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Our File No. 10-40-0130

**CERTIFICATE OF RECORDING ARTICLES OF INCORPORATION,
BYLAWS AND AMENDED BYLAWS OF WOODBINE SPRINGS
PLANTATION HOMEOWNERS ASSOCIATION, INC.**

I, Ron Frederick, President of Woodbine Springs Plantation Homeowners Association, Inc. (hereinafter "Association"), the corporation charged with the operation and control of Woodbine Springs Plantation, hereby certify:

1. Certified copy of the original Articles of Incorporation of Woodbine Springs Plantation Homeowners Association, Inc. is attached hereto as Exhibit "A", and incorporated herein as if set forth herein in full.

2. To the best of my knowledge and belief, the Bylaws dated January 15, 1985 and attached hereto as Exhibit "B", and incorporated herein as if set forth herein in full, are the original Bylaws of the Association as adopted by the owner-controlled board of directors as part of the Official Records of the Association. The Bylaws were amended per the Amendment to the Bylaws adopted by the Association's Board of Directors at meeting held September 18, 2012, the original of which is attached hereto as Exhibit "C" and incorporated herein as if set forth herein in full.

2. This Certificate of Recording and the attached Articles of Incorporation of Woodbine Springs Plantation Homeowners Association, Inc., Bylaws and Amendment to the Bylaws are to be recorded in the public records of Santa Rosa County, Florida, and will form a part of the governing documents of Woodbine Springs Plantation Homeowners Association, Inc., pursuant to the Declaration of Covenants, Conditions and Restrictions of Woodbine Springs

Plantation Subdivision, Located in the County of Santa Rosa, State of Florida, recorded at Official Records Book 710, at Page 737, of the public records of Santa Rosa County, Florida.

Dated this 26th day of September, 2012.

Woodbine Springs Plantation Homeowners Association, Inc., a Florida Not-for-Profit Corporation

By: Ron Frederick
Ron Frederick, Its President

ATTEST:

Jeff Marker
Jeff Marker, Its Secretary

STATE OF FLORIDA
COUNTY OF Escambia

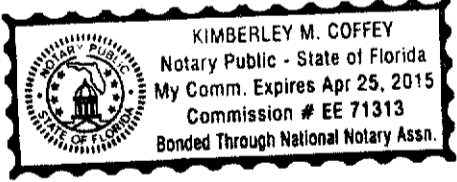
The foregoing instrument was acknowledged before me this 26th day of September 2012, by Ron Frederick, President of Woodbine Springs Plantation Homeowners Association, Inc., who is personally known to me or who produced _____ as identification.

Kimberley M. Coffey
NOTARY PUBLIC
Print Name: Kimberley M. Coffey
Notary Public, State of Florida
Commission Number EE 71313
My Commission Expires: April 25, 2015

STATE OF FLORIDA
COUNTY OF Escambia

The foregoing instrument was acknowledged before me this 26th day of September 2012, by Jeff Marker, Secretary of Woodbine Springs Plantation Homeowners Association, Inc., who is personally known to me or who produced _____ as identification.

Kimberley M. Coffey
NOTARY PUBLIC
Print Name: Kimberley M. Coffey
Notary Public, State of Florida
Commission Number EE 71313
My Commission Expires: April 25, 2015



State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of WOODBINE SPRINGS PLANTATION HOMEOWNERS ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, filed on September 26, 1984, as shown by the records of this office.

The document number of this corporation is N05124.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capital, this the First day of August, 2012



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

EXHIBIT

tabbies

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27
NO 5124
effective
date 9-30-17

ARTICLES OF INCORPORATION OF
WOODBINE SPRINGS PLANTATION HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapters 607 and 617, Florida Statutes, the undersigned, for the purpose of forming a corporation not for profit, do hereby adopt the following articles of incorporation for such corporation.

Article I -- Name

The name of the corporation shall be Woodbine Springs Plantation Homeowners Association, Inc. (hereinafter "Association").

Article II -- Non-Profit Purpose

The Association is formed exclusively for purposes for which a corporation may be formed under the Not-for-Profit Corporation Law of the State of Florida, and not for any pecuniary profit or financial gain. No part of the assets, income or profit of the Association shall be distributed to its members, directors or officers. The Association shall not engage in any activity prohibited to a not-for-profit corporation under the laws of the State of Florida.

