

N9700000 6267



ACCOUNT NO. : 072100000032

REFERENCE : 588475 7139010

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 4, 1997

ORDER TIME : 10:57 AM

ORDER NO. : 588475-005

CUSTOMER NO: 7139010

700002337457--5

-11/04/97-01042-001

****122.50 ****122.50

CUSTOMER: Ms. Jennifer J. Jernigan
GULF BEACH HIGHWAY PROPERTIES
INCORPORATED
Suite 394
17 South Palafox
Pensacola, FL 32582

RECEIVED

97 NOV -4 AM 11:28

DIVISION OF CORPORATION

DOMESTIC FILING

NAME: THE HERON'S FOREST PROPERTY
OWNERS ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV -4 PM 1:25

FILED

697-2505

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6 SN NOV = 4 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 4, 1997

RESUBMIT

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

Please give original
submission date as file date.

SUBJECT: THE HERON'S FOREST PROPERTY OWNERS ASSOCIATION,
INC.
Ref. Number: W97000025015

We have received your document for THE HERON'S FOREST PROPERTY OWNERS 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):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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 (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 297A00053328

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97 NOV -5 PM 12:02
DIVISION OF CORPORATIONS

11/05/97

ARTICLES OF INCORPORATION

OF

THE HERON'S FOREST

PROPERTY OWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapters 607 and 617, Florida Statutes, the undersigned, for the purposes of forming a corporation not-for-profit, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation shall be THE HERON'S FOREST PROPERTY OWNERS ASSOCIATION, INC. (hereinafter "Association").

ARTICLE II - NON-PROFIT PURPOSE

The Association is formed exclusively for purposes for which a corporation may be formed under the Not-for-Profit Corporation Law of the State of Florida, and not for any pecuniary profit or financial gain. No part of the assets, income or profits of the Association shall be distributed to its members, directors or officers. The Association shall not engage in any activity prohibited to a not-for-profit corporation under the laws of the State of Florida.

ARTICLE III - GENERAL AND SPECIFIC PURPOSES AND POWERS

A. General Purposes. Subject to Article II hereof, the general purposes for which the Association is formed are to provide for the acquisition, construction, annexation, management, maintenance and care of "Common Areas," as well as any public lands adjacent to or in the immediate vicinity of any such Common Areas, all as will qualify it as a tax exempt "residential real estate management association" under Section 528 of the Internal Revenue Code of 1986, as amended, or similar provisions of subsequent federal tax laws. Without in any way limiting the generality of the foregoing, "Common Areas" shall include any and all "Common Areas" denominated as such on any recorded subdivision plat (5) (the "Subdivision(s)") and as are conveyed and transferred to this Association, in either case by Declarant, and shall include specifically, without limiting the generality of the foregoing, any and all stormwater management and discharge facilities (including, but not limited to, retention ponds; detention ponds; stormwater pumps, controls and appurtenances; stormwater collection systems; drainage system; concrete drainage facilities; and any and all equipment and facilities associated with same) and related facilities located within or serving the Subdivisions; and any and all tangible and intangible personal property, fixtures and improvements associated with or incident to any such "Common Areas" (including, specifically, but without limiting

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the generality of the preceding clause, road and street signs).

B. Specific Purposes. Subject to Part A of this Article III, the specific purposes for which the Association is formed include, among other things, the following:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions (or any similar documents, together with any amendments, supplements or modifications thereto) which are, or might hereafter be, recorded by Declarant in the public records of Escambia County, Florida, and which Declaration refers to "The Heron's Forest Property Owners Association, Inc." (the "Declaration"), all as the same may be amended, supplemented or restated from time to time as therein provided;

2. To encourage the County of Escambia and other appropriate governmental entities to provide proper maintenance and upkeep of any public facilities and public areas adjacent to and about the Subdivisions and, if found desirable, to provide such maintenance and upkeep by direct action;

3. To encourage the owners of properties in and about the Subdivision areas to maintain their properties in a manner which will reflect favorably upon the entire area and to enforce, to the extent practicable, the "Declaration;"

4. To function as a clearinghouse and catalyst with respect to community betterment ideas, whether originating from individual residents or property owners in and about the Subdivision areas, or with the Board of Directors of this Association; and,

5. To cooperate with any other property owners associations pertaining to property adjacent to or in the immediate vicinity of the Subdivisions for the overall betterment of the area.

