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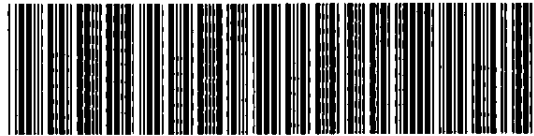
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Locklin, Jones & Saba, P.A.

ATTORNEYS AT LAW

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Board Certified
Real Estate Attorney

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Daniel P. Saba

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Also admitted to
the Alabama Bar

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4557 Chumuckla Highway
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Telephone (850) 995-1102
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May 13, 2009

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **Winner's Gait Homeowners' Association, Inc.**
(not for profit)

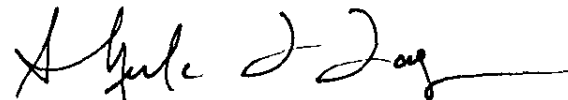
Dear Sirs:

Enclosed are an executed original and one copy of the Articles of Incorporation of Winner's Gait Homeowners' Association, Inc., a **not for profit corporation**, and an original and one copy of an executed Certificate Designating the Resident Agent. Our check in the amount of \$78.75 in payment of the following fees is also enclosed:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy	8.75
Total	<u>78.75</u>

Please file these originals and certify and return the copies of the enclosed Articles of Incorporation and Resident Agent Certification.

Yours very truly,



Sheila T. Taylor
Assistant to Angela J. Jones

/stt
Enclosures

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WINNER'S GAIT HOMEOWNERS' ASSOCIATION, INC.
ARTICLES OF INCORPORATION

First: The name of the corporation is WINNER'S GAIT HOMEOWNERS' ASSOCIATION, INC.

Second: Said corporation is incorporated as a corporation not for profit under the provisions of Chapter 617 Florida Statutes, as amended, and will be referred to hereafter as "corporation" or "association."

Third: The principal office and post office address of the corporation shall be located at 4432 Floridatown Road 90, Pace, FL 32571. The name of the registered agent is David E. Cook who is authorized to accept service of process within this state upon the corporation, and his address is 4432 Floridatown Road, Pace, FL 32571.

Fourth: The purposes for which this corporation is formed do not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the lots and common areas within that certain tract of property identified and described as Winner's Gait Subdivision in a plat of record in Plat Book 11, Page 16 of the records of the Clerk of the Circuit Court, Santa Rosa County, Florida. These lots and common areas are subject to Declaration of Covenants, Restrictions for Winner's Gait Subdivision. The purposes for which this corporation is formed also include the promotion of the health, safety and welfare of the owners within the above-described property and the following:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the association as set forth in that certain Declaration of Covenants, Restrictions and Easements, hereinafter called the "Declaration," applicable to the property and recorded in the office of the Clerk of the Circuit Court of Santa Rosa County, Florida, and as the same may be amended from time to time as therein provided, such Declaration being incorporated herein as is set forth at length;
- (b) To file, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in 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 against the property of the association;

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TALLAHASSEE, FLORIDA

- (c) To acquire (by gift, purchase or otherwise), own, hold, improved, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real and personal property in connection with the affairs of the association;
- (d) To borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of the association's real or personal property as security for money borrowed or debts incurred; and
- (e) To have and exercise any and all powers, rights and privileges that a corporation, organized under the corporation not for profit law of the State of Florida, by law may now or hereafter have or exercise.

Fifth: Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the association, including contract sellers, shall be a member of the association. However, the owner of each lot shall be entitled to but one membership even though such owner may consist of one or more persons or other entities. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot, which is subject to assessment, by the association. Ownership of such lot shall be the sole qualification for membership.

Sixth: The term for which this corporation is to exist is perpetual.

