

ARTICLES OF INCORPORATION
OF
HILLBROOK TOWN HOMES, INC.

The undersigned, in accordance with the provisions of Section 617.013, Florida Statutes, hereby make, subscribe and acknowledge these Articles of Incorporation.

ARTICLE I

The name of the corporation is HILLBROOK TOWN HOMES, INC.

ARTICLE II

The purpose for which the corporation is organized is as a non-profit corporation in accordance with the provisions of Chapter 617, Part I, Florida Statutes, to operate a condominium known as HILLBROOK TOWN HOMES upon real property lying and being in Escambia County, Florida, and being more particularly described in the Declaration of Condominium thereof.

ARTICLE III

The qualification of members and the manner of their admission into the corporation is that the owner of a condominium parcel in HILLBROOK TOWN HOMES, a condominium development, shall automatically become a member of this corporation. A member will be entitled to one vote for each condominium parcel owned by him. Voting may be in person or by written proxy and a corporation may hold membership and may vote through an authorized officer or by written proxy.

Exhibit "J"

ARTICLE IV

The term for which the corporation is to exist is perpetual unless the condominium is terminated pursuant to the terms of the Declaration of Condominium or any applicable provision of the Florida Statutes.

ARTICLE V

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

Richard G. Schaub	4900 Bayou Blvd. Pensacola, Fla. 32503
J. W. Roberts	4900 Bayou Blvd. Pensacola, Fla. 32503
Mary B. Schaub	4900 Bayou Blvd. Pensacola, Fla. 32503

ARTICLE VI

The affairs of the corporation shall be administered by such officers as the By-Laws of the corporation shall provide for from time to time. There shall initially be a President, Vice-President, Secretary and Treasurer. The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation and By-laws are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Richard G. Schaub	President	4900 Bayou Boulevard Pensacola, Florida 32503
J. W. Roberts	Vice-President	4900 Bayou Boulevard Pensacola, Florida 32503
Mary B. Schaub	Secretary	4900 Bayou Boulevard Pensacola, Florida 32503

Mary B. Schaub Treasurer 4900 Bayou Boulevard
Pensacola, Florida 32503

The foregoing shall hold office until the first meeting of the board of directors in 1975. Commencing with the first meeting of the board of directors in 1975, such officers will be elected annually to hold office until the next annual meeting of the board of directors or until their successors are elected and qualify. In the event of a vacancy in any office prior to the first meeting of the board of directors in 1975, such vacancy shall be filled by a majority, even though less than a quorum of the board of directors.

ARTICLE VII

The corporation shall be governed by a board of directors consisting of not less than three (3) nor more than five (5) persons. The initial board of directors shall consist of three members but may be increased to a maximum of five members in the manner provided herein. The names and address of the persons who are to serve as the directors until the first election thereof at the annual meeting of the members in 1975 are:

Richard G. Schaub 4900 Bayou Boulevard, Pensacola,
Florida 32503

J. W. Roberts 4900 Bayou Boulevard
Pensacola, Florida 32503

Mary B. Schaub 4900 Bayou Boulevard
Pensacola, Florida 32503

provided, however, that by a majority vote thereof the number of members of the initial board of directors may be increased to a maximum of five (5). At the annual meeting of the members in 1975 and annually thereafter, the directors of the corporation will be elected to hold office in each instance until the next annual meeting of the members or until their successors are elected and qualify. In the event of a vacancy in the initial board of directors prior to the annual meeting of the members in 1975, such vacancy shall be filled by the president named herein, or if he shall not be a director, then by the vice-president named herein, and if he shall not be a director, then by the secretary named herein, and if none of them shall be officers of the corporation then be the Sponsor named in the Declaration of the Condominium described herein or its successors.

ARTICLE VIII

The initial by-laws of the corporation will be annexed to the Declaration of the Condominium provided for in Article II hereof. Such by-laws may be amended, altered or rescinded as provided for therein.

ARTICLE IX

Amendments to these Articles of Incorporation may be effected either by resolution adopted by a three-fifths (3/5) vote of the board of directors of the corporation or by a majority vote of the members present at any duly convened meeting of the members but only after ten (10) days advance notice of the said meeting and the proposed change.

ARTICLE X

Members of the initial board of directors need not be members of this corporation. Thereafter, members of the board of directors need not be members of this corporation if they are nominees of a corporate member. Otherwise, each member of the board of directors must be a member of the corporation. If a condominium parcel is owned by more than one person, the membership relating thereto shall nevertheless have only one vote which shall be exercised in the manner provided for in the by-laws.

ARTICLE XI

This corporation shall never have or issue shares of stock, nor will it ever have nor provide for non-voting membership.

ARTICLE XII

The corporation shall have all the powers set forth and described in chapter 617, Florida Statutes, as presently existing or as may be amended from time to time, together with those powers conferred by the aforesaid Declaration of Condominium, these Articles of Incorporation and all lawful by-laws of the corporation.

ARTICLE XIII

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid in

settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of having been directors or officers or a director or officer of the corporation, except in such cases wherein the director or officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which those indemnified may be entitled under any law, by-law, agreement, vote of members or otherwise.

Richard G. Schaub
RICHARD G. SCHAUB
J. W. Roberts
J. W. ROBERTS
Mary B. Schaub
MARY B. SCHAUB

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me, the undersigned authority, this day personally appeared RICHARD G. SCHAUB, J. W. ROBERTS and MARY B. SCHAUB, who, after being duly sworn, according to law, depose and say that they are competent to contract and further acknowledge that they did

subscribe to the foregoing Articles of Incorporation freely and voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Escambia County, Florida this 18th day of March, 1974.

James S. O'Brien

NOTARY PUBLIC MY COMMISSION EXPIRES FEB. 26, 1975
My Commission Expires: _____