effectuate the affairs and purposes of the Association and to enforce by legal means the provisions of the Declaration.

6. To fix, levy, collect and enforce payment of all assessments or charges to be levied against a cottage (as defined in the Declaration) within the Property pursuant to the terms of the Declaration and By-Laws, and to defray all costs and expenses in connection therewith, as well as the costs and expenses of effectuating the objects and purposes of the Association, and to create reasonable reserves for such costs and expenses.

7. To provide services, the responsibility for which has been, or may be, delegated to, and accepted by, the Association.

8. To operate without profit for the sole and exclusive benefit of its members.

9. To perform any and all other functions contemplated of the Association or otherwise undertaken by its Board of Directors not inconsistent with the Declaration.

10. To maintain, repair, replace and operate the property operated by the Association, the Community Property or any other property of the Association including, but not limited to, any portions of the Stormwater Management System and the lift station serving the development as exempted or permitted by applicable regulatory authority that may become property of the Association.

**FOURTH:** The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers, authority and privileges generally granted to corporations not for profit under the laws of the State of Florida. Such powers shall include those that are reasonably necessary or appropriate to implement and effectuate the purposes of the Association and that are not inconsistent with these Articles, and the Declaration, as they may from time-to-time be amended.

B. To delegate power or powers where such is deemed to be in the interest of the Association.

C. The objects and purposes set forth in Article Third of these Articles shall be construed as powers as well as objects and purposes, and the Association shall have and may exercise such powers as if such powers were set forth in full herein.

D. The Association shall have and may exercise all powers set forth in any other Article of these Articles of Incorporation.

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E. All funds and title of properties acquired by the Association and the proceeds therefrom shall be held in trust for the Members in accordance with the provisions of the Declaration and the Articles and By-Laws of the Association.

FIFTH: The Members of the Association shall consist of all Owners (as defined in the Declaration) of cottages, and the membership shall be appurtenant to, and may not be separated from, ownership of any residential cottage (as defined in the Declaration). Membership shall attach automatically upon the acceptance of delivery of the instrument of transfer of such ownership interest and shall terminate automatically upon the tendering of delivery of such instrument of transfer (provided such tender is accepted) or upon such ownership interest being divested in some other manner; provided that the Association shall have the right to continue to recognize and transfer of such ownership interest as a member and shall not be required to recognize the transferor of such ownership interest as a Member until such instrument of transfer is recorded in the Official Records in the county in which the cottage is located, and a true copy of such recorded instrument is delivered to the Association.

SIXTH: The affairs of the Association shall be managed by a Board of Directors consisting of the number of directors as shall be determined by the By-Laws; provided, however, that the Board of Directors shall consist of not less than three directors, and in the absence of a provision in the By-Laws shall consist of three Directors. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

Notwithstanding the provisions set forth in this Article Sixth, the Developer (as defined in the Declaration) shall elect and appoint the members of the Board of Directors of the Association, and in the event of vacancies, the Developer shall fill such vacancies, until such time as ninety percent (90%) of the cottages have been sold to Owners other than Builders, or the Developer elects, at its option, to terminate control of the Association, whichever first occurs. Within sixty (60) days after the date of termination of control of the Association by the Developer, the Board of Directors shall call and give not less than ten (10) nor more than thirty (30) days' notice of a special meeting of the membership for the purpose of electing the members of the Board of Directors.

SEVENTH: The address of the Association's initial registered office is 221 McKenzie Avenue, Panama City, Florida 32401, and the name of its initial registered agent is ELIZABETH J. WALTERS, with the same address.

EIGHTH: The Association shall have the right to indemnify each person who shall serve as a director, officer, employee, or agent of the Association, or shall serve at the request of the Association in a similar capacity with another corporation, joint venture, trust, or other enterprise, to the extent to which this Association is granted the power to so indemnify such persons by any and every statute of the State of Florida or act of the Legislature of the State of Florida.

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NINTH:

A. Dissolution of the Association shall be accomplished as set forth in the Act.

1. Assets held by the Association upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

2. Real property contributed by the Declarant to the Association without the receipt of other than nominal consideration shall be returned to Declarant, unless it refuses to accept the conveyance (in whole or in part).

3. Remaining assets shall be distributed among the members as tenants in common, each member's share of the assets to be determined in accordance with its voting rights.

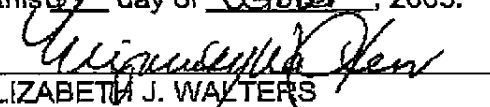
B. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner to the extent permitted under the Act.

TENTH: The Association reserves the right to amend, alter, change or repeal any provision contained in these Articles in the manner now or hereafter provided by law, and all rights conferred upon officers and directors herein are granted subject to this reservation.

ELEVENTH: The name and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
ELIZABETH J. WALTERS	221 McKenzie Avenue Panama City, FL 32401

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed their signatures to these Articles of Incorporation this 6<sup>th</sup> day of October, 2005.

  
ELIZABETH J. WALTERS  
Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of October, 2005, by ELIZABETH J. WALTERS, the Incorporator of THE VILLAS SAN VINCENTE COMMUNITY ASSOCIATION, INC. She (notary must check applicable box):

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- is personally known to me.
- produced a current Florida driver's license as identification, No. \_\_\_\_\_.
- produced \_\_\_\_\_ as identification.

(NOTARY SEAL)



Margaret M. Clark

MARGARET M. CLARK  
(Print Name)

Notary Public

Serial # \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

Acceptance by the registered agent as required in Section 617.0501, Florida Statutes, (1997): ELIZABETH J. WALTERS is familiar with and accepts the obligations of the position of registered agent.

Elizabeth J. Walters  
ELIZABETH J. WALTERS

10/6/05  
Dated

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