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ARTICLES OF INCORPORATION

I

The Name of the corporation shall be CAROL ANN FOREST HOMEOWNERS ASSOCIATION, INC.

ΙI

The duration of the corporation shall be perpetual.

III

The purpose for which the corporation is organized is to provide for the preservation of the values, amenities, attractiveness and desirability of real property known as Carol Ann Forest located in Wakulla County Florida.

IV

The principal office of the corporation shall be located at 3520 Thomasville Road, 4th Floor, Tallahassee, Florida 32308.

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The initial board of directors shall be three in number. Their names and addresses are as follows:

William M. Lee	3520 Thomasville Road, 4th Floor Tallahassee, Florida 32308
Richard L. White	2414 Mahan Drive Tallahassee, Florida 32308
J. Vern Williams	1713 Mahan Drive Tallahassee, Florida 32308

The manner of election of directors is referred to in the Bylaws.

VIII

The name and addross of the incorporator is William M. Lee c/o 3520 Thomasvillo Road, 4th Floor, Tallahassee, Florida 32308.

IX

The name of the initial registered agent of the corporation is Susan S. Thompson, 3520 Thomasville Road, 4th Floor, Tallahassee, Florida 32308.

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Every person that is a record owner of a lot in Carol Ann Forest shall be a member of the Association. Membership is appurtement to and may not be separated from ownership of any lot.

XI

In the event of dissolution of the corporation, the assets shall be dedicated to a public body or conveyed to a non profit organization with similar purposes.

XII

As long as there is Class B membership, the following actions will require the prior approval of FHA or VA: annexation of additional properties, mergers and consolidations, mortgaging of common area, dedication of common area, dissolution and amendment of these articles.

VI

The Articles may be amended by the vote of at least 2/3 of the

membors.

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WILLIAM M. LEE _____

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XIII

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

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

First--that CAROL ANN FOREST HOMEOWNERS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its princpal office indicated in the articles of incorporation in the City of Tallahassee, County of Leon, State of Florida, has named Susan S. Thompson, 3520 Thomasville Road, 4th Floor, Tallahassee, Florida 32308, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to being available at said location.

SHEAN & MUNIPAGN



ANN HILL/SMITH & THOMP (Requestor's Name) 3520 Thomasville Road, (Address) Tallahassee, Florida 3 (City, State, Zip) (Pi	, 4th Floor
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AMENDMENT TO ARTICLES OF INCORPORATION OF CAROL ANN FOREST HOMEOWNERS ASSOCIATION INC.

Pursuant to the provisions of Section 607.1006, Florida Statutos, this corporation adopts the following amendment to its articles of incorporation:

FIRST: Amondmonts adopted:

Article III shall read as follows:

The purpose for which the organization is organized is to provide for the preservation of the values, amefilties, attractiveness and desirability of real property known as Catol Ann Forest located in Wakulla County, Florida, and to maintain the roadways and stormwater facilities located in said Carol Ann Forest.

Article V shall read as follows:

The board of directors shall be three in number. Their names and addresses are as follows:

William M. Lee	3520 Thomasville Road, 4th Floor Tallahassee, Florida 32308
Richard White	2414 Mahan Drive Tallahassee, Florida 32308
Susan S. Thompson	3520 Thomasville Road, 4th Floor Tallahassee, Florida 32308

SECOND: The date of the amendment's adoption is March 27, 1996.

THIRD: The amendments were approved by a majority vote of the Board of Directors and adopted by all the members on April 3, 1996. DATED this 3rd day of April, 1996.

> CAROL ANN FOREST HOMEOWNERS ASSOCIATION, INC.

By: LIAM M. LEE

WILLIAM M. LEE President and Director

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ANN HILL,/SMITH & THOMPSON, (Requestor's Name) 3520 Thomasville Road, 4th (Address) Tallahassee, Florida 32308 (City, State, Zip) (Phone #)		#11.11.11.11.12.21.1#10:2511.#1
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SECOND AMENDMENT TO ARTICLES OF INCORPORATION OF CAROL ANN FOREST HOMEOWNERS ASSOCIATION INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, this corporation adopts the following amendment to its articles of incorporation:

FIRST: Amondmonts adopted:

The new name of the corporation shall be WAKULLA FOREST HOMEOWNERS ASSOCIATION, INC.

SECOND: The date of the amendment's adoption is December 30, 1996.

THIRD: The amendments were approved by a majority vote of the Board of Directors and adopted by all the members on December 31, 1996.

DATED this 31st day of December, 1996.

CAROL ANN FOREST HOMEOWNERS ASSOCIATION, INC.

By:

President and Director

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