Article III -- General and Specific Purposes and Powers

A. General Purposes. Subject to Article II hereof, the general purposes for which the Association is formed are to operate solely to provide for the acquisition, construction, annexation, management, maintenance and care of the real property in and about what is commonly known as Woodbine Springs Plantation, a subdivision according to Plat thereof recorded in Plat Book _____, page _____ of the Public Records of Santa Rosa County, Florida (hereinafter "Woodbine Springs Plantation") as will qualify it as a tax exempt "residential real estate management association" under Section 528 of the Internal Revenue Code of 1954, as amended, or similar provisions of subsequent federal tax laws.

B. Specific Purposes. Subject to part (A) of this Article III, the specific purposes for which the Association is formed include, among other things, the following:

1. To 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 ("Declaration") which is recorded in OR Book _____, page _____, of the Public Records of Santa Rosa County, Florida, and as the same may be amended, supplemented or restated from time to time as therein provided;

2. To encourage the County of Santa Rosa and other appropriate governmental entities to provide property maintenance

and upkeep of the public roads and public areas adjacent to and about Woodbine Springs Plantation, and if found desirable, to provide such maintenance and upkeep by direct action;

3. To encourage the owners of residential properties in and about the Woodbine Springs Plantation area to maintain their properties in a manner which will reflect favorably upon the entire area and to enforce, to the extent practicable, the aforesaid "Declaration"; and

4. To function as a clearinghouse and catalyst with respect to community betterment ideas, whether originating from individual residents or property owners in and about the Woodbine Springs Plantation area, or with the Board of Directors of this Association.

C. Powers. Subject to Article II hereof, the Association shall have all the powers granted to a not-for-profit corporation under the laws of the State of Florida which are necessary or appropriate to carry out or implement the general and specific purposes set forth above and for which this Association is formed (except any power which would invalidate its status as a "residential real estate management association" under Section 528 of the Internal Revenue Code of 1954, as amended, or similar provisions of subsequent federal tax laws). Specifically, but without limitation, the Association shall have the following powers:

1. All powers and privileges to perform all of the duties and obligations of the Association as set forth in the aforesaid "Declaration", and as the same may be amended or restated from time to time as therein provided;

2. To fix, levy, collect and enforce payment, by any lawful means, all amounts, charges or assessments pursuant to the terms of the aforesaid "Declaration"; to pay all expenses in connection therewith and all reasonable expenses incident to the conduct of the business of the Association, including all licenses, taxes or other governmental charges levied or imposed against any property or assets of the Association;

3. To acquire (by a gift, devise, lease, purchase or otherwise), own, hold, improve, build upon, erect, annex, construct, equip, operate, maintain, manage, sell, transfer, lease or otherwise convey, or to dedicate for public or community use, any real or personal property, or any interest therein, all upon such terms and conditions as the Association may deem necessary or appropriate;

4. To borrow money and to issue bonds, notes, debentures and evidences of indebtedness, and to secure the same by mortgage, pledge, deed of trust, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

5. To participate in mergers or consolidations with other not-for-profit corporations organized for same or similar purposes, or to annex additional residential real estate property, provided that any such merger, consolidation or annexation shall have the written consent of two-thirds of the Association's members.

Article IV -- Ownership and Voting Rights

Only persons who are an Owner (as defined in Article I, Section "Declaration") of a Lot (as defined in Article I, Section "Declaration") shall be a member of the Association. shall be an appurtenant to and may not be separated from ownership of any Lot. Except as otherwise expressly provided for in the Declaration, each Owner shall be entitled to one vote for each Lot owned. When more than one person holds an ownership interest in any Lot, all such persons shall be members and the one vote for each such Lot shall be exercised as they determine. In no event shall more than one vote be cast with respect to any one Lot.

Article V -- Term

The term for which this Association is to exist shall be perpetual, commencing September 26, 1984.

Article VI -- Management of Corporate Affairs

A. Board of Directors. The powers of the Association shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of 4 directors, who need not be members of the Association. The number of directors may be changed by amendment of the bylaws of the Association provided that there shall never be less than three, nor more than 7, directors. The names and addresses of the initial directors of the Association, and their initial term of office are as follows:

<u>Name</u>	<u>Address</u>	<u>Initial Term of Office</u>
John S. Carr	127 South Alcaniz Street Pensacola, Florida 32582	3 Years
William A. Pullum	Route 1, Box 5 Mary Esther, Florida 32569	3 Years
Eric J. Nickelsen	2761 Dunsinane Road Pensacola, Florida 32503	2 Years
Garrett W. Walton	371 Woodbine Drive Pensacola, Florida	1 Year

The directors shall be divided into three classes as indicated by initial term of office set out above and whose terms of office shall expire in consecutive years. The first election of directors shall be held at the second annual meeting of members at which time the members shall elect (or re-elect) those directors whose initial term of office is specified above as being one year, with the then elected (or re-elected) directors to have a term for three years. Thereafter, the next class of directors shall be elected by the members at each subsequent annual meeting of the members for three year terms.

