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TAYLOR, VAN MATRE & CREVASSE, P. A

ATTORNEYS AT LAW
4300 BAYOU BOULEVARD
MADISON MARK TOWNOFFICER
SOUTE IN

JAMES C TAYLOR THOMAS G VAN MATRC, JR CLAYTON W GREVASSE PENSACOLA, FLORIOA 7450 1

POST OFFICE AID BUDG PEHENCOLNIZORAL 12513-9396 (001-474-408) PAR 18041-478-4480

July 20, 1990

Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassec, FL 32301

RE: Mills Bayou Homeowner's Association, Inc.,

a corporation not for profit

Our file: REL-317

Dear Sir:

Enclosed is the original and one duplicate copy of the Articles of Incorporation for the referenced corporation. Would you please file the original in your office and return the duplicate copy to this office, duly certified.

Also enclosed is our check in the amount of \$122.50 to cover \$35.00 filing fee for a non-profit corporation, \$35.00 for registered agent designation and \$52.50 for the certified copy.

Yours truly,

CLAYTON W. CREVASSE

CWC:dcy/ Enclosures 1/21/9000

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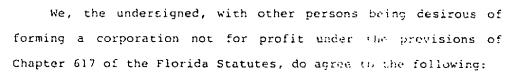
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#### ARTICLES OF INCORPORATION

OF

### MILLS BAYOU HOMEOWNER'S ASSOCIATION, INC.

A CORPORATION NOT FOR PROFIT



#### ARTICLE I. NAME

The name of this corporation is MILLS BAYOU HOMEOWNER'S ASSOCIATION, INC., a corporation not for profit.

#### ARTICLE II. PURPOSE

The Association is not organized for pecuniary gain or profit to the members thereof, and it shall be prohibited from any distribution of income to its members, directors, and officers. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and common areas within that certain tract of property described as:

LEGAL DESCRIPTION ATTACHED HERETO AS EXHIBIT "A" AND MADE A PART HEREOF BY REFERENCE

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as as may hereafter be brought within the jurisdiction of this Association for this purpose to (but only as the following may from time to time be permissable for corporations not for profit under the laws of Florida):

- (a) exercise all of the powers and privileged and to perform all of the duties and the idations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and to be recorded in the Office of Gerald F. Barnes, Clerk of Santa Rosa Councy, Florida, and as the 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 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 each class 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 agreeing to hold and maintain the same for such purposes. The Association may grant easements over the common area to private parties, but no such easement shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members agreein to such grants of easement;
- (f) participate in mergers and consolidations with the nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members; unless the Declaration provides for such merger, consolidation or annexation:
- (g) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Corporations Not For Profit Law of the State of Florida by law may now or hereafter have or exercise.

#### ARTICLE III. MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee simply interest in any lot which is subject by covenants of record to assessment by the Corporation, including contract sellers, shall be a member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership.

Membership shall be appurtenant to and may not be separated from the cwnership of any parcel which is subject to assessment by the Corporation. The ownership of such parcel shall be the sole qualification for membership.

#### ARTICLE IV. VOTING RIGHTS

The association shall have two classes of voting membership:

Class A. Class A member(s) shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership;
- (b) three (3) years after conveyance of the first lot by Declarant.

#### ARTICLE V. BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of three (3) Directors, who need not be members of the

Corporation. The Directors shall be elected at the annual meeting of the members in the manner specified in the By-Laws. The number of Directors may be changed by amendment of the By-Laws of the Corporation. The names and addresses of the persons who are to act in the capacity of Directors until the selections of their successors are:

NAME	ADDRESS
William B. Tumlin	4736 Bayside Boulevard Milton, Florida 32570
Larry R. Barrow	4736 Bayside Boulevard Milton, Florida 32570
Shirley E. Wilkerson	4736 Bayside Boulevard Milton, Florida 32570

#### ARTICLE VI. LIABILITIES

The highest amount of indebtedness or liability, director or contingent, to which this Corporation may be subject at any one time shall not exceed \$10,000.00, provided that any additional indebtedness liability or obligations may be authorized at any time by the assent of two-thirds (2/3) of the membership.

#### ARTICLE VII. MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the entire membership.

#### ARTICLE VIII. AUTHORITY TO MORTGAGE

Any mortgage by the Corporation of the Common Area, if any, as defined in the Declaration of Covenants, Conditions and Restrictions shall have the assent of two-thirds (2/3) of the entire membership.

#### ARTICLE IX. DISSOLUTION

The Corporation may be dissolved with assent given in writing and signed by not less than three-fourths (3/4) of the entire membership. Upon dissolution of the Corporation, the assets, both real and personal, of the Corporation shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. 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 and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Corporation.

#### ARTICLE X. DURATION

The Corporation shall exist perpetually.

