

ARTICLES OF INCORPORATION  
OF  
VILLA SABINE TOWNHOUSE 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 Villa Sabine Townhouse Association, Inc.

ARTICLE II. PURPOSES.

No part of the net earnings of this corporation shall inure to the benefit of any individual or member. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

The general nature of the objects and purposes of this corporation shall be to provide for exterior maintenance, preservation and architectural control of the lessees' lots, homes and common area, to contract for utility services, and to furnish master antenna television or cablevision service within that certain tract of property described as:

Parcels 2 through 37, both inclusive, Villa Sabine Townhouses Subdivision, as recorded in the records of Escambia County, Florida, in Plat Book 8, at Page 80, being a subdivision of a portion of Block "C", in First Addition to Villa Sabine as recorded in Plat Book 5, Page 75 of the public records of Escambia County, Florida,

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 by annexation, as provided in Article VII herein, and for this purpose to:

APR 27 11 13 AM '73  
FILED  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

(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 Clerk of the Circuit Court 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, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

### ARTICLE III. MEMBERSHIP.

Every person or entity who is a record lessee of a leasehold interest from the Santa Rosa Island Authority in any lot which

is subject by covenants of record to assessment by the Corporation, including contract sellers, shall be a member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No lessee shall have more than one membership. Membership shall be appurtenant to and may not be separated from the leasehold interest of any lot which is subject to assessment by the Corporation. The ownership of the leasehold interest in the lot shall be the sole qualification for membership.

#### ARTICLE IV. VOTING RIGHTS.

The Corporation shall have two classes of voting membership:

Class A. Class A members shall be all those lessees as defined in Article III with the exception of the Developer. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership by Article III. When more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B. The Class B member shall be Olympic Development Corporation, the Developer (as defined in the Restrictive Covenants). The Class B member shall be entitled to three (3) votes for each lot in which it holds the interest required for membership by Article III, provided that 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) when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B

Membership; or  
(b) on July 30, 1974.

ARTICLE V. BOARD OF DIRECTORS.

The affairs of this Corporation shall be managed by a Board of three (3) Directors, who need not be members of the Corporation. The number of directors may be changed by amendment of the By-Laws of the Corporation. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME	ADDRESS
Charles R. Eaton	3020 Newton Drive Pensacola, Florida 32503
Thomas E. Pelt	3020 Newton Drive Pensacola, Florida 32503
Patricia A. McNew	3020 Newton Drive Pensacola, Florida 32503

ARTICLE VI. LIABILITIES.

The highest amount of indebtedness or liability, direct or contingent, to which this Corporation may be subject at any one time shall not exceed \$100,000.00, provided that any additional indebtedness, liability or obligations may be authorized at any time by the assent of two-thirds (2/3) of the membership.

ARTICLE VII. ANNEXATION OF ADDITIONAL PROPERTIES.

Section 1. The corporation may, at any time, annex additional residential properties and common areas on Santa Rosa Island within one mile from the present lands to the subdivision described in Article II, and so add to its membership under the provisions of Article III, provided that any such annexation shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.



Section 2. If within five years of the date of incorporation of this Corporation, the Developer should develop additional lands on Santa Rosa Island in Escambia County, Florida, within one mile of the present subdivision covered hereby, such additional lands may be annexed to said subdivision and subjected to the terms of the articles of incorporation and of the declaration by the Developer without the necessity of approval of the membership; provided, however, that the development of the additional lands prescribed in this section shall be accomplished in a high quality manner consistent with the class of construction in Villa Sabine Townhouses Subdivision.

ARTICLE VIII. MERGERS AND CONSOLIDATIONS.

To the extent permitted by law, the Corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the entire Class A membership and two-third (2/3) of the entire Class B membership, if any.

ARTICLE IX. AUTHORITY TO MORTGAGE.

Any mortgage by the Corporation of the Common Area defined in the Declaration of Covenants, Conditions and Restrictions shall have the assent of two-third (2/3) of the entire Class A membership and two-third (2/3) of the Class B membership, if any.

ARTICLE X. AUTHORITY TO DEDICATE.

The Corporation shall have the power to 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 members entitled to cast two-thirds (2/3) of the votes of the entire Class A membership and two-thirds (2/3) of the entire Class B membership,

if any, agreeing to such dedication, sale or transfer.

#### ARTICLE XI. DISSOLUTION.

The Corporation may be dissolved with the assent given in writing and signed by not less than two-third (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any. Upon dissolution of the Corporation, the assets, both real and personal, of the Corporation shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. 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 qualified for exemption under Section 501(c)(3) of the Internal Revenue Code to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Corporation.

#### ARTICLE XII. DURATION.

The corporation shall exist perpetually.