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the bylaws of the Association may authorize the directors to elect from time to time. Officers shall be elected by a majority of the directors and at the annual meeting of the directors. Until the first annual meeting of the directors, the following persons shall serve as corporate officers:

<u>Office</u>	<u>Name</u>
President	John S. Carr
Vice President	William A. Pullum
Secretary	Garrett W. Walton
Treasurer	Eric J. Nickelsen

Article VII -- Bylaws

The bylaws of the Association are to be made, and may be amended, altered or rescinded, by the Board of Directors of the Association.

Article VIII -- Amendment

Amendment of these articles of incorporation shall be proposed by motion of five members of the Association or by resolution of the Board of Directors, and shall be adopted by a vote of two-thirds of the members present at any regular meeting of the members of the Association, or at any special meeting of the members of the Association called for that purpose.

Article IX -- Registered Agent

Until changed, the Registered Agent of the Association upon whom process may be served is Garrett W. Walton, and the address of the registered office of this corporation is 7th Floor, Sun Bank Tower, 220 West Garden Street, P.O. Drawer 1271, Pensacola, Florida, 32596.

Article X -- Distribution of Dissolution

Upon the dissolution of the Association (other than incident to merger or consolidation) the directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational or scientific purposes as shall then qualify it as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law, as the Directors may determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Santa Rosa County, Florida, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purpose.

IN WITNESS WHEREOF, for the purpose of forming the Association under the laws of the State of Florida, we, the undersigned, constituting the incorporators of the Association, have executed these articles of incorporation on the day indicated.

Dated: September 24, 1984

William A. Pullum
WILLIAM A. PULLUM

Dated: September 24, 1984

Garrett W. Walton
GARRETT W. WALTON

Dated: September 24, 1984

Eric J. Nickelsen
ERIC J. NICKELSEN

RECORDED
INDEXED
SEP 26 3 29 PM '84
NOTARY PUBLIC
STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned Notary Public in and for said state and county, personally appeared WILLIAM A. PULLUM, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, the undersigned authority, according to law that he made and subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the county and state aforesaid this 24th day of September, 1984.

(SEAL)

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned Notary Public in and for said state and county, personally appeared GARRETT W. WALTON, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, the undersigned authority, according to law that he made and subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the county and state aforesaid this 24th day of September, 1984.

Deborah A. Bradley
Notary Public, State of Florida

My Commission Expires: 2-15-87

(SEAL)

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned Notary Public in and for said state and county, personally appeared ERIC J. NICKELSEN, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, the undersigned authority, according to law that he made and subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the county and state aforesaid this 24th day of September, 1984.

Deborah A. Bradley
Notary Public, State of Florida

My Commission Expires: 2-15-87

(SEAL)

Deborah A. Bradley
Notary Public, State of Florida

My Commission Expires: 2-15-87

BYLAWS OF
WOODBINE SPRINGS PLANTATION HOMEOWNERS ASSOCIATION, INC.

EXHIBIT
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OFFICIAL

COPY

BYLAWS

OF

WOODBINE SPRINGS PLANTATION HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is WOODBINE SPRINGS PLANTATION HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the Association shall be located at 127 South Alcaniz Street, Pensacola, Escambia County, Florida, or such other places as may be designated by the Board of Directors, but meetings of Members and Directors may be held at such places within the State of Florida, Counties of Santa Rosa or Escambia, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1 -- Association. "Association" shall mean and refer to Woodbine Springs Plantation Homeowners Association, Inc., a corporation not for profit, its successors and assigns.

Section 2 -- Common Area. "Common Area" shall mean and refer to all real property (together with improvements thereon) owned by the Association for the common use and enjoyment of the Owners. The Common Area to be owned by the Association at the time of conveyance of the first Lot by Declarant shall be those areas designated as "Common Area", "Private Park," "Woodbine Springs Lake" and all roads and rights of way (and all land not marked as Lots/Block lying within any such roads or right of way) on the recorded plat of Woodbine Springs Plantation, a subdivision, according to Plat Book D, Page 16 of the Public Records of Santa Rosa County, Florida.