C. Powers. Subject to Article II hereof, the Association shall have all the powers granted to a not-for-profit corporation under the laws of the State of Florida which are necessary or appropriate to carry out or implement the general and specific purposes set forth above and for which this Association is formed (except any power which would invalidate its status as a "residential real estate management association" under Section 528 of the Internal Revenue Code of 1986, as amended, or similar provisions of subsequent federal tax laws). Specifically, but without limitation, the Association shall have the following powers:

1. All powers and privileges to perform all of the duties and obligations of the Association as set forth in the Declaration, all as the same may be amended or restated from time to time as therein provided;

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2. To fix, levy, collect and enforce payment, by any lawful means, all amounts, charges, levies or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all reasonable expenses incident to the conduct of the business of the Association, including all licenses, taxes or other governmental charges levied or imposed against any property or assets of the Association;

3. To acquire (by a gift, devise, lease, purchase or otherwise), own, hold, improve, build upon, erect, annex, construct, equip, operate, maintain, manage, sell, transfer, lease or otherwise convey, or to dedicate for public or community use, any real or personal property, or any interest therein, all upon such terms and conditions as the Association may deem necessary or appropriate;

4. To borrow money and to issue bonds, notes, debentures and evidences of indebtedness, and to secure the same by mortgage, pledge, deed of trust, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

5. To participate in mergers or consolidations with other not-for-profit corporations organized for same or similar purposes, provided that any such merger or consolidation shall have the written consent of two-thirds of the Association's members, and to annex additional real property as provided for in the Declarations; and,

6. Without in any way limiting the generality of the foregoing, all powers, authority and privileges to properly maintain any and all stormwater management or discharge facilities (including, but not limited to, retention ponds; detention pond; stormwater pumps, controls and appurtenances; stormwater collection systems; drainage systems; concrete drainage facilities; and any and all equipment and facilities associated with same) and any and all tangible and intangible personal property, fixtures and improvements associated with or incident to any "Common Areas" (including, specifically, but without the limiting the generality of the preceding clause, road and street signs) located within or serving the Subdivision, including specifically the power and obligation to establish a maintenance budget with respect thereto and to levy and collect assessments to fund such budget, all as provided for in the Declarations.

ARTICLE IV - MEMBERSHIP AND VOTING RIGHTS

A. The Association shall consist of all Owners (as defined in the Declaration) of Lots (as defined in the Declaration) in the Subdivision. Every Owner of a Lot in the Subdivision shall be a member of the Association. Membership shall be appurtenant to and may not be separated from the ownership of any Lot.

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B. The Association shall have two classes of voting membership:

Class A. Class A shall be the Owners (with, while a Class B member, the exception of Declarant) of all Lots in the Development (as such word is defined in the Declarations, and as it is constituted from time to time), who shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in a Lot, all such persons shall be members. The vote for such Lot shall be exercised as determined by the Owners thereof, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The only Class B member shall be Declarant, which shall be entitled to three (3) votes for each Lot owned in the Development (as it is constituted from time to time). The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership; provided, however, that if, after conversion of the Class B membership to Class A membership, the Development is thereafter increased (as set forth in the Declaration) with the result that the total votes outstanding in Class A membership would not equal or exceed the total votes outstanding in Class B membership if there were than a Class B membership, the Class B membership shall thereupon be reinstituted until the then total votes outstanding in the Class A membership again equals or exceeds the then total votes outstanding in the Class B membership.

ARTICLE V - DIRECTORS AND OFFICERS

A. Board of Directors. The powers of the Association shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association provided that there shall never be less than three (3), nor more than (9), directors. The names and addresses of the initial directors of the Association, and their initial term of office, are as follows:

<u>Name</u>	<u>Address</u>	<u>Initial Term Of Office</u>
Richard R. Baker	17 South Palafox, Suite 394 Pensacola, FL 325014	Three Years

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<u>Name</u>	<u>Address</u>	<u>Initial Term Of Office</u>
Garrett W. Walton	17 South Palafox, Suite 394 Pensacola, FL 32501	Two Year
Jennifer J. Jernigan	17 South Palafox, Suite 394 Pensacola, FL 32501	One Years

The directors shall be divided into three classes as indicated by their initial term of office set out above and whose terms of office shall expire in consecutive years. The first election of directors shall be held at the second annual meeting of members at which time the members shall elect (or re-elect) those directors whose initial term of office is specified above as being one year, with the then elected (or re-elected) directors to have a term for three years. Thereafter, the next class of directors shall be elected by the members at each subsequent annual meeting of the members for three year terms.