#### ARTICLE XIII.

##### MEETINGS FOR ACTIONS GOVERNED BY ARTICLES VI THROUGH XI.

In order to take action under Articles VI through XI, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than 30 days nor more than 60 days in advance of the meeting. The presence of members or of proxies entitled to cast 60% of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and

the required quorum at such subsequent meeting shall be one-half of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than 60 days following the preceding meeting. If the event that two-thirds (2/3) of the Class A membership or two-thirds (2/3) of the Class B membership, if any, are not present in person or by proxy, members not present may give their written assent to the action taken thereat.

ARTICLE XIV. AMENDMENTS.

Amendment of these Articles shall require the assent of 75% of the entire membership. The By-Laws may be amended by a majority of a quorum of the members at a regular or special meeting.

ARTICLE XV. SUBSCRIBERS.

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

NAME	ADDRESS
Charles R. Eaton	3020 Newton Drive Pensacola, Florida 32503
Thomas E. Pelt	3020 Newton Drive Pensacola, Florida 32503
Patricia A. McNew	3020 Newton Drive Pensacola, Florida 32503

ARTICLE XVI. LOCATION.

The location of this corporation shall be 3020 Newton Drive, Pensacola, Florida 32503.

ARTICLE XVII. OFFICERS.

Section 1. The officers of the corporation shall be a President, such number of Vice Presidents, a Secretary-Treasurer, and such other officers as may be provided in the By-Laws.


Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:


OFFICE	NAME
President	Charles R. Eaton
Vice President	Patricia A. McNew
Secretary-Treasurer	Thomas E. Pelt

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 2nd day of April, 1973.

  
\_\_\_\_\_  
CHARLES R. EATON


  
\_\_\_\_\_  
THOMAS E. PELT

  
\_\_\_\_\_  
PATRICIA A. MCNEW

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Before the subscriber personally appeared Charles R. Eaton, Thomas E. Pelt and Patricia A. McNew, known to me to be the individuals described by said names in and who executed the foregoing instrument and acknowledged that they executed the same for the uses and purposes therein set forth.

Given under my hand and official seal this 2nd day of April, 1973.

  
\_\_\_\_\_  
Notary Public  
My commission expires: May 5, 1976



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First--That VILLA SABINE TOWNHOUSE ASSOCIATION, INC.  
desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the articles of  
incorporation at City of Pensacola County  
of Escambia, State of Florida  
has named Thomas E. Pelt  
located at 3020 Newton Drive, Pensacola, Florida.  
(Street address and number of building,  
Post Office Box address not acceptable)  
City of \_\_\_\_\_, County of \_\_\_\_\_,  
State of Florida, as its agent to accept service of process  
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 provision of said Act relative to keeping open said office.

By Thomas E Pelt  
(Resident Agent)

726264  
(a)

corp-32

NP # 26,264

~~14,95~~ paid

VILLA SABINE TOWNHOUSE ASSOCIATION, INC.

New Corporation      ( ) Reincorporation      ( ) Amendment (\$617.02)

Filed: 4/27/73

By:

(a) Amend amending ARTICLES II and III, and deleting ARTICLE VII, filed: 2/7/75

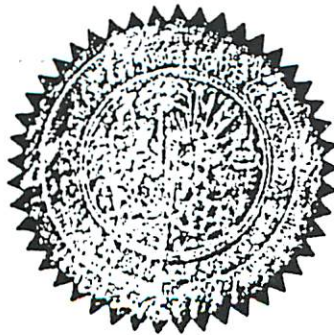
Film only

# STATE OF FLORIDA

DEPARTMENT OF STATE



I, BRUCE A. SMATHERS, Secretary of State of the State of Florida, do hereby certify that the following is a true and correct copy of Certificate of Amendment to Certificate of Incorporation of VILLA SABINE TOWNHOUSE ASSOCIATION, INC., a corporation not for profit, organized and existing under the laws of the State of Florida, filed on the 7th day of February, A. D., 1975, as shown by the records of this office.



GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 7th day of February, A.D., 1975

*Bruce A. Smathers*

SECRETARY OF STATE



AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
VILLA SABINE TOWNHOUSE ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, That the undersigned, being more than seventy five per cent (75%) of the entire membership of Villa Sabine Townhouse Association, Inc., a Florida corporation not for profit, do hereby, pursuant to Article XIV of the Articles of Incorporation, amend the Articles of Incorporation in the following particulars:

(a) Article II(d) is amended to read as follows

"Borrow money and with the assent of two-thirds each class of members to mortgage, pledge, deed trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and"

(b) Article III is amended by deleting the following

sentence:

"No lessee shall have more than one membership."

(c) Article VII shall be deleted in its entirety.

All other provisions of the Articles of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, we have executed these amendments to the Articles of Incorporation of Villa Sabine Townhouse Association, Inc. this 27<sup>th</sup> day of November, 1974.

OLYMPIC DEVELOPMENT CORPORATION

By



President

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA  
FEB 7 8 25 AM '75  
FILED



VILLA SABINE TOWNHOUSE ASSOCIATION, INC.