Section 3 -- Declaration. "Declaration" shall mean and refer to that certain declaration of covenants, conditions and restrictions of Woodbine Springs Plantation, a subdivision located in the County of Santa Rosa, State of Florida, recorded in OR Book 710, Page 737 of the Public Records of Santa Rosa County, Florida.

Section 4 -- Lot. "Lot" shall mean and refer to all of those Lots shown on the recorded subdivision plat of Woodbine Springs Plantation, a subdivision according to Plat Book D, Page 16 of the Public Records of Santa Rosa County, Florida, except for Lot 32 and 72, Block A.

Section 5 -- Member. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

Section 6 -- Owner. "Owner" shall mean and refer to all present and future record Owners, whether one or more persons or entities, of a fee simple title to any Lot and shall include contract sellers pursuant to an unrecorded contract and contract purchasers pursuant to a recorded contract. Owner shall not include those persons or entities having a record interest in a Lot merely as security for the performance of an obligation.

ARTICLE III

MEETING OF MEMBER

Section 1 -- Annual Meetings. The first annual meeting of Members shall be held on Saturday, May 25, 1985, and each subsequent regular annual meeting of the Members shall be held on the same date of each year thereafter, at the hour of 3:00 o'clock P.M. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2 -- Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written requests of one-fourth of the owners.

Section 3 -- Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice postage prepaid, at least ten (10) days before such meeting to each Owner entitled to vote thereat, addressed to the Owner's address last appearing on the books of the Association, or supplied by such Owner to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purposes of the meeting.

Section 4 -- Quorum. The presence in person or by proxy at a meeting of Owners entitled to cast one-fourth of the votes of membership shall constitute a quorum for any action except as otherwise provided in Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5 -- Proxies. At all meetings of Members, each Owner may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Owner of his Lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1 -- Number. The affairs of this Association shall initially be managed by a Board of four (4) Directors, who need not be Members of the Association.

Section 2 -- Election/Term of Office. At the first annual meeting, the Members shall elect three (3) directors to serve in addition to those four (4) directors named in the Articles of Incorporation. The three (3) newly elected directors shall have a term of office of four (4) years. At the third annual meeting, the Members shall elect (or re-elect) two (2) directors to replace the last two (2) directors named in the Articles of Incorporation. The thusly elected (or re-elected) directors shall have a term of office of three (3) years. At the fourth annual meeting, the Members shall elect (or re-elect) two (2) directors to replace the first two (2) directors named in the Articles of Incorporation. The thusly elected (or re-elected) directors shall have a term of office of three (3) years. At the fifth and all subsequent annual meetings of members, the Members shall elect (or re-elect) directors to replace those directors whose terms of office are then expiring. All such thusly elected (or re-elected) directors shall serve a term of three (3) years.

Section 3 -- Removal. Any Director may be removed from the Board, with or without cause, by a majority of the vote of the Owners of the Association at a general or special meeting of the Members. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining Directors and shall serve for the unexpired term of his predecessor.

Section 4 -- Compensation. No Director shall receive compensation for any service he may render to the Association as a Director. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5 -- Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1 -- Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-Members.

Section 2 -- Election. Election to the Board of Directors shall be by written ballot at the annual meeting of Members. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETING OF DIRECTORS

Section 1 -- Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2 -- Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days notice to each Director.

Section 3 -- Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1 -- Powers. The Board of Directors shall have the power to:

- (a) Adopt and publish rules and regulations governing

MISSING BYLAW
PAGES 547

the use of the Common Area and facilities, and regulating the personal conduct of the Members, their family, guests, tenants, agents and contractors in the use of the Common Areas, and to establish, if appropriate, penalties for the infraction thereof;

(b) Suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for infraction of published rules and regulations by the Members or their family;

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association by these bylaws, the Articles of Incorporation, or the Declaration, and which are not reserved to the membership by other provisions of these bylaws, the Articles of Incorporation, or the Declaration;

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2 -- Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth of the Owners;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

(1) Fix the amount of any assessments against each Lot and its due date;

(2) Mail written notice of each assessment to every Owner subject thereto at least thirty days in advance of its due date; and

(3) Foreclose the lien against any property for which assessments are not paid within thirty days after due date and/or to bring an action at law against the Owner

personally obligated to pay same.

