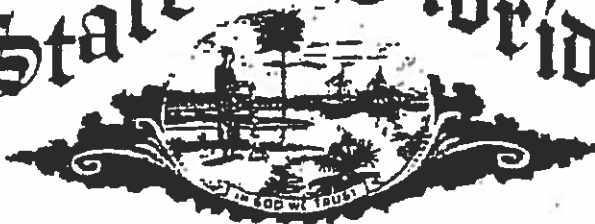


# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of SOUTHWOODS OF ESCAMBIA COUNTY HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on March 13, 2006, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number E06000063949. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N06000002839.

Authentication Code: 006A00017531-031406-N06000002839-1/1

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the Fourteenth day of March, 2006



Sue M. Cobb  
Sue M. Cobb  
Secretary of State

**ARTICLES OF INCORPORATION  
OF  
SOUTHWOODS OF ESCAMBIA COUNTY  
HOMEOWNERS ASSOCIATION, INC.  
(A Corporation Not For Profit)**

**ARTICLE I - NAME**

This corporation shall be known as SOUTHWOODS OF ESCAMBIA COUNTY HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION." The principal office of the ASSOCIATION shall be located at 5508-B North "W" Street, Pensacola, Florida 32505, but meetings of the members and directors may be held at such places within the State of Florida, County of Escambia, as may be designated by the Board of Directors.

**ARTICLE II - REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office is 5508-B North "W" Street, Pensacola, Florida 32505. The Board of Directors may from time to time change the principal office of the ASSOCIATION to any other address in the State of Florida. The name of the initial registered agent is Gail Morris.

**ARTICLE III - PURPOSES AND POWERS**

The purpose for which this ASSOCIATION is organized is to create an entity which can provide for maintenance and architectural control of the Subdivision and common properties and architectural control of the residential lots within that certain tract of property described as Southwoods according to the Plat thereof recorded in Plat Book 18 at Page 23 of the Public Records of Escambia County, Florida.

Together with any and all other property added to the control of the ASSOCIATION by amendment to the Declaration of Covenants, Conditions and Restrictions affecting the above-described property, and to promote the health, safety and welfare of the residents within the Subdivision and to:

a. Exercise all of the powers and privileges and 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 in the Public Records of Escambia County, Florida, as 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

person or entity holds an interest in a lot, then the vote attributable to such lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. Class B members shall be the Declarant, as defined in the DECLARATION, who shall be entitled to three (3) votes for each lot owned, as set forth in the DECLARATION. Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

Notwithstanding the foregoing, members other than the Declarant (which excludes builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for resale) are entitled to elect at least a majority of the members of Board of Directors three months after ninety percent (90%) of the Lots in the Subdivision have been conveyed to members.

Declarant shall be entitled to elect at least one member to the Board of Directors as long as Declarant holds at least five percent (5%) of the Lots for sale in the ordinary course of business.

After Declarant relinquishes control of the ASSOCIATION, Declarant may continue to vote any Declarant owned lots in the same manner as any other member.

In all events, Class B membership shall cease to exist and be converted to Class A and shall not thereafter be reinstated on December 31, 2010.

**ARTICLE VI - TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VII - INCORPORATOR**

The name and address of the Incorporator is Gail Morris, 5508-B North "W" Street, Pensacola, Florida 32505.

**ARTICLE VIII - BOARD OF DIRECTORS**

The business affairs of this ASSOCIATION shall be managed by the Board of Directors, which shall initially consist of three (3) members. The number of Directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3).

The members of the Board of Directors need not be members of the ASSOCIATION and shall serve for a term as set forth in the Bylaws.

person or entity holds an interest in a lot, then the vote attributable to such lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. Class B members shall be the Declarant, as defined in the DECLARATION, who shall be entitled to three (3) votes for each lot owned, as set forth in the DECLARATION. Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

Notwithstanding the foregoing, members other than the Declarant (which excludes builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for resale) are entitled to elect at least a majority of the members of Board of Directors three months after ninety percent (90%) of the Lots in the Subdivision have been conveyed to members.

Declarant shall be entitled to elect at least one member to the Board of Directors as long as Declarant holds at least five percent (5%) of the Lots for sale in the ordinary course of business.

After Declarant relinquishes control of the ASSOCIATION, Declarant may continue to vote any Declarant owned lots in the same manner as any other member.

In all events, Class B membership shall cease to exist and be converted to Class A and shall not thereafter be reinstated on December 31, 2010.

#### ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is Gail Morris, 5508-B North "W" Street, Pensacola, Florida 32505.

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The members of the Board of Directors need not be members of the ASSOCIATION and shall serve for a term as set forth in the Bylaws.

The President of the ASSOCIATION shall at all times be a member of the Board of Directors, and members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

The names and street addresses of the persons who are to serve as the first Board of Directors of the corporation are:

1. Gail Morris  
5508-B North "W" Street  
Pensacola, Florida 32505
2. David Barnes  
5508-B North "W" Street  
Pensacola, Florida 32505
3. Karen Spicer  
5508-B North "W" Street  
Pensacola, Florida 32505

#### ARTICLE IX - OFFICERS

The officers of this ASSOCIATION shall be a President, who shall at all times be a member of the Board of Directors, a Vice President and Secretary/Treasurer, and such other officers as the Board of Directors may from time to time create.

