

ARTICLES OF INCORPORATION
OF
ADRIAN WOODS HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I.

The name of this non-profit corporation is ADRIAN WOODS HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II.

This non-profit corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for ownership, construction, repair and maintenance of any and all common facilities located upon the following described real property located in Santa Rosa County, Florida, to-wit:

See Attached Exhibit "A;"

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 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 Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of the Court of Santa Rosa 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 all members 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, roads or easements 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 each class of the total membership, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes provided that such merger or consolidation shall have the assent of two-thirds (2/3) of the total 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;

(h) to construct, repair and maintain any additional common facilities, roads and easements which will be acquired by this corporation in the future, all of which will be located upon the real property described below in Article 3;

(i) the transaction of any or all lawful business for which corporations may be

incorporated;

(j) to enforce by any proceeding at law or in equity all restrictions, conditions, covenants, reservations, liens and charges imposed by the provisions of the Declaration.

ARTICLE III - QUALIFICATION OF MEMBERS
AND THE MANNER OF THEIR ADMISSION

Any persons owning property located within the confines of the property described above in Article II, shall be a member of this non-profit corporation, which membership shall be appurtenant to and may not be separated from the ownership of such property, being the above-described property in Santa Rosa County, Florida.

ARTICLE IV - DURATION

This corporation shall exist for perpetual duration.

ARTICLE V - AMENDMENT OF
ARTICLES OF INCORPORATION

The Amendment of the Articles of Incorporation of this non-profit corporation shall require the approval of at least Two-Thirds (2/3) of the votes of the Lot Owners owning Lots in the real property located in Santa Rosa County, Florida, as described above and attending any meeting at which such vote is rendered.

ARTICLE VI - DISSOLUTION

If this non-profit corporation is ever dissolved, its assets shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes.

ARTICLE VII - SUBSCRIBER

The name and address of the corporation's subscriber is as follows: Adrian F. Brown, 2203 North Pace Boulevard, Pensacola, Florida 32505. The corporation's principal place of business shall also be at this address.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

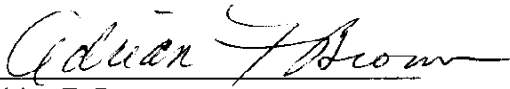
The street address of the initial registered office of this corporation is 2203 North Pace Boulevard, Pensacola, Florida, and the name of the initial registered agent of this corporation at that address is Adrian F. Brown.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased from time to time but shall never be less than three. Directors shall be elected as is outlined in the homeowners' association's by-laws. The names and addresses of the initial directors of this corporation are:

<u>NAME:</u>	<u>ADDRESS:</u>
Adrian F. Brown	2203 North Pace Boulevard Pensacola, Florida 32505
Ashley F. Brown	8165 Stonebrook Pensacola, Florida 32514
Adria B. Yabut	4606 Lennox Place Pensacola, Florida 32514

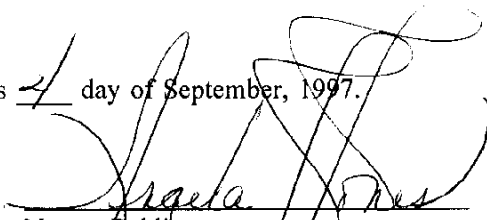
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 7 day of September, 1997.


Adrian F. Brown

STATE OF FLORIDA
COUNTY OF SANTA ROSA

Before me, the undersigned Notary Public in and for the State of Florida at Large, did personally appear Adrian F. Brown, who () is personally known to me or () has produced his _____ as identification and who executed the foregoing Articles of Incorporation of Adrian Woods Homeowners' Association, Inc., and being duly sworn under oath, acknowledged that he executed the same for the uses and purposes therein expressed.

Given under by hand and official seal this 4 day of September, 1997.



Notary Public
My Commission Expires:



**** OFFICIAL RECORDS ****
BK 1634 PG 1137

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

ADRIAN WOODS HOMEOWNERS ASSOCIATION, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Milton, Santa Rosa County, Florida, has named Adrian F. Brown of 2203 North Pace Boulevard, Pensacola, Florida 32505, as agent to accept service of process within the State.

Dated this 4 day of September, 1997.

ADRIAN WOODS HOMEOWNERS' ASSOCIATION, INC.

By: *Adrian F. Brown*
Adrian F. Brown

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office.

Adrian F. Brown
Adrian F. Brown

**SANTA ROSA COUNTY, FLORIDA
MARY M JOHNSON, CLERK**