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a sealed certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If the certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) Cause the Common Areas to be improved and maintained.

Section 3 -- Delegation. The Board of Directors shall have the authority to delegate to an Architectural Review Committee the responsibilities set forth in Article III of the Declaration. If constituted by the Board of Directors, the Architectural Review Committee shall not consist of less than three (3), nor more than five (5) members, a majority of which shall be Lot Owners and one of which shall be a member of the Board of Directors. The member of the Architectural Review Committee who is a member of the Board of Directors shall serve as chairman of the Architectural Review Committee. The Board of Directors shall have the authority to delegate and constitute other committees for other purposes beneficial to the advancement of the interests of the Association.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1 -- Enumeration of 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, a Secretary, and a Treasurer, and such other officer as the Board may from time to time by resolution create.

Section 2 -- Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3 -- Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4 -- Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5 -- Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6 -- Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7 -- Multiple Officers. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special officers created pursuant to Section 4 of this Article.

Section 8 -- Duties. The duties of the officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments not otherwise provided for in these Bylaws or by Florida Statutes.

Vice President

(b) The Vice President shall serve as President, and Chairman of the Board of Directors, in the absence of the President; and is authorized to sign all leases, mortgages, deeds and other written instruments not otherwise provided for in these Bylaws or by Florida Statutes.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current

records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE X

ARCHITECTURAL REVIEW COMMITTEE

Section 1 -- Committee Members, Appointment and Term.

There shall be an Architectural Review Committee (hereinafter "Committee") for the Association to be composed of at least three (3) members of the Board of Directors of the Association, or three (3) representatives to be appointed by the Board, or a combination of both. Said Committee members shall serve for a term of two (2) years. The term for said Committee members shall be staggered so that no more than one-half of the members of the Committee will be appointed (or reappointed) in any one year.

Section 2 -- Removal, Resignation and Vacancies.

Any Committee member may be removed therefrom, with or without cause, by a majority vote of the Owners of the Association at a general or special meeting of the Members or by a majority vote of the Board of Directors at a regularly scheduled meeting of said Board. In the event of death, resignation or removal of a Committee member, his successor shall be selected by the remaining Directors and shall serve for the unexpired term of his predecessor.

Section 3 -- Duties and Approval of Plans. No dwelling, building, fence, wall, mailbox, driveway, gate, light post, landscaping, boat dock, boat house, seawall, jetty or other structure or improvement of any nature whatsoever shall be commenced, erected or maintained on any Lot by any Owner or by the Association or by anyone else, nor shall any exterior addition to or change, alteration or modification be made to any of the foregoing until the design, plans, specifications, plot plan and landscaping plan showing the nature, kind, shape, height, material, color and location of same have been submitted to and approved in writing by the Committee. In the event the Committee fails to approve or disapproves such design, plans, specifications, plot plan, and/or landscaping plans within thirty (30) days after same have been received by the Committee, or in any event, no suit to enjoin the erection of such improvements or the making of such alterations has been commenced prior to completion thereof, such approval will not be required and approval from the Committee will be implied. In the event of denial, any Owner, upon proper application, may have the Committee reconsider appropriate plans. At the time of such reconsideration, the Owner may present appropriate revisions, amendments, changes or other information in support of the proposed plans.

Section 4 -- Charges and Compensation. The Committee shall have the authority to charge a reasonable fee of any Owner for the performance of the duties of the Committee as set forth in Section 3 of this Article X. The fee is to be charged to, and is the liability of, the owner(s) of any Lot(s) upon which the items set forth in Section 3 of this Article X appertain. The fee is to be reasonably calculated so to cover all actual expenses incurred by the Committee in performance of its duties, above referenced. Such fees shall not be utilized to generate any profit for the Committee. No Committee member shall receive compensation for any services he may render to the Committee and/or the Association in conjunction with his duties set forth in this Article X. However, any Committee member may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE XI

ASSESSMENT

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the highest legal rate and the Association or an Owner (on behalf of the Association) may bring an action at law against

the Owner personally obligated to pay the same and foreclose the lien against the property. If the party initiating such action prevails, it shall be entitled to recover reasonable attorney's fees from the defendant defaulting party and any such amounts so awarded shall be added to the amount of such assessment. No Owner may waive or otherwise avoid liability for the assessments provided for herein by virtue of nonuse of the Common areas or abandonment of his Lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: WOODBINE SPRINGS PLANTATION HOMEOWNERS ASSOCIATION, INC.

