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ARTICLES OF INCORPORATION

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OP SECRETARY OF SE

In compliance with Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Bob Sikes Cut and Airport Property Owners' Association, Inc., hereinafter called the "Association."

ARTICLE II

The principal office of the Association is located at 3522 Thomasville Road, Tallahassee, Plorida 32308.

ARTICLE III

Edgar M. Moore, whose address is 3522 Thomasville Road, Tallahassee, Florida 32308, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are: to provide for maintenance, preservation and architectural control of the parcels and common area, if any, within that certain tract of property located in Franklin County,

Plorida, and described in the Declaration of Covenants, Conditions and Restrictions of Bob Sikes Cut and Airport Property (hereinafter called the "Declaration"), recorded or to be recorded in the Public Records of Franklin County, Florida, as the same may be amended from time to time (said Declaration being incorporated herein by reference); to implement certain of the provisions of the Agreement dated November 20, 1990, recorded in Official Records Book 322, Page 255 et seq., of the Public Records of Franklin County, Florida (hereinafter called the "Agreement"); and, to promote the health, safety and welfare of the owners of the property described in the Declaration, and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as may be required under the terms of the Agreement;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration;
- (c) 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;

- (d) acquire (by gift, purchase or otherwise), own, hold, improve, use, 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;
 - (2/3) of the 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;
 - (f) dedicate, sell or transfer all or any part of any 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 (provided, however, 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);
- (g) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members;
- (h) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit

Corporation Law of the State of Florida by law may now or hereafter possess;

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any parcel which is subject to the Declaration, including contract sellers, 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 such parcel.

ARTICLE VI

VOTING RIGHTS

The Association shall have one class of voting membership. All Owners (as defined in the Declaration) shall be members and shall be entitled to one vote for each full acre of property within the parcel owned by the Owner, as provided in the Declaration. When more than one person holds an interest in any parcel, all such persons shall be members. The vote for such parcel shall be exercised as they determine, but in no event shall more than one vote per full acre be cast with respect to any parcel. These voting rights may be changed in the future, by an amendment to these Articles of Incorporation, adopted pursuant to Article XIII

hereof, as the properties described in the Declaration are developed.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors and directors' terms of office may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME	ADDRESS
Edgar M. Moore	3522 Thomasville Road Tallahassee, FL 32308
A.L. Buford, Jr.	3522 Thomasville Road . Tallahassee, FL 32308
Walter Armistead	Box 2 St. George Island, PL

ARTICLE VIII

OFFICERS

The officers of this Association shall be a President and Vice President, both of which shall at all times be members of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time by resolution create. The offices of Secretary and Treasurer may be held by the same person. The election, term, removal and duties of the officers

shall be as set forth in the By-Laws. Until the first election,

A.L. Buford, Jr., will serve as President, Walter Armistead will

serve as Vice President, and Edgar M. Moore will serve as Secretary

and Treasurer.

ARTICLE IX

BY-LAMS

The initial By-Laws for the Association shall be adopted by a vote of a majority of the members of the Board of Directors. The By-Laws may be amended or altered at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, in the manner and subject to any other conditions set forth in the By-Laws.

ARTICLE X

ASSOCIATION'S REPRESENTATIVE

The Board of Directors of the Association shall appoint a single representative to address, negotiate and otherwise deal with any and all issues which are subject to arbitration under the terms of the Agreement recorded in Official Records Book 332, Page 255, of the Public Records of Pranklin County, Plorida. The representative shall serve at the direction and pleasure of the Board of Directors of the Association, shall be authorized to address any and all issues as set forth in the said Agreement and in discharge thereof, may enter into agreements binding upon the

Association, its members and the property described in the Declaration.

ARTICLE XI

DURATION

The corporation shall exist perpetually.

ARTICLE XII

AMENDMENTS

- (1) Amendments to these Articles shall be made in the following manner:
- (a) The Board of Directors shall adopt a resolution satting forth the proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of Directors and the provisions for adoption by members shall not apply.
- (b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by these Articles, the By-Laws or general law for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

- (c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of two-thirds (2/3rds) of the votes of members entitled to vote thereon, unless any class of members is entitled to vote thereon as a class in which event the proposed amendment shall be adopted upon receiving both the affirmative vote of two-thirds (2/3rds) of the votes of members of each class entitled to vote thereon as a class and the affirmative vote of two-thirds (2/3rds) of the votes of all members entitled to vote thereon.
- (2) Any number of amendments may be submitted to the members and voted upon by them at one meeting.
- (3) If all of the Directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though subsection (1) had been satisfied.
- (4) The members may amend these Articles of Incorporation, without an act of the Directors, at a meeting for which notice of the changes to be made is given.

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,

		• .	nd'
have executed these	Articles of	Incorporation this _	th day of
April, 1991.		10/2	
		AAL BUJORD, JR.	
		EDGAR H. HOGRE	
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The foregoing day of April, 1991,	instrument wa by A.L. Buf	as acknowledged before	me this 9#
		- Larelle	Hobby
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STATE OF PLORIDA COUNTY OF LEON		•	
The foregoing day of April, 1991,	instrument wa by Edgar M.	as acknowledged before Moore.	me this 5th
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ACCEPTANCE BY REGISTERED AGENT

Edgar M. Moore, having been named as the registered agent in the foregoing Articles of Incorporation of Bob Sikes Cut and Airport Property Owners' Association, Inc., to accept service of process for the corporation at 3522 Thomasville Road, Tallahassee, Plorida 32308, hereby agrees to act as the registered agent and comply with the laws of the State of Plorida relative to such position.

