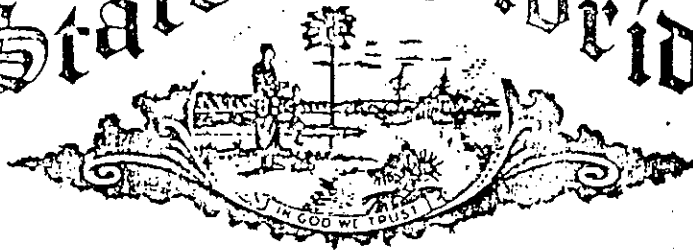


# State of Florida



## Department of State

*I certify that the attached is a true and correct copy of the Articles  
of Incorporation of*

VILLAS OF WESTRIDGE II HOMEOWNERS ASSOCIATION, INC.

*a corporation organized under the Laws of the State of Florida,  
filed on August 28, 1984.*

*The charter number for this corporation is N04891.*

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
27th day of August, 1984



A handwritten signature in black ink, appearing to read "George Firestone".

George Firestone  
Secretary of State

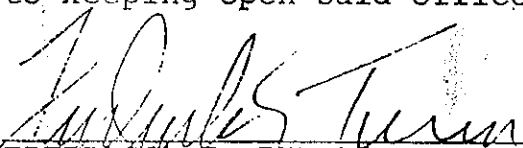
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First--That VILLAS OF WESTRIDGE II HOMEOWNERS ASSOCIATIONS, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Tallahassee, County of Leon, State of Florida, has named Frederick E. Turner, located at 3138 West Tharpe Street, City of Tallahassee, County of Leon, State of Florida, as its Resident Agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the 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:

  
FREDERICK E. TURNER  
Resident Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
AUG 28 3 55 PM '84

FILED

ARTICLES OF INCORPORATION  
OF

VILLAS OF WESTRIDGE II HOMEOWNERS ASSOCIATION, INC.

In compliance with Chapter 617, Florida Statutes, the undersigned, all of whom are residents of Leon County, Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is VILLAS OF WESTRIDGE II HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association."

ARTICLE II

The principal office of the Association is located at 3138 W. Tharpe Street, Tallahassee, Florida 32303.

ARTICLE III

Frederick E. Turner, whose address is 3138 W. Tharpe Street, Tallahassee, Florida 32303, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association 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 residential Lots and Common Area within that certain tract of property located in Leon County, Florida, and described in that Declaration of Covenants,

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STATE  
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Conditions and Restrictions of Villas of Westridge II to be recorded in the Public Records of Leon 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 for this purpose 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 above-described property and recorded or to be recorded in the Official Records of Leon 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;

(c) 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;

(d) acquire (by gift, purchase or otherwise), own, hold, improve, use, 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;

(e) 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;

(f) 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 (provided, however, 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);

(g) participate in mergers and consolidations with other nonprofit 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;

(h) 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 possess;

(i) cause the exterior of the dwellings to be maintained and to cause the Lots to be properly maintained.

ARTICLE V  
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, 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 may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI  
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners (as defined in the Declaration), with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot 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) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) upon the expiration of five (5) years from the date of the recording of the Declaration, or five (5) years from the date of any annexation by the Declarant, whichever later occurs, but in any event upon the expiration of fifteen (15) years from the date of recording the Declaration.

#### ARTICLE VII

#### BOARD OF DIRECTORS

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

<u>NAME</u>	<u>ADDRESS</u>
Douglas E. Turner	3138 W. Tharpe Street Tallahassee, FL 32303
John C. Barnett	3138 W. Tharpe Street Tallahassee, FL 32303
Janet Meadows	3138 W. Tharpe Street Tallahassee, FL 32303

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each

annual meeting thereafter the members shall elect one director for a term of three years.

#### ARTICLE VIII

##### OFFICERS

The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time by resolution create. The election, term, removal and duties of the officers shall be as set forth in the By-Laws. Until the first election, Douglas E. Turner will serve as President, John C. Barnett will serve as Vice President and Janet Meadows will serve as Secretary and Treasurer.

#### ARTICLE IX

##### BY-LAWS

The initial By-Laws for the Association shall be adopted by a vote of a majority of the members of the Board of Directors. The By-Laws may be amended or altered at a regular or special meeting of the members, by a vote of majority of a quorum of members present in person or by proxy, in the manner and subject to any other conditions set forth in the By-Laws.

#### ARTICLE X

##### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) 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 the 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI

DURATION

The corporation shall exist perpetually.

ARTICLE XII

AMENDMENTS

(1) Amendments to these Articles shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of Directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided in this chapter for the giving of notice of meetings of members. If the meeting is an annual

meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon, unless any class of members is entitled to vote thereon as a class in which event the proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the votes of members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all members entitled to vote thereon.

(2) Any number of amendments may be submitted to the members and voted upon by them at one meeting.

(3) If all of the Directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though subsection (1) had been satisfied.

(4) The members may amend these Articles of Incorporation, without an act of the Directors at a meeting for which notice of the changes to be made is given.

#### ARTICLE XIII

#### FHA OR VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing

Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

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 16<sup>th</sup> day of August, 1984.

*Douglas E. Turner*

DOUGLAS E. TURNER  
3138 W. Tharpe Street  
Tallahassee, FL 32303

*John C. Barnett*

JOHN C. BARNETT  
3138 W. Tharpe Street  
Tallahassee, FL 32303

*Janet M. Meadows*

JANET MEADOWS  
3138 W. Tharpe Street  
Tallahassee, FL 32303

FILED  
AUG 20 3 56 PM '84  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA,  
COUNTY OF LEON.

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DOUGLAS E. TURNER, to me known to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION OF VILLAS OF WESTRIDGE II HOMEOWNERS ASSOCIATION, INC., and acknowledged before me that he executed the same for the uses and purposes therein expressed.