

BEGGS & LANE

ROBERT P. GAINES
W. SPENCER MITCHEM
JAMES M. WEBER
ROBERT L. CRONGEYER
JOHN F. WINDHAM
J. NIXON DANIEL, III
RALPH A. PETERSON
GARY B. LEUGHTMAN
JOHN P. DANIEL
JEFFREY A. STONE
JAMES S. CAMPBELL
RUSSELL F. VAN SICKLE
RUSSELL A. BADDERS
GARY W. HUSTON
MARY JANE THIES
DAVID L. MCGEE
CHARLES T. WIGGINS

A REGISTERED LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AND COUNSELLORS AT LAW

POST OFFICE BOX 12950

PENSACOLA, FLORIDA 32576-2950

April 7, 1999

SEVENTH FLOOR BLOUNT BUILDING
3 WEST GARDEN STREET
PENSACOLA, FLORIDA 32501
TELEPHONE (850) 432-2451
TELECOPIER (850) 469-3330

E. DIXIE BEGGS

Ref: 11

ROBERT H. LANE

017 98

N990000002288

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

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*****78.75 *****78.75

Re: Fairfield Villas Homeowners
Association of Pensacola, Inc.

Gentlemen:

Enclosed please find the following:

(1) The original and one copy of the Articles of Incorporation for the above corporation.

(2) Our check for \$78.75 to cover the filing fee, registered agent fee, and certified copy cost.

(3) Self-addressed mailing envelope for use in returning the certified copy of the Articles to us.

We would appreciate your filing the enclosed Articles of Incorporation and immediately returning a certified copy to us in the enclosed mailing envelope.

If you should have any questions concerning the enclosures, or if you should require anything further from us, please call.

We thank you for your kind assistance in these matters.

Very truly yours,

James M. Weber
James M. Weber
For the Firm

JMW:jrf

Enclosures

APR 14 1999

SHARON

FILED
99 APR -9 AM 8:11
TALLAHASSEE, FLORIDA
STATE DEPT OF STATE

ARTICLES OF INCORPORATION

OF

FAIRFIELD VILLAS HOMEOWNERS ASSOCIATION OF PENSACOLA, INC.

FILED
99 APR -9 AM 8:11
SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statute Section 617, 1995, the undersigned, being of full age, has this day voluntarily associated for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

NAME

The name of the corporation is Fairfield Villas Homeowners Association of Pensacola, Inc., hereafter called the "Association".

ARTICLE II

LOCATION

The principal office of the Association is located at 7512 Lakeside Drive, Milton, Florida, 32583.

ARTICLE III

REGISTERED AGENT AND OFFICE

James M. Weber, whose address is Suite 700, 3 West Garden Street, Pensacola, Florida, 32501, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance of the Common Areas and architectural control of the residential buildings and building sites, including the purchase of necessary insurance for the protection of the Association and the Owners, with said planned unit development property being described as follows:

THE LEGAL DESCRIPTION OF THE REAL PROPERTY IS SET FORTH IN EXHIBIT "A" WHICH IS ATTACHED HERETO AND BY REFERENCE INCORPORATED HEREIN AS IF SET FORTH HEREIN IN FULL,

and to 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 and for this purpose to:

(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 Amendment of Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the public records 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 the entire membership 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 for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the entire membership, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the entire membership;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any

building or townhome site which is subject by covenants of record to assessment by the Association, including contract sellers, 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 building or townhome site which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have one class of voting membership. The members shall be all Owners of Lots within the Properties, and shall be entitled to one 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 among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than eleven (11) directors, the exact number to be determined by the existing Board of Directors at least thirty (30) days prior to the annual meeting. The number of Directors may be changed by amendment of the By-Laws of the Association. The Directors shall be elected at the annual meeting of the members of the Association, pursuant to the provisions of the By-Laws. The names and addresses of the persons who are to act in the capacity of Directors until the election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Scott M. Kaufmann	7512 Lakeside Drive Milton, Florida 32583
Sam Wilson	3360 Holt Circle Pensacola, Florida 32526
Leslie E. Kaufmann	7512 Lakeside Drive Milton, Florida 32583

ARTICLE VIII

INITIAL OFFICERS

The affairs of the Association shall be administered by the Officers and shall be a

