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TALLAHASSEE, FLORIDA

NOV 23 2005

DAVID A. SAPP, P.A.
ATTORNEY AT LAW

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Pensacola, Florida 32503

Telephone (850) 475-0500
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November 17, 2005

Florida Secretary of State
Post Office Box 6327
Tallahassee, Florida 23214

**RE: Articles of Incorporation for: Twin Spires Plantation Homeowners'
Association, Inc.**

Dear Sir/Madam:

Enclosed, please find the original and one copy of the Articles of Incorporation with reference to the above corporation. Please file the original with your office and return one certified copy to our office at your earliest convenience.

Also included is our firm check in the amount of \$78.75 which includes \$35.00 filing fee for non-profit corporations; \$35.00 certificate designating resident agent; and \$8.75 for certified copies of the Articles of Incorporation.

If there are any questions, please contact our office.

Very truly yours,



Lisa M. Callaghan
Paralegal to:
David A. Sapp

:lmc
Enclosure (s)

ARTICLES OF INCORPORATION
OF
TWIN SPIRES PLANTATION HOMEOWNERS' ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned action as incorporator of a corporation under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation;

ARTICLE I - NAME AND ADDRESS

The name of this corporation is Twin Spires Plantation Homeowners' Association, Inc., a non-profit corporation, and the address of the corporation is 6833 Cedar Ridge Drive, Pensacola, Florida 32526.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The purpose of this corporation is to form an association of homeowners living within Twin Spires Plantation, to preserve the residential quality of the land for themselves and for future owners and to provide for the maintenance of common areas in the Twin Spires Plantation together with any other activity permitted for a not for profit corporation under the laws of the United States and the State of Florida.

ARTICLE IV - MEMBERSHIP

Membership in the organization shall be set forth in the By-Laws of the corporation and in the Declaration of Covenants, Conditions and Restrictions of Twin Spires Plantation, together with

any amendments thereto, duly recorded in the public records of Escambia County, Florida.

Every owner of a lot which is subject to assessment shall be a member of the corporation.

The corporation shall have two classes of voting membership:

Class A: Class A members shall be the owners with the exception of the Developer. Each Class A member shall be entitled to one (1) vote for each lot owned in the Twin Spires Plantation.

Class B: Class B members shall be the Developer who shall be entitled to three (3) votes for each lot owned. Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership or on January 1, 2008, whichever occurs earlier.

ARTICLE V - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 6833 Cedar Ridge Drive, Pensacola, Florida 32526, and the name of this corporation's initial registered agent is Ricky L. Faciane.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

Election of the initial Board of Directors shall be as set forth in the By-Laws. The number of directors constituting the initial Board of Directors is three (3), whose names and addresses are

as follows:

Ricky L. Faciane
8608 Eight Mile Creek Road
Pensacola, Florida 32526


Connie Faciane
8608 Eight Mile Creek Road
Pensacola, Florida 32526

Daniel J. Speranzo
8608 Eight Mile Creek Road
Pensacola, Florida 32526

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator, who shall also be a members, as listed in Article VII above.

IN WITNESS WHEREOF, the undersigned incorporator have executed these Articles of Incorporation this 17 day of November, 2005.

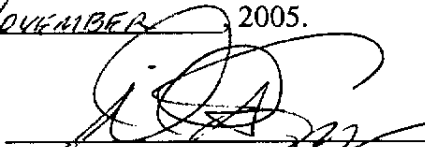

Ricky L. Faciane

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Ricky L. Faciane and, known by me personally to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me under oath that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 17th day of NOVEMBER, 2005.


Notary Public - State of Florida

DAVID A. SAPP
Notary Public, State of Florida
My comm. exp. May 22, 2007
Comm. No. DD 214743

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Ricky L. Faciane, hereby accept the appointment as registered agent for **Twin Spies Plantation Homeowners' Association, Inc.**, as set forth in its Articles of Incorporation being filed herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 17
day of November, 2005.


Ricky L. Faciane

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