

EXHIBIT "B"

RECEIVED

ARTICLES OF INCORPORATION
OF
TWIN PONDS SUBDIVISION HOMEOWNERS ASSOCIATION, INC.
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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The undersigned, acting as incorporator of a non-profit corporation under Chapter 617 of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **TWIN PONDS SUBDIVISION HOMEOWNERS ASSOCIATION, INC.** (hereafter "the Association"). The initial principal place of business and mailing address of the Association shall be 810 East Fairbanks Ferry Road, Havana, Florida 32333.

ARTICLE II

The owners of lots in **TWIN PONDS**, a subdivision in Gadsden County, Florida (hereafter "the Subdivision"), shall be members of the Association as provided in the Declaration of Covenants, Conditions, Restrictions and Easements encumbering the Subdivision (hereafter "the Declaration").

The specific primary purpose for which the Association is formed are to provide for maintenance of the Common Areas of the Subdivision. Generally, the Association's purpose is to promote the health, safety, and welfare of the residents within the Subdivision.

In furtherance of the specific and general purposes, the Association shall have power to:

- (a) Perform all of the duties and obligations of the Association as set forth in the Declaration as amended from time to time which are applicable to the Subdivision;
- (b) Affix, levy and collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration as amended; and pay all expenses in

connection therewith, and all office and other expenses incidental to the conduct of the business of the Association;

(c) Acquire (by gift, purchase, or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of, real and personal property in connection with the affairs of the Association;

(d) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes; or annex additional residential property or common areas, provided that any merger, consolidation or annexation shall have the assent by vote or written instrument as specified in the Declaration.

(e) Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration applicable to the Subdivision and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is located in the Subdivision, but excluding persons or entities holding title merely as security for the performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot in the Subdivision.

ARTICLE IV

The period of duration of the Association shall be perpetual.

ARTICLE V

The name and address of the initial Registered Agent are:

Betty Butler West
810 East Fairbanks Road
Havana, Florida 32333

ARTICLE VI

The affairs of the Association shall be managed by a Board of Directors, a President and Vice President [both of whom shall at all times be members of the Board of Directors], and a Secretary and Treasurer. The officers shall be elected at the first meeting of the Board of Directors following each annual meeting of members.

The names of the officers who are to serve until the first election are:

<u>President:</u>	Betty Butler West
<u>Vice-President:</u>	C. Victor Butler, Jr.
<u>Secretary:</u>	Betty Butler West
<u>Treasurer:</u>	Betty Butler West

ARTICLE VII

The number of persons constituting the first Board of Directors of the Association shall be two (2), and the name and address of the persons who shall serve as Directors until the first election are:

C. Victor Butler, Jr., 3185 S. Conway Road, Orlando, Florida 32812

Betty Butler West, P.O. Box 546, Havana, Florida 32333

The Board of Directors shall have the number of Directors and be elected as specified in the Bylaws, and shall always have at least two (2).

ARTICLE VIII

Subject to the rights of the Declarant expressed in the Declaration, the Bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of a majority of the members existing at the time of, and present at, such meeting except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE IX

Subject to the rights of the Declarant expressed in the Declaration, amendments to these Articles of Incorporation may be proposed by any member of the Association and these Articles may be amended at any annual meeting of the Association or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of the members existing at the time of, and present at, such meeting.

ARTICLE X

The Association shall have two (2) classes of voting members:

Class A - Class A members shall be all owners of property within the Subdivision with the exception of Declarant, and shall be entitled to one (1) vote for each lot owned as defined in the Declaration. When more than one (1) person holds an interest in any lot, all such persons shall be members and the vote for that lot shall be exercised as they may determine among themselves.

Class B - The Class B member shall be the Declarant, as such term is defined in the Declaration who shall be entitled to two (2) votes for each lot within the Subdivision owned by Declarant. The Class B membership shall cease and be converted to Class A membership as provided in the Declaration.

ARTICLE XI

On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes.

ARTICLE XII

The name and street address of the incorporator to these Articles of Incorporation is as follows:

C. Victor Butler, Jr.
3185 S. Conway Road
Orlando, Florida 32812

EXECUTED by the incorporator on this 24 day of FEB, 2006.

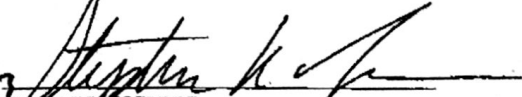

C. VICTOR BUTLER, JR.

STATE OF FLORIDA,
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared C. Victor Butler, Jr., who, first being duly sworn by me, and to me well known to be the individual described in the foregoing Articles of Incorporation, acknowledged to and before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal on this 24 day of FEB, 2006.




NOTARY PUBLIC
Print Name: Stephanie K Travis
My Commission Expires: Sept 14 2009