President, Vice President, a Secretary, a Treasurer and such other officers as may be provided in the By-Laws. The same person can hold the office of both Secretary and Treasurer. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	Scott M. Kaufmann 7512 Lakeside Drive Milton, Florida 32583
Vice President	Sam Wilson 3360 Holt Circle Pensacola, Florida 32526
Secretary/ Treasurer	Leslie E. Kaufmann 7512 Lakeside Drive Milton, Florida 32583

ARTICLE IX

MEMBERS' MEETINGS

The annual members' meetings shall be held at the office of the corporation at 7:00 P.M., Central Standard Time, on the first Wednesday in December of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members; provided, if that day is a legal holiday, the meeting shall be held at the same hour on the next day that is not a holiday. Special members' meetings shall be held in accordance with the By-Laws.

ARTICLE X

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Section 1. Notice of subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

Section 2. A resolution for the adoption of a proposed amendment may be provided either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may exercise their approval

in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided:

- (a) Such approvals must be by not less than seventy-five percent (75%) of the entire membership of the Board of Directors and/or by not less than two-thirds (2/3) of the votes of the entire membership of the Association; or
- (b) Until the sale of the first parcel covered by these Articles, only by all the Directors of the Association.

ARTICLE XI

BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XII

DURATION

The corporation shall exist perpetually.

ARTICLE XIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire membership. 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIV

INCORPORATOR

The name and residence of the incorporator to these Articles of Incorporation is:

NAME

RESIDENCE ADDRESS

James M. Weber

Suite 700, 3 West Garden Street
Pensacola, Florida 32501

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation on this 8th day of April, 1999.

James M. Weber
James M. Weber

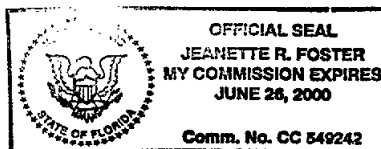
STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before the undersigned subscriber, a Notary Public, personally came and appeared James M. Weber, known to me to be the individual described in and who executed the foregoing instrument, and who is personally known to me, and acknowledged that he executed the same for the uses and purposes therein set forth. He did not take an oath. He is personally known to me.

Given under my hand and official seal this 8th day of April, 1999.

Jeanette R. Foster
Notary Public, State of Florida at Large
Print Name: Jeanette R. Foster
My Commission Expires: 6-26-2000



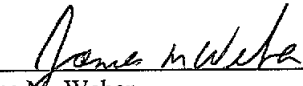
CERTIFICATE DESIGNATING REGISTERED OFFICE AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN
THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 and Chapter 617.023, Florida Statutes, the following is submitted,
in compliance with said Acts:

FAIRFIELD VILLAS HOMEOWNERS ASSOCIATION OF PENSACOLA, INC.,
desiring to organize under the laws of the State of Florida, with its principal office at 7512 Lakeside
Drive, Milton, Florida, 32583, has designated James M. Weber as its Registered Agent and has
designated Suite 700, 3 West Garden Street, Pensacola, Florida, 32501, as its Registered Office, for
accepting service of process within the State.

ACKNOWLEDGMENT: (Must be signed by designated Agent)

Having been named to act as registered agent and to accept service of process for the above named
corporation, at the place designated in this Certificate, I hereby accept and agree to act in this
capacity, and agree to comply with the provisions of said Act relative to keeping open said office and
the proper and complete performance of my duties, and I am familiar with and accept the obligations
of my position as registered agent.



James M. Weber
Registered Agent

4/8/99

FILED
99 APR -9 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit A

Commence at the Southwest corner of Section 20, Township 2 South, Range 31 West, Escambia County, Florida; thence S 88°15'23" E along the South line of said section for a distance of 14.03 feet to the East right-of-way line of Fairfield Drive (S.R. #S-289-A 100' R/W); thence N 01°21'00" E along said East right-of-way line for a distance of 338.33 feet to the Point of Beginning.

Thence continue N 01°21'00" E along said East right-of-way line for a distance of 321.32 feet to the North line of the South half of the Southwest one-quarter of the Southwest one-quarter of said section; thence S 88°18'08" East along said North line for a distance of 803.53 feet; thence S 00°09'38" East for a distance of 322.13 feet; thence N 88°15'23" W for a distance of 812.04 feet to the Point of Beginning.

Containing 5.96 acres, more or less, and all lying and being in Section 20, Township 2 South, Range 31 West, Escambia County, Florida.