Seventh: The affairs of the corporation are to be managed by the following officers:

President
Vice President
Secretary
Treasurer

Eighth: This corporation shall be governed by a Board of Directors consisting of not less than three (3) and no more than five (5) persons. The directors shall be elected in the method as stated in the bylaws. The names and addresses of the initial directors are as follows:

David E. Cook	4432 Floridatown Road Pace, FL 32571
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William E. Cook	4432 Floridatown Road Pace, Florida 32571
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Doyle Lee

4432 Floridatown Road
Pace, FL 32571

Curtis Lee

4432 Floridatown Road
Pace, Florida 32571

Ninth: The Board of Directors shall have all the powers and duties referred to in the Declaration and in the laws of the State of Florida respecting corporations not for profit. The powers of the Board of Directors shall include, but shall not be limited to the following: (a) to elect the officers of the corporation, and (b) to administer the affairs of the corporation and the commons facilities, (c) to engage the services of manager or managing agent for the property and to fix the terms of such manager agreement and the compensation and the authority of the manager or managing agent, (d) to promulgate such rules and regulations concerning the operation and use of the property or the common facilities as may be consistent with the Declaration and to amend the same from time to time, (e) to provide for the maintenance, repair and replace of the common facilities, and (f) to estimate and adopt an annual operating budget and to provide for the assessment and collection from lot owners of their respective shares of all estimated expenses.

Tenth: The initial bylaws of this corporation are those adopted by the Board of Directors and entered in the Minute Book of the corporation. Such bylaws may be altered, amended, added to or repealed by the members of the corporation in the manner provided for in said initial bylaws and in conformity with the provisions and requirements of the Florida Statutes regulating corporations not for profit, as amended from time to time, which is currently set forth in Chapter 617, Florida Statutes, as amended from time to time.

Eleventh: These articles of incorporation may be altered, amended, changed, added to, or repealed, in the manner now or hereafter prescribed by statute or herein or by the bylaws of this corporation as they exist from time to time, at any duly called meeting of the members of this corporation provided that:

(a) the notice of the meeting is given in the manner provided for in the bylaws and such notice contains a full statement of the proposed alteration, amendment, change, addition, or repeal, and

(b) there is an affirmative vote in favor of said alteration, amendment, change, addition or repeal by those members present in person or by proxy at said meeting who are entitled to cast 2/3 of the votes of the Association.

Twelfth: This corporation shall never have or issue shares of stock nor will it ever have or provide for non-voting membership.

Thirteenth: From time to time and at least once annually, the corporate officers shall furnish periodic reports to the members, which shall include profit and loss statements and balance sheets prepared in accordance with sound business and accounting practices.

Fourteenth: The corporation shall have all the powers set forth and described in the Florida Statutes regulating corporations not for profit, as amended from time to time, which are currently set forth in Chapter 617 Florida Statutes, together with these powers conferred by the aforesaid Declaration of Covenants, Restrictions and Easements, these articles of incorporation and any and all lawful bylaws of the corporation.

Fifteenth: The names and addresses of the subscribers hereto are as follows:

David E. Cook	4432 Floridatown Road
	Pace, FL 32571

Sixteenth: Each director and officer of this corporation shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a director or officer of this corporation, such expense to include the cost of reasonable settlements (other than amounts paid to the corporation itself) made with a view to curtailment of costs of litigation. The corporation shall not, however, indemnify such director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceedings to be liable for negligence or misconduct in the performance of his duty as such director or officer, or in respect to any matter in which any settlement or compromise is effected if the total expense, including the cost of settlement, shall substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such litigation to final conclusion, and in no event shall anything herein contained be construed as authorizing this corporation to indemnify any such director against any liability of the corporation to which he would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall be in addition to any other rights to which any such director or officer may be entitled as a matter of law or otherwise.

I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, do hereby subscribe to this certificate of incorporation, and have set my hand and seal this the 30 day of April, 2009.

David E. Cook
David E. Cook

State of Florida
County of Santa Rosa

Before me, the undersigned authority, this day personally appeared, David E. Cook, who after being duly sworn according to law, to me well known and known to me to be the individual described in or who presented personally known as identification, and who executed the foregoing Articles of Incorporation of **Winner's Gait Homeowners' Association, Inc.**, and being duly sworn acknowledged that he executed the same for the uses and purposes therein expressed.

GIVEN under my hand and official seal this the 30 day of April, 2009.



ANGELA J. JONES
MY COMMISSION # DD 784639
EXPIRES: August 1, 2012
Bonded thru Budget Notary Services

Angela J. Jones
Notary Public
My commission expires: _____

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CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

Winner's Gait Homeowners' Association, Inc., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at **4432 Floridatown Road, Pace, Florida 32571**, has named **David E. Cook**, as agent to accept service of process within the state.

Winner's Gait Homeowners' Association, Inc.

BY: David E. Cook
David E. Cook

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office.

David E. Cook
David E. Cook