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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
THE GARDENS AT SPANISH TRAIL CONDOMINIUM ASSOCIATION, INC.
(A Florida Corporation Not-For-Profit)**

In order to form a corporation not-for-profit under and in accordance with Chapter 617 of the Florida Statutes, I, the undersigned, hereby associate myself into a corporation for the purposes and with the powers hereinafter set forth, and to that end, I do, by these Articles of Incorporation, certify and set forth the following:

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is The Gardens at Spanish Trail Condominium Association, Inc., and its principal place of business is 3298 Summit Boulevard, #18, Pensacola, FL 32503-4350.

ARTICLE II

DEFINITIONS: The definitions set forth in the Declaration of Condominium of The Gardens at Spanish Trail, a Condominium, shall apply to the terms used in these Articles.

ARTICLE III

PURPOSES AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of The Gardens at Spanish Trail, a Condominium, located in Escambia County, Florida. The Association is organized and shall exist upon a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration of Condominium or Chapter 718 Florida Statutes, as it may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the Condominium Property including, but not limited to, the storm water drainage facilities located thereon, all as required by the provisions of the Declaration.
- (C) To purchase insurance upon the Condominium Property and Association property for the protection of the Association and its members.

- (D) To reconstruct improvements after casualty and to make further improvements of the property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the Common Elements, and the operation of the Association.
- (F) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.
- (G) To contract for the management and maintenance of the Condominium and the Condominium Property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- (H) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (I) To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities regardless of whether the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the Unit owners.
- (J) To borrow money without limit as to amount if necessary to perform its other functions hereunder.
- (K) To access each Unit during reasonable hours, when necessary for the maintenance, repair or replacement of any Common Elements or any portion of a Unit to be maintained by the Association pursuant to the Declaration or as necessary to prevent damage to the Common Elements or to a Unit or Units.
- (L) To grant, modify, or move any easement if the easement constitutes part of or crosses the Common Elements or the Association property.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP:

- (A) The members of the Association shall consist of all record owners of a Fee Simple Interest in one or more Units in the Condominium, as further provided in the Bylaws.
- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his Unit.
- (C) The owners of each Unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.
- (D) Change in membership shall be accomplished by recording in the public records of Escambia County, Florida, deed to a Unit or other instrument establishing record title to a Unit in the Condominium and providing notice thereof to the Association as required by the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- (B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VIII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of one-fourth (1/4) of the Units by instrument, in writing, signed by them.
- (B) **Procedure.** Upon any amendment or amendments to these Articles being proposed by said Board or Unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- (C) **Vote Required.** Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interest without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains the text of the proposed amendment.
- (D) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Escambia County, Florida.

ARTICLE IX

INITIAL DIRECTORS: The initial Directors of the Association and their addresses shall be:

Jeffrey A. Michael	3298 Summit Boulevard, #18 Pensacola, FL 32503-4350
Jon A. Franz	3298 Summit Boulevard, #18 Pensacola, FL 32503-4350
Alley E. McInnis	3298 Summit Boulevard, #18 Pensacola, FL 32503-4350

ARTICLE X

INITIAL OFFICERS: The initial officers of the Association and their addresses shall be:

President: Jeffrey A. Michael	3298 Summit Boulevard, #18 Pensacola, FL 32503-4350
Vice President: Jon A. Franz	3298 Summit Boulevard, #18 Pensacola, FL 32503-4350
Secretary/Treasurer: Alley E. McInnis	3298 Summit Boulevard, #18 Pensacola, FL 32503-4350

ARTICLE XI

INITIAL REGISTERED AGENT: The initial registered office of the Association shall be at:
3298 Summit Boulevard, #18, Pensacola, FL 32503-4350

The initial registered agent at said address shall be: Joseph J. Campus, III

ARTICLE XII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

ARTICLE XIII

INCORPORATOR: The name and address of the Incorporator is Jeffrey A. Michael, 3298 Summit Boulevard , #18, Pensacola, Florida 32503.

5 WHEREFORE, the Incorporator has caused these presents to be executed this day of September, 2000.

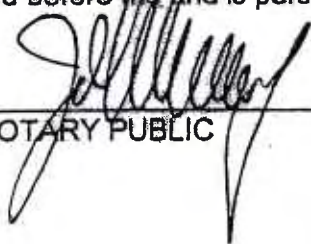
INCORPORATOR:



Jeffrey A. Michael

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 5th day of September, 2000, by Jeffrey A. Michael, who personally appeared before me and is personally known to me.



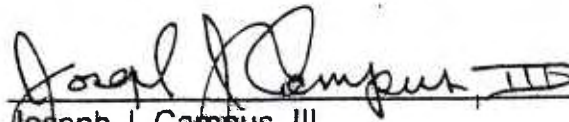
NOTARY PUBLIC



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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Gardens at Spanish Trail Condominium Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and I am familiar with and agree to comply with the laws of the State of Florida in keeping open said office.


Joseph J. Campus, III