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the Bylaws of the Association may authorize the directors to elect from time to time. Officers, who need not be Owners, shall be elected by a majority of the directors at the annual meeting of the directors. Until the first annual meeting of the directors, the following persons shall serve as corporate officers:

<u>Office</u>	<u>Name</u>
President	Richard R. Baker
Vice-President	Garrett W. Walton
Secretary	Garrett W. Walton
Treasurer	Richard R. Baker

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ARTICLE VII - BYLAWS

The Bylaws of the Association are to be made, and may be amended, altered or rescinded, by the Board of Directors of the Association.

ARTICLE VIII - AMENDMENT

Amendment of these Articles of Incorporation shall be proposed by motion of twenty (20) members of the Association or by resolution of the Board of Directors, and shall be adopted by a vote of two-thirds (2/3) of the members present at any regular meeting of the members of the Association, or at any special meeting of the members of the Association called for that purpose, or by unanimous vote of the Board of Directors of the Association.

ARTICLE IX - REGISTERED AGENT

Until changed, the Registered Agent of the Association upon whom process may be served is Garrett W. Walton, and the address of the registered office of this corporation, and the principal place of business of the Association, is 17 South Palafox, Suite 394, Post Office Box 12358, Pensacola, Florida 32582.

ARTICLE X - DISTRIBUTION ON DISSOLUTION

Upon the dissolution of the Association (other than incident to merger or consolidation), the directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational or scientific purposes as shall then qualify it as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the directors may determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Escambia County, Florida, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

11/05/97

IN WITNESS WHEREOF, for the purpose of forming the Association under the laws of the State of Florida, we, the undersigned, constituting the incorporators of the Association, have executed these Articles of Incorporation on the day indicated.

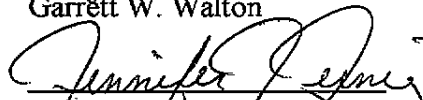
DATED: November 5, 1997


Richard R. Baker

DATED: November 5, 1997

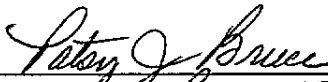

Garrett W. Walton

DATED: November 5, 1997


Jennifer J. Jernigan

STATE OF FLORIDA
COUNTY OF ESCAMBIA

THE FOREGOING INSTRUMENT was acknowledged before me this 5th day of November, 1997, by Richard R. Baker and Garrett W. Walton, who are personally known to me.


Printed Name: Patsy J. Bruce
Notary Public, State of Florida
Commission No. _____
My Commission Expires: _____

(Affix Official Seal)

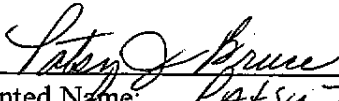


PATSY J BRUCE
My Commission CC482928
Expires Jul. 23, 1999
Bonded by HAI
800-422-1555

11/05/97

STATE OF FLORIDA
COUNTY OF ESCAMBIA

THE FOREGOING INSTRUMENT was acknowledged before me this 5th day of November, 1997, by Jennifer Jernigan, who is personally known to me.


Printed Name: Patsy J. Bruce
Notary Public, State of Florida
Commission No. _____
My Commission Expires: _____

(Affix Official Seal)



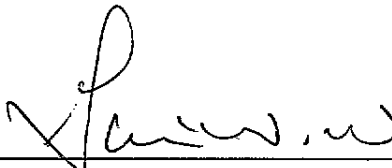
PATSY J BRUCE
My Commission CC482928
Expires Jul. 23, 1999
Bonded by HAI
800-422-1565

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, GARRETT W. WALTON, hereby accept the appointment as Registered Agent for
The Heron's FOREST Property Owners Association, Inc., as set forth in its Articles of Incorporation
being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 5th
day of November, 1997.



GARRETT W. WALTON

(gbip)articles of incorp.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA