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April 30, 1996

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****122.50 ****122.50

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

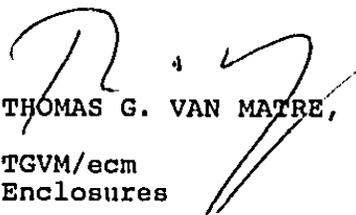
RE: Oak Pointe of Tiger Point Homeowners Association, Inc.
Our File: CTB-655

Dear Ladies:

Enclosed is the original and one duplicate copy of the Articles Of Incorporation for the referenced corporation. Please file the original in your office and return the duplicate copy to the undersigned, duly certified.

I have also enclosed our check in the amount of \$122.50 to cover the filing fee for the non-profit corporation.

Yours truly,


THOMAS G. VAN MATRE, JR.

TGVM/ecm
Enclosures

FILED
96 MAY -3 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MSB
5/1/96

ARTICLES OF INCORPORATION
OF
OAK POINTE OF TIGER POINT HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)

FILED
SECRETARY
MAY 3 1965
FILED

I, the undersigned, with other persons being designated of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I - NAME

The name of this Corporation is OAK POINTE OF TIGER POINT HOMEOWNERS ASSOCIATION, INC., a corporation not for profit.

ARTICLE II - ADDRESS

The initial street address of the principal office of the corporation is 1408 Champions Green Drive, Gulf Breeze, Florida 32561 and the mailing address of the corporation is P.O. Box 746, Gulf Breeze, Florida 32562.

ARTICLE III - PURPOSE

No part of the net earnings of this corporation shall inure to the benefit of any individual or member. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

The general nature of the objects and purposes of this corporation shall be to provide for preservation and architectural control of the owners' parcels and homes and common areas, if any, within that certain tract of property described as:

SEE ATTACHED EXHIBIT "A"

and to promote the health, safety, and welfare of the residents within the above-described property, 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 that certain Declaration Of Covenants, Conditions And Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the public records of Santa Rosa County, 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, if any, 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 each class of 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 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;

(g) 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 have or exercise.

ARTICLE IV - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee simple 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 ownership of any parcel which is subject to assessment by the Corporation. The ownership of such parcel shall be the sole qualification for membership.

ARTICLE V - VOTING RIGHTS

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 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 when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

ARTICLE VI - 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 selection of their successors are:

NAME
Kenneth W. Ellzey

ADDRESS
P.O. Box 746
Gulf Breeze, FL 32562

Sue C. Miller

P.O. Box 746
Gulf Breeze, FL 32562

Cheryl Ballou

P.O. Box 746
Gulf Breeze, FL 32562

ARTICLE VII - LIABILITIES

The highest amount of indebtedness or liability, direct 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 VIII - 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 IX - 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 X - DISSOLUTION

This corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) 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 non-profit 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 XI - DURATION

The Corporation shall exist perpetually.

ARTICLE XII - MEETINGS FOR ACTIONS GOVERNED BY ARTICLES VI - 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 membership 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 at such subsequent meeting shall be one-half of the required quorum of the preceding 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 XIII - 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 XIV - INCORPORATOR

The name and residence of the incorporator of this corporation not for profit is:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth W. Ellzey	P.O. Box 746 Gulf Breeze, FL 32562

ARTICLE XV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be 4300 Bayou Boulevard/Suite 16, Pensacola, Florida 32503, and the name of the initial registered agent is THOMAS G. VAN MATRE, JR.

ARTICLE XVI - 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:

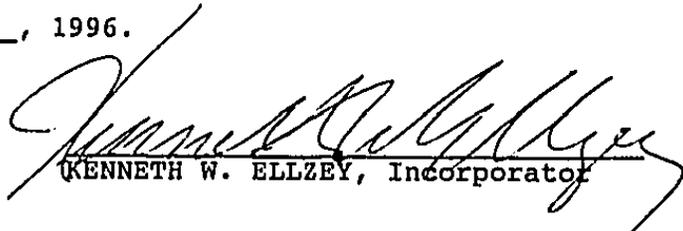
<u>NAME</u>	<u>OFFICE</u>
Kenneth W. Ellzey	President
Sue C. Miller	Vice President
Sue C. Miller	Secretary/Treasurer

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

ARTICLE XVII - 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, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 30th day of April, 1996.