The names of the persons who are to serve as officers of this ASSOCIATION until the first election are:

President:	Gail Morris
Vice President:	David Barnes
Secretary/Treasurer:	Karen Spicer

The officers shall be selected at the annual meeting of the Board of Directors as provided in the Bylaws and each shall hold office until he shall sooner resign or shall be removed or otherwise disqualified to serve. Officers shall serve at the pleasure of the Directors.

#### ARTICLE X - DISSOLUTION

The ASSOCIATION may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the members. 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 acceptance of such dedication is

refused, the 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 XI - AMENDMENTS**

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the total members at a special meeting of the membership called for that purpose.

Amendments may also be made at a regular meeting of the membership by a two-thirds (2/3) vote of the total members upon notice given, as provided by the Bylaws, of intention to submit such amendments. However, no amendment shall be effective without the written consent of the Declarant until after five (5) years from date of filing these Articles of Incorporation with the Secretary of State, State of Florida.

**ARTICLE XII - DEFINITIONS**

The terms used herein shall have the same definition as set forth in the DECLARATION and the Bylaws.

**ARTICLE XIII - FHAVA APPROVAL**

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration and/or the Veterans Administration: Annexation of additional properties (except as provided in the DECLARATION), mergers and consolidations, mortgaging of common area, dedication of common area, and dissolution and amendment of these Articles.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 8 day of March, 2006, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

*Gail Morris*

Gail Morris  
Incorporator

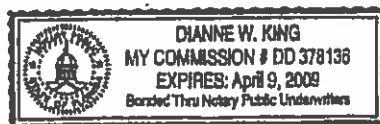
STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing was acknowledged before me this 8 day of March, 2006, by Gail Morris, who personally appeared before me and is personally known to me.

*Dianne W. King*

NOTARY PUBLIC



Recorded in Public Records 06/12/2006 at 02:51 PM OR Book 5926 Page 881,  
Instrument #2006059219, Ernie Lee Magaha Clerk of the Circuit Court Escambia  
County, FL Recording \$10.00

MAY-30-2006 TUE 04:50 PM E S & C Law Firm

FAX NO. 8504347103

P. 02

Prepared By and Return To:  
Phillip A. Pugh of  
Emmanuel, Sheppard and Condon  
30 South Spring Street  
Pensacola, Florida 32501

**JOINER BY OWNER IN THE DECLARATION OF COVENANTS,  
CONDITIONS AND RESTRICTIONS OF SOUTHWOODS, A SUBDIVISION**

**SOUTHWOODS OF ESCAMBIA COUNTY HOMEOWNERS ASSOCIATION, INC., A FLORIDA NON-PROFIT CORPORATION**, the owner of certain property subject to the Declaration of Covenants, Conditions and Restrictions Of Southwoods, a Subdivision ("Declaration"), recorded in Official Records Book 5879 at Page 350 of the Public Records of Escambia County, Florida, for itself and its successors and assigns, hereby joins in and ratifies the Declaration and joins in and ratifies all covenants, conditions, restrictions, and easements created thereby.

Signed, sealed and delivered  
in the presence of:

**SOUTHWOODS OF ESCAMBIA COUNTY  
HOMEOWNERS ASSOCIATION, INC.,  
a Florida Non-Profit Corporation**

Dorothy M. Buens  
Print Name Dorothy M. Buens  
Doc Virginia Palmer  
Print Name Virginia Palmer

Gail Morris  
By: Gail Morris  
Its: President

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 31 day of May, 2006, by Gail Morris, as President, of **SOUTHWOODS OF ESCAMBIA COUNTY HOMEOWNERS ASSOCIATION, INC., a Florida Non-Profit Corporation**, who personally appeared before me and who is personally known to me or produced \_\_\_\_\_ as identification.

Dianne W. King  
NOTARY PUBLIC



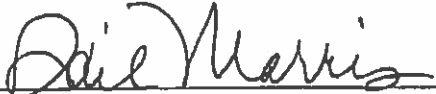
**RESIDENT AGENT'S CERTIFICATE**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

SOUTHWOODS OF ESCAMBIA COUNTY HOMEOWNERS ASSOCIATION, INC., a Florida Corporation Not For Profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Pensacola, Escambia County, Florida, has named Gall Morris, 5508-B North "W" Street, Pensacola, Florida 32505, as its agent to accept service of process within this State.

**Acknowledgment and Acceptance**

Having been named to accept service of process for the above stated corporation (or Association) at the place designated in this Certificate, I hereby accept such designation and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Gall Morris

This Instrument Prepared By:  
Phillip A. Pugh  
Emmanuel Sheppard & Condon  
30 South Spring Street  
Pensacola, FL 32502

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