

CR2E031(10/92)

ARTICLES OF INCORPORATION

OF

Tung Area Residents Association, Inc.

ARTICLE I.

CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is *TUNG AREA RESIDENTS ASSOCIATION, INC.* The principal office and mailing address of this corporation is 537 East Park Avenue, Tallahassee, Florida, 32301

ARTICLE II.

CORPORATE NATURE

This is a nonprofit corporation, organized pursuant to the Florida Corporations Not for Profit Law in accordance with Section 617 of the Florida Statutes

ARTICLE III.

DURATION

This corporation shall exist perpetually. The corporation's existence shall commence upon filing with the Secretary of State

**ARTICLE IV,
GENERAL AND SPECIFIC PURPOSES**

The corporation does not contemplate pecuniary gain or profit, direct or indirect to its members. The purposes for which it is formed are

To promote the health, safety, and welfare of the Property Owners as well as provide for the maintenance of the roads and related stormwater management system within the property designated as the unrecorded subdivision of Groveland Hills Unit 2 and Unit 3 in Leon County, Florida, hereafter referred to as "The Properties" and for this purpose to have the authority to

(a) own, acquire, build, construct, reconstruct, operate and maintain roads and stormwater management system within the Properties, including retention areas, culverts and related appurtenances, and any other common properties and facilities duly acquired,

(b) fix assessments to be levied against The Properties, and enforce said assessments,

(c) enforce any and all covenants, restrictions and agreements applicable to The Properties,

(d) pay taxes, if any, on the common properties and facilities,

(e) to promote the social welfare and public safety and well being of the members hereof,

(f) insofar as permitted or required by law (Florida Not-for-Profit Corporation Act created under Chapter 617, Florida Statutes), including those powers specifically granted under Section 617.0302, Florida Statutes

ARTICLE V.
MEMBERSHIP AND VOTING RIGHTS

Section I Membership Every person or entity who is or becomes a record owner by recorded deed of a fee or undivided fee interest in any lot or parcel located within the Properties shall be eligible to be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be eligible to become a member

Membership shall be evidenced by execution and recordation of Joinders to the First Amendment to the Declaration of Protective Covenants, when recorded in the Public Records of Leon County, Florida

Section II Voting All members shall be entitled to one vote for each lot or parcel in which they hold the interest required for membership by Section I, provided, however, that in no event shall more than one vote be cast with respect to any such lot or parcel

SECTION III Termination Membership shall terminate at such time as a member's ownership ends, but will automatically extend to the new owner or owners.

ARTICLE VI.
BOARD OF DIRECTORS, OFFICERS

The affairs of the corporation shall be managed by a Board of Directors consisting of three or more directors, who must be members of the association Directors shall be elected by the membership and serve for a term of two years or until their successors are duly elected Ballots shall be mailed to all members prior to the annual meeting, which shall be held on a date to be set by the Board of Directors The incoming Board of Directors shall elect the officers to serve during its term of office

The initial directors and their addresses are

- 1 George Harvey 638 Tung Hill Drive, Tallahassee, FL 32311
- 2 Glen Cookerly 941 Tung Hill Drive, Tallahassee, FL 32311
- 3 John Matlock 675 Tung Hill Drive, Tallahassee, FL 32311

ARTICLE VII. INCORPORATOR

The name and address of the incorporator are

CHRISTINE L. ABBUHL
537 East Park Avenue
Tallahassee, FL 32301

ARTICLE VIII. ADDITIONS TO PROPERTIES AND MEMBERSHIP

Additions to the properties described in Article IV may be made only in accordance with the provisions of the recorded covenants and restrictions applicable to said properties. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties and membership of this corporation to such properties. Where the applicable covenants require that certain additions be approved by this corporation, such approval must have the consent of two-thirds of those voting irrespective of class, of members who are voting in person or by proxy, at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE IX.
QUORUM FOR ANY ACTION GOVERNED BY
THESE ARTICLES, EXCEPT ARTICLE XII

The quorum required for any action governed by these Articles (except Article XII, shall be as follows

At the first meeting duly called as provided therein, the presence of members, or of proxies, entitled to cast forty (40) percent of all of the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called subject to the requirements set forth in said Articles, provided that no such subsequent meeting shall be held more than sixty (60) days following such preceding meeting. Quorum shall never be less than thirty (30) percent

ARTICLE X.
DEDICATION OF PROPERTIES OR TRANSFER
OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The corporation shall have the power to dispose of its real properties only as authorized under the recorded covenants and restrictions applicable to said properties

ARTICLE XI.
DISPOSITION OF ASSETS UPON DISTRIBUTION

Upon dissolution of the corporation, the assets, both real and personal of the corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they are 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 non-profit corporation, association, trust or other organization to be devoted to purposes as nearly practicable the same as those to which they were required to be devoted by the corporation. No such disposition of Association properties shall be effective to divest or diminish any rights or title of any member vested in him under the recorded covenants, deeds or agreements for deed applicable to The Properties unless made in accordance with the provisions of such covenants and agreements for deed.

ARTICLE XII. AMENDMENTS

These Articles may be amended by a two-thirds vote of its total membership voting in person or by proxy, at a meeting called for that purpose at which a quorum of seventy-five (75%) percent of the total membership is present, either in person or by proxy, provided that no amendment shall be effective to impair or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to The Properties (as, for example, membership and voting rights) which are part of the property interests created thereby.

ARTICLE XIII. INDEMNIFICATION

The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation against expenses including attorneys' fees, judgments, fines and amounts paid in settlement actually reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the corporation and, with

reasonable respect to any criminal action or proceeding had no reasonable cause to believe his conduct was unlawful

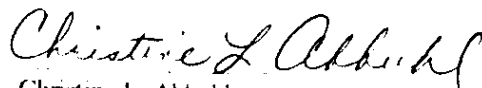
**ARTICLE XIV.
REGISTERED OFFICE AND AGENT**

The address of the principal office of the corporation is 537 East Park Avenue, Tallahassee, Florida 32301

The name and address of its registered agent are

CARL A. BERTOCH
537 East Park Avenue
Tallahassee, FL 32301

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 5 day of March, 1995


Christine L. Abbuhl
(INCORPORATOR)

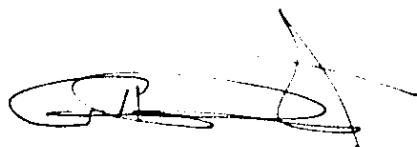
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED

IN COMPLIANCE WITH SECTIONS 607.0501 and 617.0501, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

That TUNG ARLA RESIDENTS ASSOCIATION, INC., desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business at the City of Tallahassee,
State of Florida, has named as its agent CARL A. BERTOCH, located at 537 East Park Avenue,
Tallahassee, Florida 32301, to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place
designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with
the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED this 1st day of March, 1995



CARL A. BERTOCH
Resident Agent