By Charles R. Eaton  
President

Charles R. Eaton (SEAL)  
CHARLES R. EATON

Thomas E. Pelt (SEAL)  
THOMAS E. PELT

BARNETT BANK OF PENSACOLA, as Trustee

By W. H. Ripley  
Vice President

James R. Ripley (SEAL)  
JAMES R. RIPLEY

Donald H. Ripley (SEAL)  
DONALD H. RIPLEY

Ray E. Osborn (SEAL)  
RAY E. OSBORN

Mildred L. Osborn (SEAL)  
MILDRED L. OSBORN

-2- John C. Wilson (SEAL)  
JOHN C. WILSON

Virginia C. Wilson (SEAL)  
VIRGINIA C. WILSON

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27th day of November, 1974, by Charles R. Eaton, President of Olympic Development Corporation, a Florida corporation, on behalf of the corporation.

Patricia A. McNew  
Notary Public  
My commission expires: Oct. 1, 1978

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27th day of November, 1974, by Charles R. Eaton, President of Villa Sabine Townhouse Association, Inc., a Florida corporation, on behalf of the corporation.

Patricia A. McNew  
Notary Public  
My commission expires: Oct. 1, 1978

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27th day of November, 1974, by Charles R. Eaton.

Patricia A. McNew  
Notary Public  
My commission expires: Oct. 1, 1978

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27th day of November, 1974, by Thomas E. Pelt.

Patricia A. McNew  
Notary Public  
My commission expires: Oct. 1, 1978

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Personally appeared before me this day  
W.F. Pace, known to me and known to me to be  
the Sr. Vice President of Barnett Bank of Pensacola, who acknowledges  
that he executed the foregoing instrument for and on behalf of  
Barnett Bank of Pensacola, as Trustee, pursuant to authority in  
him vested and for the uses and purposes therein set forth.

WITNESS my hand and official seal this 12th day of  
December, 1974.

Patricia A. Downey  
Notary Public  
My commission expires: \_\_\_\_\_

NOTARY PUBLIC, STATE OF FLORIDA at LARGE  
MY COMMISSION EXPIRES APR. 22, 1975  
Bonded Thru Gen. Insur. Underwriters, Inc.

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this  
18th day of December, 1974, by James R. Ripley.

Patricia A. McNew  
Notary Public  
My commission expires: Oct. 1, 1978

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this  
12th day of December, 1974, by Donald H. Ripley.

Patricia A. Downey  
Notary Public  
My commission expires: \_\_\_\_\_

NOTARY PUBLIC, STATE OF FLORIDA at LARGE  
MY COMMISSION EXPIRES APR. 22, 1975  
Bonded Thru Gen. Insur. Underwriters, Inc.

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this  
17th day of December, 1974, by Ray E. Osborn and Mildred L.  
Osborn, husband and wife.

Patricia A. McNew  
Notary Public  
My commission expires: Oct 1, 1978



STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27th day of November, 1974, by John R. Wilson and Virginia R. Wilson, husband and wife.

Patricia A. McNew  
Notary Public  
My commission expires: Oct 1, 1978

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

A F F I D A V I T

Personally appeared before me this day, Charles R. Eaton, President of Villa Sabine Townhouse Association, Inc., who being by me first duly cautioned and sworn, deposes and says:

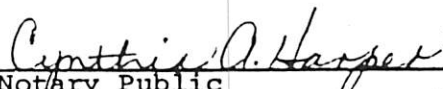
1. I am the President of Villa Sabine Townhouse Association, Inc., a Florida non-profit corporation.
2. The Articles of Incorporation provide that they may be amended by 75% of the membership of the corporation.
3. That the membership of the corporation consists of Olympic Development Corporation, which owns most of the townhouse units in the subdivision, Charles R. Eaton, who owns two (2) of the townhouse units in the subdivision, Thomas E. Pelt, who owns two (2) of the townhouse units in the subdivision, Barnett Bank of Pensacola, as trustee, which owns one (1) of the townhouse units in the subdivision, James R. Ripley and Donald H. Ripley, who together own one (1) of the townhouse units in the subdivision, Ben Jack Kinney and Kathleen Karbach Kinney, who together own one (1) of the townhouse units in the subdivision,

Daniel J. Thomas and Elizabeth E. Thomas, who together own one (1) of the townhouse units in the subdivision, Ray E. Osborn and Mildred L. Osborn, who together own one (1) of the townhouse units in the subdivision, and John C. Wilson and Virginia C. Wilson, who together own one (1) of the townhouse units in the subdivision.

4. That those individuals and corporations who have executed the foregoing amendment to articles of incorporation constitute more than 75% of the entire membership of Villa Sabine Townhouse Association, Inc.

  
\_\_\_\_\_  
CHARLES R. EATON

Sworn to and subscribed before me this 22<sup>nd</sup> day of  
January, 1975.

  
\_\_\_\_\_  
Notary Public  
My commission expires: 3-31-75