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SHELL, FLEMING, DAVIS & MENGE

ATTORNEYS AT LAW

PENSACOLA, FLORIDA 32598-1831

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POST OFFICE BOX 1831
226 PALAFOX PLACE
NINTH FLOOR SEVILLE TOWER
AREA CODE 904
TELEPHONE 434-2411
FAX # 435-1074

August 2, 1996

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

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****122.50 ****122.50

RE: Terry Cove Homeowners Association, Inc.

Dear Sir:/Madam:

Enclosed please find original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return a certified copy to the undersigned. Our firm check in the amount of \$122.50 for the required filing fee is enclosed.

Yours sincerely,

SHELL, FLEMING, DAVIS & MENGE


Charles L. Hoffman, Jr.

CLHjr:kzt
Enclosures

W-16500
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8-19-96
112



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 7, 1996

CHARLES L. HOFFMAN, JR
POST OFFICE BOX 1831
PENSACOLA, FL 32598-1831

SUBJECT: TERRY COVE HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W96000016500

We have received your document for TERRY COVE HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Kimberly Rolfe
Document Specialist

Letter Number: 496A00037686

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FAX # 435-1074

August 14, 1996

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

RE: Terry Cove Homeowners Association, Inc.
Reference Number: W96000016500
Your Letter Number: 496A00037686

Dear Sir/Madam:

Enclosed please find the revised Articles of Incorporation per your letter of August 7, 1996, a copy of which is enclosed. Please file the Articles, returning a certified copy to the undersigned.

Thank you for your assistance, and please call the undersigned with any questions.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



Kate Thomas, Secretary to:
Charles L. Hoffman, Jr.

:kzt
Enclosures

ARTICLES OF INCORPORATION
FOR
TERRY COVE HOMEOWNERS ASSOCIATION, INC.
A FLORIDA NONPROFIT CORPORATION

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is: TERRY COVE HOMEOWNERS ASSOCIATION, INC., 1216 Wakefield Drive, Pensacola, Florida 32514.

Article 2. Not For Profit. The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes (1995). The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purposes. The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To maintain, improve, insure, and take all other actions of any nature pertaining to the Common Areas of TERRY COVE, a non-platted subdivision, and to take all other actions pertaining to the operation and protection of said subdivision.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Limitation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the Corporation shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

Article 6. Members. The Corporation shall have Class "A" and Class "B" members as more specifically set forth in the Declaration of Covenants, Conditions and Restrictions for an Unplatted Development ("Declaration"), as recorded in the public records of Santa Rosa County, Florida. The name and address of each Member, until the recording of the Declaration, is as follows:

| <u>Name</u> | <u>Address</u> |
|---|----------------|
| David W. Fitzpatrick, 1216 Wakefield Dr., Pensacola, FL | 32514 |
| Diane R. Fitzpatrick, 1216 Wakefield Dr., Pensacola, FL | 32514 |
| Gregory S. English, 1310 E. Gonzalez St., Pensacola, FL | 32501 |
| Linda J. English, 1310 E. Gonzalez St., Pensacola, FL | 32501 |

Article 7. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 1216 Wakefield Drive, Pensacola, Florida 32514, and the name of its initial Registered Agent at that address is David W. Fitzpatrick.

Article 8. Initial Board of Directors. The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Directors at an annual meeting of Voting Members. The name and address of each initial Director of the Corporation is as follows:

| <u>Name</u> | <u>Address</u> |
|---|----------------|
| David W. Fitzpatrick, 1216 Wakefield Dr., Pensacola, FL | 32514 |
| Diane R. Fitzpatrick, 1216 Wakefield Dr., Pensacola, FL | 32514 |
| Gregory S. English, 1310 E. Gonzalez St., Pensacola, FL | 32501 |
| Linda J. English, 1310 E. Gonzalez St., Pensacola, FL | 32501 |

Article 9. Officers. The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (any may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

| <u>Title</u> | <u>Name</u> |
|----------------|---|
| President | David W. Fitzpatrick |
| Address: | 1216 Wakefield Drive, Pensacola, FL 32514 |
| Vice President | Gregory S. English |
| Address: | 1310 E. Gonzalez St., Pensacola, FL 32501 |
| Secretary | Gregory S. English |
| Address: | 1310 E. Gonzalez St., Pensacola, FL 32501 |
| Treasurer | David W. Fitzpatrick |
| Address: | 1216 Wakefield Drive, Pensacola, FL 32514 |

Article 10. Incorporators. The name and address of each Incorporator is as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------------|---|
| David W. Fitzpatrick, | 1216 Wakefield Dr., Pensacola, FL 32514 |
| Gregory S. English, | 1310 E. Gonzalez St., Pensacola, FL 32501 |

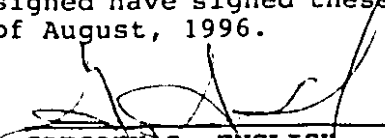
Article 11. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

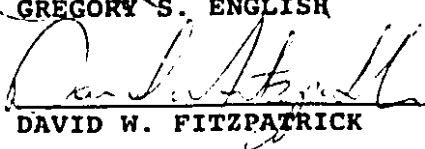
Article 12. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 607.081, Florida Statutes (1995), as amended from time to time, shall govern the Bylaws.

Article 13. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

Article 14. Non-stock Basis. The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

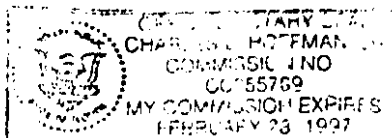
WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 2nd day of August, 1996.



GREGORY S. ENGLISH


DAVID W. FITZPATRICK

STATE OF FLORIDA :
:
COUNTY OF ESCAMBIA :

ACKNOWLEDGED BEFORE ME this 2nd day of August, 1996 by GREGORY S. ENGLISH and DAVID W. FITZPATRICK, both of whom (✓) are personally known to me or () produced _____ as identification.





NOTARY PUBLIC - STATE OF FLORIDA
Name: Charles L. Hoffman, Jr.
My Commission Expires: 02-28-97

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts the appointment as Registered Agent of TERRY COVE HOMEOWNERS' ASSOCIATION, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 2nd day of August, 1996.


David W. Fitzpatrick
Registered Agent

FILED
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