

N96000005117

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Lezardland Heights

Highland Community
Association, Inc.

	DB. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File	****122.50 ****122.50	
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED
 96 OCT -7 AM 10:57
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

SUBTOTALS _____

~~196 2150~~

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>ARK</u>	_____	_____	_____

WALK-IN Will Pick Up 10/7 1100 ARK 10/7

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

RECEIVED
 96 OCT -4 AM 9:37
 DIVISION OF CORPORATION

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

October 4, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: WOODLAND HEIGHTS/HIGHLAND COMMUNITY ASSOCIATION,
INC.
Ref. Number: W96000021030

We have received your document for WOODLAND HEIGHTS/HIGHLAND COMMUNITY ASSOCIATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must include original signatures.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 696A00045469

RECEIVED
96 OCT -7 AM 10:41
DIVISION OF CORPORATIONS
Collected

ARTICLES OF INCORPORATION
OF
WOODLAND HEIGHTS/HIGHLAND
COMMUNITY ASSOCIATION, INC.

FILED
96 OCT -7 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a not-for-profit corporation under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

FIRST - NAME: The name of the corporation is Woodland Heights/Highland Association, Inc.

SECOND - DURATION: The period of duration is perpetual.

THIRD - REGISTERED OFFICE, REGISTERED AGENT AND MAILING ADDRESS: The address of the initial registered office of the corporation is 687 Berkley Drive; Pensacola, Florida 32503. The name of the official registered agent of the corporation at this address is Michael D. Peck, Sr. The mailing address of the Corporation is: Woodland Heights/Highland Community Association, Inc.; 687 Berkley Drive; Pensacola, Florida 32503.

FOURTH - AMENDMENTS: These Articles of Incorporation may be amended by the board of directors adopting a resolution setting forth the proposed amendment. The proposed amendment shall then be submitted to a vote of the membership.

FIFTH - MEMBERSHIP: The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, different classes of membership, if any, and the other rights and privileges of membership and their liability for dues and assessments, if any, and the method of collection thereof shall all be as set forth in the bylaws of the corporation.

SIXTH - POWERS: The corporation shall have and may exercise such powers as are generally authorized for corporations not-for profit under the laws of the State of Florida. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors.

SEVENTH - BOARD OF DIRECTORS: The number of directors of the corporation shall be not more than eleven (11) nor less than seven (7) as determined from time to time by resolution of the board of directors. The manner of election of the directors, their term of office and other provisions relative to their service shall be

as stated in the bylaws of the corporation. Any director or the entire board of directors may be removed by the membership, with or without cause, at a regular or special membership meeting called expressly for that purpose by a vote of the majority of the members. The names and addresses of the initial board of directors are:

- | | |
|-------------------------------------------------------------------|---------------------------------------------------------------|
| 1. Michael D. Peck, Sr.
687 Berkley Dr.
Pensacola, FL 32503 | 6. Patricia Travis
118 Altamont Dr.
Pensacola, FL 32503 |
| 2. Barbara Hunt
707 Woodland Dr.
Pensacola, FL 32503 | 7. Linda Wright
721 Woodland Dr.
Pensacola, FL 32503 |
| 3. Allcia McNealy
521 Woodland Dr.
Pensacola, FL 32503 | 8. Walter Wallace
709 Woodland Dr.
Pensacola, FL 32503 |
| 4. Lula Robinson
133 Berkley Dr.
Pensacola, FL 32503 | 9. Leonard Hudson
880 Berkley Dr.
Pensacola, FL 32503 |
| 5. Barbara Perkins
696 Berkley Dr.
Pensacola, FL 32503 | 10. Margaret Morton
600 Berkley Dr.
Pensacola, FL 32503 |

11. Louis Sewell
736 Boxwood Dr.
Pensacola, FL 32503

EIGHTH - INCORPORATOR: The name and address of the incorporator of the corporation is: Michael D. Peck, Sr.; 687 Berkley Dr.; Pensacola, FL 32503

NINTH - CORPORATE PURPOSES: The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1.) To raise the economic, educational and social levels of the residents of the Woodland Heights/Highland Neighborhood of the City of Pensacola, Escambia County, Florida, including members of the minority community, who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines, to foster and promote community wide interest and concern for the

problems of said residents to the end that (a) educational and economic opportunities may be expanded; (b) sickness, poverty, crime, and environmental degradation may be lessened; and (c) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated.

2.) To expand the opportunities available to said residents and groups to own, manage, and operate business enterprises in economically depressed areas; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises; and to assist said residents and groups in obtaining financial support from other sources.

3.) To expand opportunities available to said residents and groups to obtain adequate low-cost housing accommodations by constructing, rehabilitating, and providing decent, safe and sanitary housing in said Neighborhood for persons and families of low-income who otherwise would not be able to find or afford a suitable place to live. It is the purpose of the corporation thereby to relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare. To provide such housing through rehabilitation of existing substandard buildings and construction of new facilities in the place of blighted structures or blighted vacant sites in the place of blighted structures or blighted vacant sites for the purpose of combatting the deterioration of the community and contributing to its physical improvement.

4.) To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

5.) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

6.) All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

TENTH - LIMITATION ON CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ELEVENTH - EXCLUSIVITY AND PRIVATE INUREMENT: This Corporation is organized exclusively for charitable and educational purposes. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

TWELFTH - LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

THIRTEENTH - DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

FOURTEENTH - PRIVATE FOUNDATION STATUS: In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

FIFTEENTH - INDEMNIFICATION: Any person (and the heirs, executors and administrators of such persons) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements incurred by him or her (or by the heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be determined in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this Third day of October, 1996.


Michael D. Peck, Sr., Incorporator

STATE OF FLORIDA]
COUNTY OF ESCAMBIA]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared: Michael D. Peck, Sr. who is either personally known to me or who produced a valid Florida drivers license and who is the person described in and who executed the foregoing instrument as the incorporator and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of October, 1996


NOTARY PUBLIC STATE OF FLORIDA

My commission expires:

GWENDOLYN D. BUFFORD
Notary Public State of FL
Comm. Exp. April 24, 1998
Comm. No. CC 369243

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: WOODLAND HRIGHTS/HIGHLAND COMMUNITY ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

MICHAEL D. PRCK, SR.

(NAME)

687 BERKLEY DR.

(ADDRESS - P.O. BOX NOT ACCEPTABLE)

PENSACOLA, FL 32503

(CITY/STATE/ZIP)

SIGNATURE

Michael D. Prck, Sr.

TITLE INCORPORATOR AND REGISTERED AGENT

DATE OCTOBER 3, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Michael D. Prck, Sr.

DATE OCTOBER 3, 1996

REGISTERED AGENT FILING FEE: \$35.00

FILED
96 OCT - 7 AM 10: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA