

SMITH
SAUER
DE MARIA
& JOHNSON
ATTORNEYS AT LAW

October 18, 1996

G. Thomas Smith
Board Certified
Real Estate Attorney

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

RE: Chevalier Subdivision Phase 3 Homeowners' Association

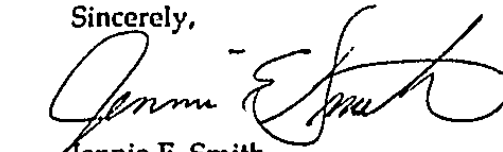
Gentlemen:

Enclosed is the signed original and a copy of the Articles of Incorporation for the above corporation. Also enclosed is a check in the amount of \$70.00 representing the filing fee.

Please file the original of the enclosed Articles of Incorporation and return a date-stamped copy to me as evidence of filing.

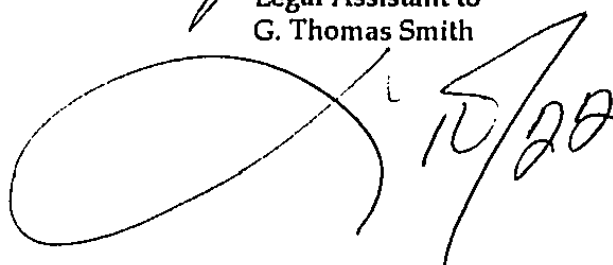
If you have any questions, please do not hesitate to contact us at (904) 434-2761.

Sincerely,


Jennie E. Smith
Legal Assistant to
G. Thomas Smith

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enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
CHEVALIER SUBDIVISION PHASE 3 HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is Chevalier Subdivision Phase 3 Homeowners' Association, Inc.

The principal office and mailing address of this corporation is: 510 East Zaragoza Street, Pensacola, Florida 32501.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, the general purpose of which shall be the following: To be a "homeowners' association" pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual, commencing on the date of signing these Articles.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. To provide for ownership, maintenance, preservation and architectural control of the Lots, street lights, Common Area and improvements, including landscaping in public areas not handled by Escambia County; to carry out the covenants and enforce the provisions of the Declaration; and to promote the health, safety and welfare of the residents within the above described Properties.

B. To operate exclusively in any other manner for the purposes of a homeowners' association as will qualify it as an exempt organization under Section 501(c)(3) of the Internal

Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at a date to be specified in the By-laws of the Corporation each year at the offices of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Name	Address
Roberta Carothers	1515 East Desoto Street Pensacola, Florida 32501
Anthony R. Boccanfuso	4504 Twin Oaks Drive, Ste. 103 Pensacola, FL 32506
Duncan Hudnall	5508-V North "W" Street Pensacola, FL 32505

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

	Name	Address
President:	Anthony R. Boccanfuso	4504 Twin Oaks Drive, Suite 103
Secretary:	Anthony R. Boccanfuso	Pensacola, Florida 32506
Treasurer:	Anthony R. Boccanfuso	

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that 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 IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of

Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X

SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:
(a minimum of one (1) only is required)

Name	Address
Winthrop Land Company, Inc.	1515 East Desoto Street Pensacola, Florida 32501

ARTICLE XI

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

ARTICLE XII

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 510 East Zaragoza Street,

Pensacola, Florida and the name of its registered agent at said address shall be Jeffrey T. Sauer.

ARTICLE XIV

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 18th day of October, 1996.

WITNESSED BY:

Winthorp Land Company, Inc.

[Signature]
Brenda Harris

By: Robert L. Carothers Pres.
Robert L. Carothers, President

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Roberta L. Carothers as President of Winthorp Land Company, Inc., who (☒) is personally known to me or (☐) produced a _____ as identification and who executed the foregoing Articles of Incorporation, and he acknowledges that she subscribed the said instrument for the uses and purposes set forth therein.

18th WITNESS my hand and official seal in the County, and State last aforesaid this _____ day of October, 1996.

BRENDA HERRIS
"Notary Public State of Florida"
My Commission Expires June 16, 1997
CC 295053

Brenda Harris
Printed Name: BRENDA HERRIS
Notary Public Stamp:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of Chevalier Subdivision Phase 3 Homeowners' Association, Inc., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

[Signature]
Jeffrey T. Sauer