

ARTICLES OF INCORPORATION
OF
GRAND POINTE DEVELOPMENT HOMEOWNERS ASSOCIATION, INC. NOV -3 AM 8:28
A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned incorporators, by these articles, associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is GRAND POINTE DEVELOPMENT HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association"; these Articles of Incorporation as the "Articles"; and the Bylaws of the Association as the "Bylaws."

ARTICLE II. TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE III. REGISTERED OFFICE AND PRINCIPAL OFFICE

The address of the registered office and principal office in the State of Florida is 220 West Garden Street, Sun Bank Tower, Suite 605, City of Pensacola, County of Escambia.

ARTICLE IV. PURPOSES

The specific primary purposes for which the Association is formed are to provide for the maintenance, preservation and architectural control of the residential lots and common areas within GRAND POINTE, Phase I, and all future sequentially numbered subdivision additions to GRAND POINTE (hereinafter collectively referred to as "Development"), including the following subdivided tracts of real property:

GRAND POINTE, Phase I, a subdivision of a portion of Section 36, Township 2 South, Range 29 West, Santa Rosa County, Florida, according to the Plat thereof recorded in Plat Book F at Page 82 of the public records of Santa Rosa County, Florida.

and to promote the health, safety, and welfare of the residents within the above-described Development and such additions thereto as may hereafter be brought within the jurisdiction of the Association pursuant to the provisions of those certain Declarations of Covenants, Restrictions and Conditions of Grand Point, Phase I, recorded in Official Record Book 1438, Page 896 of the public records of Santa Rosa County, Florida, and any future declarations of covenants, restrictions and conditions for future sequentially numbered subdivision units of Grand Pointe (hereinafter collectively referred to as "Declarations").

In furtherance of such purposes, the Association shall have power to:

(a) Perform all of the duties and obligations of the Association as set forth in the Declarations;

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declarations, and enforce payment thereof by any lawful means; and 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 on the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease,

transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association;

(d) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of 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 areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members, subject to the consent by vote or written instrument of two-thirds of each class of members;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation is subject to the consent by vote or written instrument of two-thirds of each class of members;

(g) Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the Association shall be financed by assessments on members as provided in the Declarations and no part of any net earnings shall inure to the benefit of any member.

ARTICLE V. MEMBERS

Every Owner of a Lot in the Development shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

The Association shall have two classes of voting members as follows:

Class A. Class A members shall be the owners [initially with the exception of Grand Pointe, Inc., the developer of Grand Pointe, Phase I (hereinafter referred to as "Declarant")] of all lots in the Development, as it is constituted from time to time, with the exception of Class B members (defined below). Class A members 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 such members may determine among themselves, but in no event shall more than one (1) vote be cast with respect to any lot owned by Class A members.

Class B. The only Class B member(s) shall be: (a) the Declarant, (b) the Declarant's legal representatives, administrators, or heirs, or (c) the successor(s) in interest to the Declarant who has been named by the Declarant, his legal representative, administrators or heirs as a "designated successor" in one or more written instruments recorded in the public records of Santa Rosa County, Florida. Class B member(s) shall be entitled to four (4) votes for each lot owned in the Development as it is constituted from time to time. The Declarations shall provide when the Class B membership shall cease and be converted to Class A membership.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 220 West Garden Street, Sun Bank Tower, Suite 605, Pensacola, Florida 32501, and the name of the initial registered agent of the Association at this address is William R. Meek.

ARTICLE VII. FIRST BOARD OF DIRECTORS

This Corporation shall have three (3) initial Directors. The number of Directors may be increased from time to time by Bylaws adopted by the Members, but shall never be less than three (3), as required by the laws of the State of Florida.

The name and mailing address of the initial members of the Board of Directors of this Corporation, to hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
William R. Meek	P. O. Box 230 Pensacola, Florida 32591
John S. Carr	125 South Alcaniz Street Pensacola, Florida 32501
Thomas W. Sylte	P. O. Box 230 Pensacola, Florida 32591

Any Director may be removed from office by a majority of the Members entitled to vote thereon at any annual or special meeting of the Members.

In the event that one or more vacancies should occur on the Board of Directors by reason of death, resignation or otherwise, such vacancies shall be filled by the Members at their next annual meeting or at a special meeting called for that specific purpose. The remaining Directors, by affirmative vote of a majority thereof, may elect a Director to fill any such vacancy until a special meeting can be called or until the next annual meeting of the Members.

The initial members of the Board of Directors of this Corporation hereinabove named shall hold the Organizational Meeting of this Corporation, and are hereby authorized to do and perform all acts and things necessary for and incident to the organization of this Corporation.

ARTICLE VIII. INCORPORATORS

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

<u>Name</u>	<u>Address</u>
William R. Meek	P. O. Box 230 Pensacola, Florida 32591
John S. Carr	125 South Alcaniz Street Pensacola, Florida 32501
Thomas W. Sylte	P. O. Box 230 Pensacola, Florida 32591

ARTICLE IX. DISSOLUTION

On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such public agency refuses to accept such distribution, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on October 25, 1994.



WILLIAM R. MEEK
Incorporator

John S Carr

JOHN S. CARR
Incorporator

Thomas W. Sylte

THOMAS W. SYLTE
Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 25th
day of October, 1994, by WILLIAM R. MEEK, JOHN S. CARR and THOMAS
W. SYLTE, who are personally known to me.

WILLIAM V. LINNE
Notary Public, State of Florida
My comm. expires Dec. 30, 1995
Comm. No. CC160312

William V. Linne


NOTARY PUBLIC

Typed Name: William V. Linne
Commission Expires: Dec. 30, 1995
Commission No.: CC160312

**CERTIFICATE DESIGNATING ADDRESS FOR
SERVICE OF PROCESS WITHIN FLORIDA
AND DESIGNATING AGENT UPON WHOM
PROCESS MAY BE SERVED**

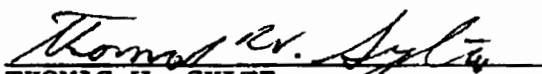
In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

FIRST: That GRAND POINTE/ ^{DEVELOPMENT} HOMEOWNERS ASSOCIATION, INC., desiring to organize or qualify under the Laws of the State of Florida with its principal place of business at the City of Pensacola, County of Escambia, State of Florida, has named Thomas W. Sylte, located at 220 West Garden Street, Sun Bank Tower, Suite 605, Pensacola, Florida 32501, as its agent to accept service of process within Florida.


Incorporator
Date October 25, 1994

ACCEPTANCE OF AGENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


THOMAS W. SYLTE
Date October 25, 1994

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