KENNETH W. ELLZEY, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 30th day of April, 1996, by KENNETH W. ELLZEY, who executed the foregoing instrument and acknowledged that he executed same for the uses and purposes therein set forth, who is personally known to me.


NOTARY PUBLIC

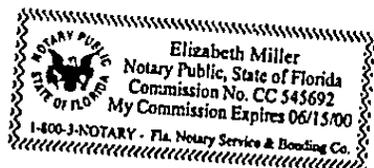


EXHIBIT "A"

A portion of Sections 27 & 28, Township 2 South, Range 28 West, Santa Rosa County, Florida, being more particularly described as follows:

Begin at the Northwest corner of Bay Colony as recorded in Plat Book "D" at page 83 of the public records of said County; thence run North 5°00'42" West for 198.65 feet; thence run North 7°11'47" West for 213.01 feet; thence run North 11°05'46" West for 173.04 feet; thence run North 38°23'08" West for 62.00 feet; thence run North 78°24'27" West for 167.99 feet; thence run North 85°31'29" West for 453.32 feet; thence run North 81°35'37" West for 249.64 feet; thence run North 87°36'13" West for 240.00 feet; thence run South 80°38'47" West for 138.00 feet; thence run South 75°55'12" West for 316.44 feet; thence run South 89°13'35" West for 199.13 feet to a Point on the Easterly right-of-way of Tiger Point Boulevard (60 ft. right-of-way); thence run North 35°58'13" East along said Easterly right-of-way 37.88 feet to the Point of Curve of a circular curve being concave to the West having a radius of 259.65 feet and a central angle of 47°03'40" (Ch=207.32, Ch Brg=N 12°26'23" E); thence run Northerly along the arc of said curve for 213.27 feet to the Point of Tangency; thence run North 11°05'27" West for 79.80 feet; thence run North 78°55'19" East for 416.42 feet; thence run South 89°37'30" East for 392.54 feet; thence run North 89°25'43" East for 1317.35 feet; thence run South 00°37'41" East for 1040.43 feet to the Northeast corner of said Bay Colony; thence run South 89°29'40" West along the North line of said Bay Colony for 320.15 feet to the Point of Beginning. Containing 22.05 acres more or less.

LESS AND EXCEPT:

A portion of Section 27, Township 2 South, Range 28 West, Santa Rosa County, Florida, being more particularly described as follows:

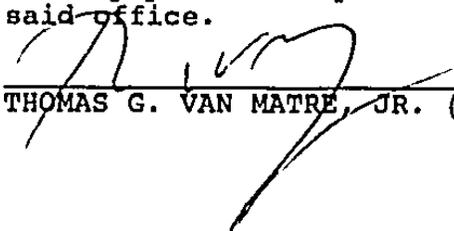
Begin at the Northwest corner of Bay Colony as recorded in Plat Book "D" at Page 83 of the Public Records of said County; thence run North 05°00'42" West for 198.65 feet; thence run North 07°11'47" West for 150.00 feet; thence run South 38°14'14" East for 337.93 feet; thence run North 89°29'40" East for 146.26 feet; thence run South 00°37'41" East for 79.75 feet to the Northeast corner of aforesaid Bay Colony; thence run South 89°29'40" West along the North line of said Bay Colony for 320.15 feet to the Point of Beginning. Containing 1.14 acres more or less.

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, and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That OAK POINTE OF TIGER POINT HOMEOWNERS ASSOCIATION, INC., a 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, at the City of Gulf Breeze, County of Santa Rosa, State of Florida, has named THOMAS G. VAN MATRE, JR., City Of Pensacola, County of Escambia, 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 acknowledge that I am familiar with the obligations of the position of Registered Agent and I agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



THOMAS G. VAN MATRE, JR. (Resident Agent)

FILED
96 MAY - 3 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA