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**FLORIDA PROFIT/NON PROFIT CORPORATION
UNION DEPOT AT TARRAGONA OWNERS ASSOCIATION, INC.**

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ARTICLES OF INCORPORATION
OF
UNION DEPOT AT
TARRAGONA OWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)

ARTICLE I - NAME

This corporation shall be known as UNION DEPOT AT TARRAGONA OWNERS ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION." The principal office of the ASSOCIATION shall be located at 244 E. Intendencia Street, Pensacola, Florida 32502, but meetings of the members and directors may be held at such places within Escambia County, Florida as may be designated by the Board of Directors.

ARTICLE II - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office is 244 E. Intendencia Street, Pensacola, Florida 32502. The Board of Directors may from time to time change the principal office of the ASSOCIATION to any other address in the State of Florida. The name of the initial registered agent is Rodney L. Rich.

ARTICLE III - PURPOSES AND POWERS

The purpose for which this ASSOCIATION is organized is to create an entity which can provide for maintenance and architectural control of the Commercial Parcels and common properties within that certain tract of property described as follows, to-wit:

See Exhibit "A".

Together with any and all other property under or added to the control of the ASSOCIATION by the Declaration of Covenants, Conditions and Restrictions affecting the above-described property, and any amendment thereto (the above-described property and such added property hereafter collectively "The Property"), and to:

a. Exercise all of the powers and privileges and perform all of the duties and obligations of the ASSOCIATION as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "DECLARATION," applicable to The Property and recorded in the Public Records of Escambia County, Florida, as same may be amended from time to time as therein provided, said DECLARATION being incorporated herein as if set forth at length;

b. Fix, 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

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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;

c. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the ASSOCIATION;

d. Borrow money and, with the assent of two-thirds (2/3) of members, mortgage, pledge, deed in 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 Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members agreeing to such dedication, sale, or transfer;

f. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional property and Common Area, provided that any such merger, consolidation, or annexation shall have the consent of two-thirds (2/3) of each class of members except that for a period of ten (10) years after recording the Declaration, the Declarant may annex additional property as provided in the DECLARATION;

g. Have and exercise any and all powers, rights and privileges which a corporation not for profit organized under the Florida law may now or hereafter have or exercise by law.

ARTICLE IV - QUALIFICATION AND MANNER OF ADMISSION OF MEMBERS

Every person or entity who is a record owner of a Commercial Parcel, either individually or jointly with others which is subject by covenants of record to assessment by the ASSOCIATION, including a contract seller, shall be a member of the ASSOCIATION. The foregoing is not intended to include persons or entities who 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.

A member, unless acting in the capacity of a duly elected officer of the ASSOCIATION, does not have the authority to act for the ASSOCIATION solely by virtue of being a member.

ARTICLE V - VOTING RIGHTS/TRANSITION OF CONTROL

The ASSOCIATION shall have two classes of voting membership:

Class A. Class A members shall be all owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each lot owned. When more than one (1) person or entity holds an

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interest in a lot, then the vote attributable to such lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. Class B members shall be the Declarant, as defined in the DECLARATION, who shall be entitled to five (5) votes for each Commercial Parcel owned, as set forth in the DECLARATION.

Declarant shall be entitled to elect at least one member to the Board of Directors as long as Declarant owns at least one Commercial Parcel.

After Declarant relinquishes control of the ASSOCIATION, Declarant may continue to vote any Declarant owned Commercial Parcel in the same manner as any other member.

In all events, Class B membership shall cease to exist and be converted to Class A and shall not thereafter be reinstated on December 31, 2020 unless sooner converted at the election of Declarant.

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is Rodney L. Rich, 244 E. Intendencia Street, Pensacola, Florida 32502.

ARTICLE VIII - BOARD OF DIRECTORS

The business affairs of this ASSOCIATION shall be managed by the Board of Directors, which shall initially consist of three (3) members. The number of Directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3).

The members of the Board of Directors need not be members of the ASSOCIATION and shall serve for a term as set forth in the Bylaws.

The President of the ASSOCIATION shall at all times be a member of the Board of Directors, and members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

The names and street addresses of the persons who are to serve as the first Board of Directors of the corporation are:

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1. Rodney L. Rich
244 E. Intendencia Street
Pensacola, Florida 32502
2. Chadwick D. Rich
244 E. Intendencia Street
Pensacola, Florida 32502
3. Kristin O. Rich
244 E. Intendencia Street
Pensacola, Florida 32502

ARTICLE IX - OFFICERS

The officers of this ASSOCIATION shall be a President, who shall at all times be a member of the Board of Directors, a Vice President and Secretary/Treasurer, and such other officers as the Board of Directors may from time to time create.

The names of the persons who are to serve as officers of this ASSOCIATION until the first election are:

President: Rodney L. Rich
Vice President/Secretary/Treasurer: Chadwick D. Rich

The officers shall be selected at the annual meeting of the Board of Directors as provided in the Bylaws and each shall hold office until he shall sooner resign or shall be removed or otherwise disqualified to serve. Officers shall serve at the pleasure of the Directors.

ARTICLE X - DISSOLUTION

The ASSOCIATION may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the members. Upon dissolution of the ASSOCIATION, other than incident to a merger or consolidation, the assets of the ASSOCIATION shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this ASSOCIATION was created. In the event that acceptance of such dedication is refused, the assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the total members at a special meeting of the membership called for that purpose.

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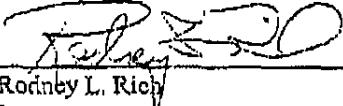
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Amendments may also be made at a regular meeting of the membership by a two-thirds (2/3) vote of the total members upon notice given, as provided by the Bylaws, of intention to submit such amendments. However, no amendment shall be effective without the written consent of the Declarant until after seven (7) years from date of filing these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE XII - DEFINITIONS

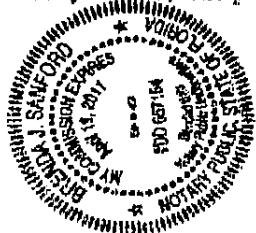
The terms used herein shall have the same definition as set forth in the DECLARATION and the Bylaws.

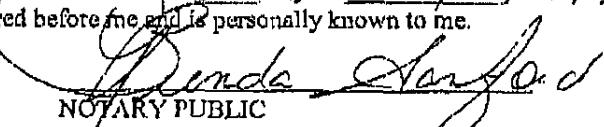
IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 6th day of May, 2010, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

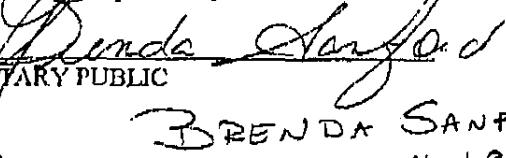

 Rodney L. Rich
 Incorporator

STATE OF FLORIDA
 COUNTY OF ESCAMBIA

The foregoing was acknowledged before me this 6th day of May, 2010, by Rodney L. Rich, who personally appeared before me and is personally known to me.




 NOTARY PUBLIC


 BRENDA SANFORD
 Expires 4-19-11

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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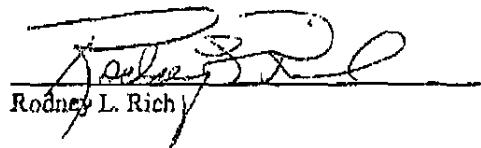
RESIDENT AGENT'S CERTIFICATE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

UNION DEPOT AT TARRAGONA OWNERS ASSOCIATION, INC., a Florida Corporation Not For Profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Escambia County, Florida, has named Rodney L. Rich, 244 E. Intendencia Street, Pensacola, Florida 32502, as its agent to accept service of process within this State.

Acknowledgment and Acceptance

Having been named to accept service of process for the above stated corporation (or Association) at the place designated in this Certificate, I hereby accept such designation and agree to comply with the provisions of said Act relative to keeping open said office.


Rodney L. Rich

This instrument Prepared By:
John W. Monroe, Jr.
Emmanuel Sheppard & Condon
30 South Spring Street
Pensacola, Florida 32502