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November 22, 1996

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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RE: POINTE YNIESTRA HOMEOWNERS' ASSOCIATION, INC.

Dear Ladies:

Enclosed please find the 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 check in the amount of \$122.50 is enclosed.

Should you have any questions regarding this request, please do not hesitate to contact us. Thank you for your cooperation in this matter.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE


Stephen B. Shell

SBS/bss
Enclosures
B334-11301

Dmc
12/6/96

FILED
96 DEC -3 PM 2:42
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

POINTE YNIESTRA HOMEOWNERS' ASSOCIATION, INC.

FILED
95 DEC -3 PM 2:41
STATE
FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation to form a non-stock corporation, not for profit, under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation is POINTE YNIESTRA HOMEOWNERS' ASSOCIATION, INC., hereafter called the "Association." The principal office of the Association and the street address of the initial registered office shall be 226 Palafox Place, Ninth Floor, Seville Tower, Pensacola, Florida, 32501; but may be changed to another place in Florida as designated from time to time by the Board of Directors. The name and address of the Incorporator is: Stephen B. Shell, 226 Palafox Place, Ninth Floor, Seville Tower, Pensacola, Florida 32501.

ARTICLE II. PURPOSE AND POWERS

The Association is not organized for pecuniary gain or profit to the members thereof, and it shall be prohibited from any distribution of income to its members, directors, and officers. The specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the unrecorded subdivision known as POINTE YNIESTRA SUBDIVISION in Escambia County, Florida, according to the Declaration of Covenants, Conditions, and Restrictions recorded in the public records of said county, and promote the health, safety, and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to (but only as the following may from time to time be permissible for corporations not for profit under the laws of Florida):

(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 to be recorded in the Office of Clerk of the Circuit Court of Escambia 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 to any public agency, authority, or utility agreeing to hold and maintain the same for such purposes. The Association may grant easements over the Common Area to private parties, but no such easement shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members; unless the Declaration provides for such merger, consolidation or annexation;

(g) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Corporation Not For Profit Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE III. MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot or parcel which is subject by covenants of record to assessment by the Association, including contract vendees under a contract for deed, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE IV. VOTING RIGHTS

The Association shall have two classes of voting membership;

Class A. Class A member(s) shall be all Owners, with the exception of the Declarant, WILMO ON THE BLUFFS, INC., and shall be entitled to one (1) 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, WILMO ON THE BLUFFS, INC. (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 on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership;
- (b) five (5) years after conveyance of the first lot, whichever event is earlier.

ARTICLE V. BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of at least three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association but may not exceed five (5) nor be less than three (3). The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Wayne T. Mowe
3838 North Palafox Street
Pensacola, Florida 32505

Clifford B. Mowe
3838 North Palafox Street
Pensacola, Florida 32505

Dana M. Mowe
3838 North Palafox Street
Pensacola, Florida 32505

At the first annual meeting the members shall elect at least three (3) directors and at each succeeding annual meeting, or at a special meeting called for the purpose of electing directors, the members shall elect the number of directors which may from time to time be designated by the By-Laws.

ARTICLE VI. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VII. DURATION

The corporation shall exist perpetually.

ARTICLE VIII. AMENDMENTS

Amendments to these Articles shall require the assent of two-thirds (2/3) of the entire membership. Amendments may be proposed by any member at any annual meeting or special meeting called for that purpose, and adopted by the members, in person or by proxy, at that or any subsequent meeting by the percentage of members set forth above. The By-Laws of the corporation shall be made, altered, or rescinded, at a regular or special meeting of the members, by a vote of a majority of the members present in person or by proxy. The By-Laws may restrict the number of proxies to be voted by any person.

ARTICLE IX. OFFICERS

The affairs of the corporation are to be managed by a President, Vice-President, Secretary, and Treasurer, who need not be members of the Association. They shall be elected at the first meeting of the Board of Directors following each annual meeting of the members. The President and Vice-President shall be Directors. Until the first election of officers, Clifford B. Mowe shall serve as President of the corporation, Wayne T. Mowe shall serve as Vice-President and Secretary, and Dana M. Mowe shall serve as Vice-President and Treasurer of the corporation.

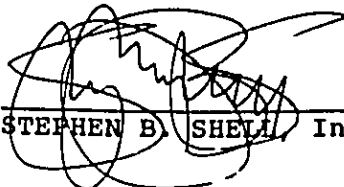
ARTICLE X. INITIAL RESIDENT AGENT AND OFFICE

Stephen B. Shell, whose office address is 226 Palafox Place, Ninth Floor, Seville Tower, Pensacola, Florida, 32501, is hereby appointed as the initial Resident Agent of the corporation, and the office of the corporation shall be at that address until another is properly designated pursuant to the then applicable law.

ARTICLE XI. INDEMNITY

Every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or opposed upon him or her in connection with any proceedings to which he or she may be a party or in which he or she may become involved, by reason of his or her being or having been an officer of the Association whether or not he or she was an officer at the time such expenses are incurred, except in such cases wherein the officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any such officer may be entitled.

IN WITNESS WHEREOF the incorporator has executed this instrument this 22d day of November, 1996.


STEPHEN B. SHELL, Incorporator


STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 22nd day of November, 1996, by Stephen B. Shell, who (X) is personally known to me or () produced _____ as identification.



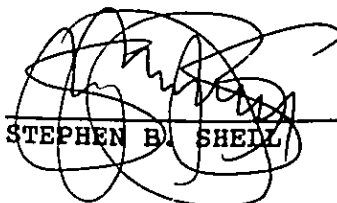
BRIDGETTE S. STUBBS
COMMISSION # CC 349715
EXPIRES FEB 22, 1998
BONDED THRU
ATLANTIC BONDING CO., INC


Printed Name: BRIDGETTE S. STUBBS
NOTARY PUBLIC
My Commission Expires: 2/22/98

ACCEPTANCE BY RESIDENT AGENT

The undersigned accepts the appointment as resident agent of the corporation, and agrees to comply with all provisions of the law relating thereto.

DATED this 22d day of November, 1996.


STEPHEN B. SHELL