ARTICLE XIII

AMENDMENTS

Section 1. These Bylaws may be amended at any time and from time to time by a vote of the majority of the Board of Directors.

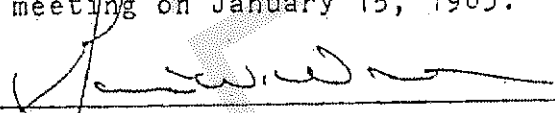
Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the date of commencement for the first fiscal year shall begin on the date of incorporation.

I hereby certify that the foregoing is a true and correct copy of the Bylaws of Woodbine Springs Plantation Homeowners Association, Inc., as adopted by the Board of Directors of said Association at its initial meeting on January 15, 1985.



SECRETARY

This instrument prepared by:
SUZANNE BLANKENSHIP, ESQUIRE
Coastal Association Law Group, P.L.
139 E. Government Street
Pensacola, FL 32502
Phone: (850) 466-3255
Our File No. 10-40-0130

**AMENDMENT TO THE BYLAWS
OF
WOODBINE SPRINGS PLANTATION HOMEOWNERS ASSOCIATION, INC.**

This Amendment to the Bylaws of the WOODBINE SPRINGS PLANTATION HOMEOWNERS ASSOCIATION, INC. ("Association"), a Florida not-for-profit corporation, whose address is 908 Gardengate Circle, Pensacola, Florida 32507, is dated this 26th day of September, 2012.

WHEREAS, the initial Bylaws of the Woodbine Springs Plantation Homeowners Association, Inc. were prepared by the Board of Directors of the Association and dated January 15, 1985; and

WHEREAS, the Association desires to formally revise its Bylaws to change quorum requirements at meeting(s) of Owners; and

WHEREAS, pursuant to Article VII of the Articles of Incorporation and Article XIII, Section 1 of the Bylaws, the Board of Directors has voted in favor of the revisions at a meeting duly noticed and authorized on September 26, 2012.

NOW, THEREFORE, pursuant to Article XII of the Bylaws the Association hereby amends Article III, Section 4 of the Bylaws as follows:

ARTICLE III

Section 4 – Quorum. The presence in person or by proxy at a meeting of Owners entitled to cast ~~one-fourth~~ one-tenth of the votes of membership shall constitute a quorum for any action except as otherwise provided in Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.



COPY

I HEREBY CERTIFY that the foregoing is a true and correct statement of the Amendment to the Bylaws as adopted by the Board of Directors of the Association at its meeting on September 26, 2012.

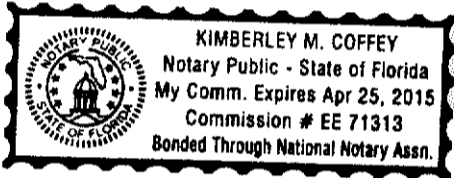
Woodbine Springs Plantation Homeowners Association, Inc., a Florida Not-for-Profit Corporation

By: [Signature]
Jeff Marker, Its Secretary

ATTEST:
[Signature]
Ron Frederick, Its President

STATE OF FLORIDA
COUNTY OF Escambia

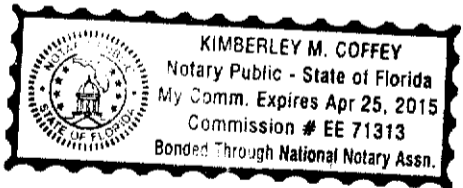
The foregoing instrument was acknowledged before me this 26th day of September 2012, by Jeff Marker, Secretary of Woodbine Springs Plantation Homeowners Association, Inc., who is personally known to me or who produced _____ as identification.



[Signature]
NOTARY PUBLIC
Print Name: Kimberley M. Coffey
Notary Public, State of Florida
Commission Number EE 71313
My Commission Expires: April 25, 2015

STATE OF FLORIDA
COUNTY OF Escambia

The foregoing instrument was acknowledged before me this 26th day of September 2012, by Ron Frederick, President of Woodbine Springs Plantation Homeowners Association, Inc., who is personally known to me or who produced _____ as identification.



[Signature]
NOTARY PUBLIC
Print Name: Kimberley M. Coffey
Notary Public, State of Florida
Commission Number EE 71313
My Commission Expires: April 25, 2015