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FLORIDA NON-PROFIT CORPORATION OR P.A.

THE PINES MOBILE HOME SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
THE PINES MOBILE HOME SUBDIVISION
HOMEOWNERS ASSOCIATION, INC.**

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is THE PINES MOBILE HOME SUBDIVISION HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the Association.

ARTICLE II - NATURE OF BUSINESS

The corporation is organized as a homeowners association for the purpose of exercising all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in The Pines Mobile Home Community Declaration of Covenants, Conditions and Restrictions (the "Declaration"), and recorded in the Public Records of Bay County, Florida at Official Records Book 1901, Page 1031, and as the same may be amended from time to time as therein provided.

The corporation may, at its discretion and in addition:

1. provide for the maintenance of all common property;
2. ensure that all amenities in the common property remain available for use by its lot owners;
3. provide administrative services;

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4. provide for liability and hazard insurance for the improvements and activities on the common property;
5. pay taxes assessed against the common property;
6. hold title to real and personal property;
7. levy assessments.

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence upon filing of these Articles of Incorporation.

ARTICLE IV - POWERS

The powers of the Association shall include and be governed by the following provisions:

1. The Association shall have all of the common law and statutory powers of a corporation not-for-profit not in conflict with the terms of these Articles.
2. The Association shall have all of the powers and duties set forth in the Declaration and all of the powers and duties reasonably necessary to carry out the purposes of the Declaration as it may be amended from time to time.
3. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws of the Association.

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ARTICLE V - MEMBERS

A. PERSONS ENTITLED: The membership of the Association shall consist of all of the Owners of Lots as defined in the Declaration. Where an undivided interest is owned by more than one person or by an entity, membership in the Association shall be determined in accordance with the provisions of the Declaration and the By-Laws of the Association.

B. TRANSFER OF MEMBERSHIP: Change of membership in the Association shall be established by recording in the public records of Bay County, Florida, a deed or other instrument establishing a change in the record title holder and the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

C. ENTITLED TO VOTE: The manner of exercising voting rights shall be as specified in the Declaration and By-Laws of the Association. The Association will have two classes of voting members, which are defined as follows:

Class A. Class A members will include all lot owners with the exception of the Declarant, as that term is defined in the Declaration. Class A members will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all of those persons will be members. The vote for such lot will be exercised as such

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members determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B member will be the Declarant, as that term is defined in the Declaration. The Declarant will be entitled to two (2) votes for each lot owned. The Class B membership will cease and be converted to Class A membership as provided in the Declaration.

ARTICLE VI - DIRECTORS

A. MEMBERSHIP OF BOARD: The affairs of the Association will be managed by a board consisting of the number of directors determined by the By-Laws, but not less than three (3) directors, and in the absence of such determination shall consist of three (3) directors. Directors must be members of the Association.

B. ELECTION AND REMOVAL: Directors of the Association shall be elected at the annual meeting of the members in the manner required by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

C. FIRST BOARD OF DIRECTORS: The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed are as follows:

Judy H. Highfield
1350 Branch Road
Bishop, GA 30621

Tony Highfield
1350 Branch Road
Bishop, GA 30621

Larry Striblin
1023 N. Tyndall Parkway
Panama City, FL 32404

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The Directors named herein shall serve until the First Election of Directors as defined in the By-Laws of the Association and any vacancies in their number occurring before the First Election of Directors shall be filled by the remaining Directors.

ARTICLE VII - OFFICERS

A. ADMINISTRATION: The affairs of the Association shall be administered by the officers designated in the By-Laws. After the First Election of Directors, the officers shall be elected by the Board of Directors at the first meeting following the annual meeting of a majority of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and address of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President/Secretary:	Tony Highfield 1350 Branch Road Bishop, GA 30621
Vice President/Treasurer:	Judy H. Highfield 1350 Branch Road Bishop, GA 30621

ARTICLE VIII - INDEMNIFICATION

A. DIRECTORS AND OFFICERS: Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with

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any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer of the Association at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnifications shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX - BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X - AMENDMENTS

A. MANNER OF AMENDMENT: Except as otherwise provided in the Declaration, amendments to the Articles of Incorporation may be considered at any regular or special meeting of the owners, and may be adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered, and said notice shall be made as required by the By-Laws.

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2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a majority of the members of the Association.

Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the secretary at or prior to the meeting. Such amendments must be approved by a majority vote of the members voting at a meeting at which a quorum is present, including votes in person, by proxy or other approval in writing.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1007 Jenks Avenue, Panama City, Florida 32401 and the name of the initial registered agent of this corporation is W. Gerald Hamm, Esq., Ledman, Hamm & Dreyer, 1007 Jenks Avenue, Panama City, Florida 32401.

ARTICLE XII - INCORPORATORS

The name and address of the subscriber of these Articles is Tony Highfield, 1350 Branch Road, Bishop, GA 30621.

ARTICLE XIII - MISCELLANEOUS

The Association shall issue no shares of stock of any kind or nature whatsoever. Membership in the Association and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as are provided for in the Declaration

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and By-Laws and these Articles. The voting rights of the owners of parcels in said property shall be as set forth in the Declaration and By-Laws.

IN WITNESS WHEREOF, the subscriber has set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 30th day of September, 1999.

Tony Highfield
Tony Highfield

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 30th day of September, 1999, by Tony Highfield, who is personally known to me.

Michelle R. Booth
Notary Public
Print Name: MICHELLE R. BOOTH
Commission No.: _____
My Commission Expires: _____



Michelle R. Booth
MY COMMISSION # CC755167 EXPIRES
June 29, 2002
BONDED THRU TROY FARM INSURANCE, INC.

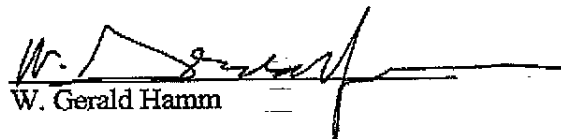
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**STATEMENT OF ACCEPTANCE AND
DESIGNATION OF REGISTERED AGENT
OF
THE PINES MOBILE HOME SUBDIVISION
HOMEOWNERS ASSOCIATION, INC.**

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 30th day of September, 1999.


W. Gerald Hamm

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