

ARTICLES OF INCORPORATION

OF

SAN DE LUNA HOMEOWNERS' ASSOCIATION, INC.

(A Corporation Not for Profit)

We, the undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of this corporation is San De Luna Homeowners' Association, Inc.

ARTICLE II. REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office is 226 South Palafox Street, Pensacola, Florida 32501, and the name of the initial registered agent is Sam A. Viviano.

ARTICLE III. PURPOSES

The general nature of the objects and purposes of this 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 maintenance, preservation and architectural control of the Living Units and common area within that certain tract of property described as:

Commencing at the Southwest corner of Block A, Villa Sabine Subdivision, a subdivision as recorded in Plat Book 5, page 63, of the public records of Escambia County, Florida (said Southwest corner being on the North right-of-way line of Fort Pickens Road); thence Westerly along the North right-of-way line of said Fort Pickens Road a distance of 3,537.25 feet to a point of curvature; thence along the curve an arc distance of 414.66 feet to the point of tangency, said curve having a radius of 5,623.32 feet, tangent of 207.43 feet and delta of $4^{\circ}13'30''$ and curving to the south, thence North $87^{\circ}54'30''$ West along the said North right-of-way line 2,098.09 feet to a concrete monument; thence North $4^{\circ}06'15''$ East 209.45 feet to a concrete monument (hereinafter called Point A); thence run South $4^{\circ}06'15''$ West along line last traversed 209.45 feet to the northerly right-of-way line of Fort Pickens Road, thence run South $87^{\circ}54'30''$ East along said right-of-way 500.00 feet for the point of beginning; thence run North $2^{\circ}05'30''$ East for a distance of 330.80 feet to an iron pipe; thence continue North $2^{\circ}05'30''$ East 15 feet more or less to a point on the ordinary high water line of Santa Rosa Sound, said point hereinafter known as Point "C"; thence beginning again at the Point of Beginning, run along said North right-of-way line of Fort Pickens Road South $87^{\circ}54'30''$ East for a distance of 441.78 feet; thence run North $2^{\circ}05'30''$ East for a distance of 439.81 feet to an iron pipe; thence continue North $2^{\circ}05'30''$ East 20 feet more or less to a point on the ordinary high water line of Santa Rosa Sound, said point hereinafter known as Point "D"; thence meander southwesterly along said high water line 455 feet more or less to Point "C" and the termination of this description.

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 and 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 County Comptroller of Escambia 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, sublease, 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 each class of 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 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 members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members; however, notwithstanding the provisions hereof, additional land may be annexed by the corporation without the consent of members or owners within five (5) years of the date of the Declaration of Covenants, Conditions, and Restrictions;

(g) have and exercise any and all powers, rights and privileges which a corporation not for profit organized under the Florida Corporation Law may now or hereafter have or exercise by law.

ARTICLE IV. QUALIFICATION AND MANNER OF ADMISSION OF MEMBERS

Every person or entity who is a record owner of a leasehold or subleasehold interest in any Living Unit, either individually or jointly with others, which is subject by covenants of record to assessment by the Association, including a contract seller, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and shall not be separated from ownership of any living unit which is subject to assessment by the Association.

ARTICLE V. VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Living Unit owned. When more than one person or entity holds an interest in a Living Unit, then the vote attributable to such Living Unit shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Living Unit.

Class B. The Class B members shall be the Declarant, as defined in the Declaration of Covenants, Conditions and Restrictions, and shall be entitled to three votes for each Living Unit owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) Four (4) months after the total votes outstanding in the Class A membership equal, or exceed, the total votes outstanding in the Class B membership, or

(b) February 1, 1986.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. SUBSCRIBERS

The names and residences of the subscribers to these Articles are:

F. A. Baird, Jr., 195 East Fairfield, Pensacola, Florida
James D. Cronley, 3625 Marjean Drive, Pensacola, Florida
Sam A. Viviano, 3264 Bayou Lane, Pensacola, Florida
Cooper Yates, 2060 Scenic Highway, Pensacola, Florida

ARTICLE VIII. OFFICERS

The officers of this Association shall be a President and two Vice Presidents, who shall at all times be members of the Board of Directors, and a 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 the corporation until the first election are:

President - F. A. Baird, Jr.
Vice President - James D. Cronley
Vice President - Cooper Yates
Secretary/Treasurer - Sam A. Viviano

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

ARTICLE IX. BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors, which shall initially consist of four (4) 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 four (4).

The members of the Board of Directors need not be members of the Association and shall serve for a term of one (1) year or until their successors are duly elected.

The President and Vice Presidents of the Association shall at all times be members 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 addresses of the persons who are to serve as the first Board of Directors of the corporation are:

F. A. Baird, Jr., 195 East Fairfield, Pensacola, Florida
James D. Cronley, 3625 Marjean Drive, Pensacola, Florida
Sam A. Viviano, 3264 Bayou Lane, Pensacola, Florida
Cooper Yates, 2060 Scenic Highway, Pensacola, Florida

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 each class of 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 such dedication is refused acceptance, such 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. BYLAWS

The Board of Directors of this corporation may provide such bylaws for the conduct of its business and the carrying out of its purposes as the

Board may from time to time determine by a majority vote of the total Board members.

Upon proper notice the bylaws may be amended, altered or rescinded by a majority vote of the total members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a three-fourths (3/4) vote of the total members.

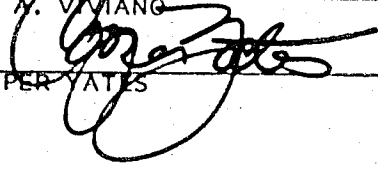
Amendments may also be made at a regular meeting of the membership by a three-fourths (3/4) vote of the total members upon notice given, as provided by the bylaws, of intention to submit such amendments.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals, this 3rd day of February, 1983, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


F. A. BAIRD, JR.


JAMES D. CRONLEY


SAM A. VIVIANO

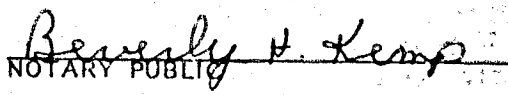

COOPER YATES

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me, a Notary Public duly authorized in the State and county named above to take acknowledgments, personally appeared F. A. Baird, Jr., James D. Cronley, Sam A. Viviano, and Cooper Yates, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 3rd day of February, 1983.


NOTARY PUBLIC

My Commission expires:

MY COMMISSION EXPIRES APRIL 16, 1983

RESIDENT AGENT'S CERTIFICATE

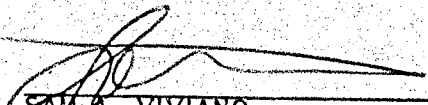
FEB 15 8 30 AM '66
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That San De Luna Homeowners' Association, Inc., a Florida non-profit corporation, desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation in Escambia County, State of Florida, has named Sam A. Viviano as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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



SAM A. VIVIANO
Resident Agent