ARTICLE XI. MEETINGS FOR ACTIONS GOVERNED BY ARTICLES VI THROUGH X

In order to take action under Articles VI through X, there must be a duly held meeting. Written notice, setting forth the

purpose of the meeting shall be given to all members not less than 30 days nor more than 60 days in advance of the meeting. The presence of members or of proxies entitled to cast 60% of the votes of the combership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum of the proceding meeting. No such subsequent meeting shall be held more than 60 days following the preceding meeting. In the event the required quorum is not present by person or by proxy at one of such meetings or at any meeting, members not present may give their written assent to the action taken thereat and said persons shall thereupon be counted as present for the purpose of constituting a quorum.

#### ARTICLE KII. AMENDMENTS

Amendment of these Articles shall require the assent of 75% of the entire membership. The By-Laws may be amended by a majority of a quorum of the members at a regular or special meeting.

#### ARTICLE NIII. SUBSCRIBERS

The names and residences of the subscribers to these Articles are:

<u>NAME</u>	ADDRESS
William B. Tumlin	4736 Bayside Boulevard Milton, Florida 32570
Larry R. Barrow	4736 Bayside Boulevard Milton, Florida 32570

ARTICLE XIV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be 4736 Bayside Boulevard, Milton, Florida 32570, and the name of the initial registered agent is William B. Tumlin.

#### ARTICLE XV. OFFICERS

Section 1. The officers of the Corporation shall be a President, such number of Vice Presidents, a Secretary-Treasurer and such other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

OFFICE NAME

President William B. Tumlin

Vice President Larry R. Barrow

Secretary/Treasurer Larry R. Barrow

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE XVI. FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of

Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 17th day of July 1990.

WILLIAM B. TUMLIN B / UNS

LARRY BARROW

STATE OF FLORIDA

COUNTY OF Santa Rosa

Before the subscriber personally appeared WILLIAM B. TUMLIN and LARRY R. BARROW, known to me to be the individuals described by said names in and who executed the foregoing instrument and acknowledged that they executed the same for the uses and purposes therein set forth.

Given under my hand and official seal this 17th day of July , 1990.

NOTARY PUBLIC
My Commission Expires: 2/22/91

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: That Mills Bayou Homeowner's 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 the City of Milton, County of Santa Rosa, State of Florida, has named William B. Tumlin, located at 4736 Bayside Boulevard, City of Milton, County of Santa Rosa, State of Florida, as its agent to accept service of process within this state.

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

WILLIAM B. TUMLIN, Resident Agent

#### EXHIBIT "A"

Commence at the Northeest corner of Section 33, Township 1 North, Range 29 Vest. Sont Rose County, Clorida; thence to North 39 degrees 33 minutes 34 accords Vest sions the north line of said Section 33 for a distance of 1777.49 feet; thence go South 02 degrees 03 minutes 19 seconds West for a distance of 1353 63 feet to the Point of Peginning; thence continue South OB degrees DS minutes 19 seconds West for a distance of 475.31 feet; thence go South 89 degrees 15 minutes 14 seconds West for a distance of 111.71 fert; thence to South 03 degrees 13 minutes 31 seconds Vest for a abstance of 177.39 family theore go fouth 69 degrees to minutes 31 seconds for tor distance of 115.10 fast; thence go North 73 degrees 45 minutes 45 arconds it. 1 for distance of AA.78 (eat; thence go North 75 degrees 37 minutes 15 seconds feet for district of \$19.10 fest; thence go South 89 degrees 40 minutes 00 seconds from distance of 18.57 feat; thence go North 71 degrees 32 minutes 00 seconds fast for distance of 40.42 feet; thence go South 60 degrees 37 minutes 47 seconds East for distance of 73.29 feet; thence go South 74 degrees 39 minutes 17 seconds Zeat for distance of 92.70 feet; thence go North 72 degrade 18 Finutes 16 excords 72xx for distance of 143.71 fact; thence go North 44 degrees 54 minutes 47 seconds 2444 alt distance of \$3.01 feet; thence go North 28 degrane 34 minutes 20 seconds test for a distance of 19.34 feet; thence go North 26 degrees 03 minutes 77 seconds Rest los a distance of 132.69 feet; thence go Worth 19 degrees 33 minutes 15 seconds Text for a distance of 97.82 feet; thence go Morth OC degrees 04 minutes 35 seconds bear for distance of 124.65 feet; thence go Worth 00 degrees 40 minutes 44 vaconds Raut Chr distance of 40.34 facts thence go North 11 degrees 25 minutes 48 seconds Pert for a distance of 44.72 feet; thouce go North 70 degrees 31 minutes 34 seconds West of a distance of 149.71 feet to the Print of Beginning. The shore described pascel of 1 accontains a 835 acres.

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#### CORPORATE STATUS WILL BE DELINQUENT AFTER JULY 1ST.

CORPORATION

ADDUAL BEPORT 1991



FLORIDA DEPARTUELA DE STATE Jen Smith Secretary of State DIVISION OF CORPORATIONS

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MILLS BAYOU HOMEOWNER'S ASSOCIATION, INC. 5 C/O WILLIAM B. TUMLIN 4736 BAYSIDE BLVD. MILTON, FL 32570

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