

ARTICLES OF INCORPORATION

OF

NORTHWIND HOMEOWNERS ASSOCIATION, INC.

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be NORTHWIND HOMEOWNERS ASSOCIATION, INC. and for convenience, the corporation shall be referred to in this instrument as the "Association".

ARTICLE II - PURPOSE

1. The purpose of the Association is to organize for the operation of Northwind Townhomes, a townhouse development to be located in Escambia County, Florida, on the following described property, to-wit:

LEGAL DESCRIPTION:

Lot 15 less the right-of-way of Chisholm Road (50' R/W), Block 3, Section 13, Township 1 South, Range 30 West, Escambia County, Florida.

Additional phases may be added as provided in the Declaration of Covenants and Restrictions.

2. The Association shall make no distribution of income to its members, directors or officers.

ARTICLE III - POWERS

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

FILED
JUL 13 1 52 PM '84
CLERK OF DISTRICT COURT
NORTHWEST DISTRICT OF FLORIDA
TALLAHASSEE, FLORIDA



and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the Covenants and Restrictions of Northwind Townhomes and the By-Laws.

2. The Association shall have the following specific powers so long as they are not in conflict with the Declaration of Covenants and Restrictions or the By-Laws:

A. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the complex operated by the Association.

B. To use the proceeds of assessments in the exercise of its powers and duties.

C. To maintain, repair, replace and operate the Association's property and the townhouse complex.

D. To purchase insurance upon the properties owned or controlled by the Association and insurance for the protection of the Association and its members as unit owners.

E. To reconstruct improvements after casualty and further improvement of the property.

F. To make and amend reasonable regulations respecting the use of the property.

G. To enforce by legal means the provisions of these Articles, the By-Laws of the Association, the Covenants and Restrictions upon the property and the Association and the regulations for the use of the property promulgated by the Association.

H. To contract for the management of the Association's properties and to delegate to such contractor and manager all powers and duties of the Association, or any part thereof, except such as are specifically required by these Articles, or the By-Laws to have approval of the Board of Directors or the membership of the Association.

I. To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

J. To employ personnel to perform the services required for proper operation of the properties.

K. To acquire title to, to lease, acquire memberships or acquire other possessory or use interest in and to and operate lands and facilities including, but not limited to, the parking areas, recreational facilities and other facilities, whether or not contiguous to the properties operated by the Association intended to provide for the enjoyment, recreation or other use or benefit of the members, or a substantial number of the members of the Association.

3. The Association shall have the power to purchase a unit or units and to hold, lease, manage, and convey the same so long as the Association pays all assessments and other liabilities attendant to such ownership.

4. All funds and the titles to all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of these Articles of Incorporation, the By-Laws and the Declaration of Covenants and Restrictions.

ARTICLE IV - MEMBERS

1. Members of the Association shall consist of all the record owners of units.

2. Changes of membership in the Association shall be established by recording in the public records of Escambia County, Florida, a deed or other instrument establishing a record title to a unit and a delivery of a certified copy of such instrument to the Association. The owner designated by such instrument shall thus become a member of the Association and the membership of the prior owner shall be terminated.

3. Each unit shall be entitled to one vote to be cast by its owner(s). The manner of exercising voting rights shall be determined by the By-Laws of the Association.

4. A unit owner (member) does not have authority to act for the Association solely by reason of being a unit owner.

ARTICLE V - DIRECTORS

1. The affairs of the Association shall be managed by a board consisting of the number of directors fixed 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 need not be members of the Association.

2. The directors of the Association shall be elected at the annual meeting of the members in the manner specified in 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.

3. The first election of directors shall be held when 75% of the units located upon the property shall have been sold or sooner, if the developer, in the developer's discretion, elects to terminate its control of the Association. The directors named in these Articles shall serve until the first election of directors, and any vacancies in the number occurring before the first election shall be filled by the remaining directors.

4. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and qualified, or until removed, are as follows:

Sterling F. Stoudemire, III	3430 Tide Drive	Pensacola, Fla.
Richard C. Jones	3430 Tide Drive	Pensacola, Fla.
Richard H. Olney, Jr.	2114 Creighton	Pensacola, Fla.

ARTICLE VI - OFFICERS

1. The affairs of the Association shall be administered by a President, one or more Vice Presidents, a Secretary/Treasurer, and, if necessary, by an Assistant

Secretary, all of whom shall be elected by the Board of

Directors at its first meeting following the annual meeting of the members of the Association, and they 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:

Richard B. Olney, Jr. President
2114 Crighton Blvd. Pensacola, Florida

Richard C. Jones Vice - President
3430 Tide Drive Pensacola, Florida

Sterling F. Stoudenmire, III Secretary-Treasurer
3430 Tide Drive Pensacola, Florida

ARTICLE VII - INDEMNIFICATION

1. 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 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 at the time such expenses are incurred, except when the director or officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties) provided, that in the event of a settlement, the indemnification 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 VIII - BY LAWS

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

ARTICLE IX - AMENDMENTS

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

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

2. A resolution for the adoption of a proposed amendment may be proposed 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 to consider the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Approval of a proposed amendment must be by not less than 75% of the votes of the entire membership of the Association or, until the first election of the Board of Directors, only by all the directors of the Association.

3. No amendment shall make any changes in the qualifications for membership nor voting rights for members, without approval in writing by all members and the joinder of all record owners of mortgages upon the properties. No amendment shall be made that is in conflict with the Declaration of Covenants and Restrictions.

ARTICLE X - TERM

1. The term of the Association shall be perpetual.

ARTICLE XI - SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Storing F. Stouffaire, 111 140 Tide Drive Pensacola, Fl.

Richard B. Diney, Jr. 2114 Creighton Blvd Pensacola, Fl.

Richard C. Jones 140 Tide Drive Pensacola, Fl.

ARTICLE XII - DEFINITIONS

All terms herein shall be the same as set forth, defined and used in the Declaration of Covenants and Restrictions for Northwind, a development in Escambia County, Florida.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures this 20th day of DECEMBER, 1983.

Signed, sealed and delivered in the presence of:

Richard C. Jones

Henry P. Stoudemire, III

Richard B. Olney, Jr.

Richard C. Jones

Henry P. Stoudemire, III

Henry P. Stoudemire, III

STATE OF FLORIDA
COUNTY OF ESCAMBITA

Before the subscriber, duly commissioned, qualified and acting as Notary Public, in and for said State and County, personally appeared Richard B. Olney, Jr., Richard C. Jones and Sterling P. Stoudemire, III, known to me to be the individuals described by said names who executed the foregoing instrument, and acknowledged that they executed the same for the uses and purposes set forth therein.

Given under my hand and official seal this 20th day of DECEMBER, 1983.

Lloyd P. Bassett
Notary Public

My commission expires: _____

Notary Public, State of Florida at Large
My Commission Expires Apr. 11, 1985
BANKER TRUST COMPANY, SUITE 100
1 MARKET INSURANCE & BONDING INC.