ROGAR M. MOORR

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STATEMENT OF CHANGE IN REGISTERED AG AND REGISTERED OFFICE

OF

BOB SIKES CUT AND AIRPORT PROPERTY OWNERS! ASSOCIATI

Pursuant to Section 617.0502, Florida Statutes, notice is hereby given of the change of registered agent and registered office of the corporation as follows:

- The name of the corporation is BOB SIKES CUT AND AIRPORT PROPERTY OWNERS' ASSOCIATION, INC.
- The street address of the current registered office is 3522 Thomasville Road, Tallahassee, Florida 32308.
- The street address of the new registered office is 1114 North Gadsden, Tallahassee, Florida 32303.
- The name of the current registered agent is Edgar M. Moore.
- The name of the new registered agent at said address is Charles A. Francis, who acknowledges his acceptance of said appointment by his execution of this statement.
- The street address of the registered office and the street address of the business office of the registered agent, as changed, will be identical.
- This change was duly authorized at a special joint meeting of the directors and members of the corporation held on February 25, 1992.

IN WITNESS WHEREOF, this statement has been duly executed by the undersigned duly authorized officer of the corporation, this 2+h day of March, 1992.

(CORPORATE SEAL)

1092

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M. Manning

May

- Registered

Agent

STATE OF TEXAS

OKC

The foregoing statement was duly acknowledged before me this will day of Morch, 1992, by GEORGE J. MAHR, as President of BOB SIKES CUT AND AIRPORT PROPERTY OWNERS' ASSOCIATION, INC., a Florida not for profit corporation, on behalf of said corporation. He is personally known to me and he did not take an oath.

CUPA K. CORLEY

Itotary Public

STATE OF TEXAS

By Comm. Exp. DEC. 17, 1986

NOTARY PUBLIC
Name: Diana Y. (D) (M)
Ny commission expires:

STATE OF FLORIDA COUNTY OF LEON

The foregoing statement was duly acknowledged before me this day of March, 1992, by CHARLES A. FRANCIS as Registered Agent of BOB SIKES CUT AND AIRPORT PROPERTY OWNERS! ASSOCIATION, INC., a Florida not for profit corporation, on behalf of said corporation. He is personally known to me and he did not take an oath.

NOTARY PUBLIC

Name: F FLIZABETH SUMMERS My commission expires:

Notary Public, State of Florida. My Commission Expires: Jan. 19, 1993.

FILE NOW! CORPORATE STATUS WILL BE DELINQUENT AFTER JULY 1ST.

CORPORATION

ANNUAL REPORT 1992



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Secretary of State DIVISION OF CORPORATIONS APPROVED FILED

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SECRETARY OF STATE

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QUAST & GLENN, L.L.P.

A LIMITED LIABILITY PARTNERSHIP 2001 CEDAR SPRINGS + SECOND FLOOR DALLAS, TEXAS 75201-7802 (214) 671-933 FAX (214) 671-7131

February 29, 1996

OF COUNSEL

NATHAN & CRIEFIN OF COUNSEL

Florida Department of State Division of Corporations Amendment Section Post Office Box 6327 Tallahassee, Florida 32314

500001731885 -03/05/96--01012--017 -664435.00 *****35.00

Re: Bob Sikes Cut and Airport Property Owners' Association, Inc.

Dear Sir/Madam:

Enclosed herewith please find one (1) <u>original</u> and one (1) <u>copy</u> of the Amendment to the Articles of Incorporation of Bob Sikes Cut and Airport Property Owners' Association, Inc. (the "Document") in connection with the above-referenced matter. Please file-stamp the <u>copy</u> of the Document and return it to the undersigned in the enclosed, self-addressed, stamped envelope. Thereafter, please file the <u>original</u> Document. We have enclosed our check in the amount of \$35.00 for the filing fees of the Document.

Should you have any comments or questions regarding the above, please do not hesitate to call.

Sincerely,

QUAST & GLENN, L.L.F

Meleah Articy Legal Assistant

mra/00152.mra/1309-9202 Enclosures

ce: Patrick R. Lloyd, Esq.

95 M.R - 1, 7H 2: 38

AMENDMENT TO ARTICLES OF INCORPORATION OF BOB SIKES CUT AND AIRPORT PROPERTY OWNERS' ASSOCIATION, INC. (the "Corporation")

96 HMR - 1, PM 2: 35

The undersigned officer of the Corporation hereby executes this Amendment to the Articles of Incorporation for the Corporation:

ARTICLE ONE

The name of the Corporation is Bob Sikes Cut and Airport Property Owners' Association, no.

ARTICLE TWO

The Articles of Incorporation are amended as follows:

Article I of the Articles of Incorporation is hereby amended to read in its entirety as follows:

ARTICLE 1

The name of the corporation is "Bob Sikes Cut Owners' Association, Inc.", hereinafter called the "Association."

ARTICLE THREE

This amendment was adopted on July 29, 1995, at an annual/special meeting of the members of the Corporation in accordance with the Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand, this 27th day of February, 1996.

Bob Sikes Cut and Airport Property Owners' Association, Inc.,

a Florida non-profit corporation

By:

George J. Mattr Its: President

N. UXOCUMENT/CORP/00289.CUR