

ARTICLES OF INCORPORATION  
OF  
CHARLESTON MANOR TOWNHOUSE ASSOCIATION, INC.

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, all of whom are residents of the State of 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 CHARLESTON MANOR TOWNHOUSE ASSOCIATION, INC., a Florida corporation not for profit, hereafter called the "ASSOCIATION."

ARTICLE II

The principal office of the Association is located at 4755-C Old Spanish Trail, Pensacola, Florida 32504.

ARTICLE III

CHARLES F. JAMES, III, whose address is 4755-C Old Spanish Trail, Pensacola, Florida 32504 is hereby appointed the 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 and preservation of landscaped areas and the landscaping thereon, structures and parking areas located on the properties of CHARLESTON MANOR as more fully set forth in the Declaration of Covenants, Conditions and Restrictions recorded for the said CHARLESTON MANOR in the public records in and for Escambia County, Florida, and all powers, duties and obligations of the Association are subject to the terms of said covenants, conditions and restrictions.

(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,

SECRETARY  
TALLAHASSEE  
SEP 8 2 1983  
SPANISH TRAIL  
FLORIDA

hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Comptroller for 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) 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 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 three classes of voting membership.

Class A. Class A members shall be all those owners as defined in Article V with the exception of Class B and Class C

members. Class A members shall be entitled to four votes for each Lot in which they hold the interest required for membership in Article V. When more than one person holds such interest or interests in any Lot all such persons shall be members, and the votes for such Lot shall be exercised as they among themselves determine, but in no event shall more than four votes be cast with respect to any such Lot.

Class B. Class B members shall be all those owners of a subdivided lot. Class B members shall be entitled to one vote for each subdivided lot in which they hold the interest required for membership by Article V. When more than one person holds such interest or interests in any subdivided lot all such persons shall be members and the vote for such subdivided lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such subdivided lot.

Class C. Class C members shall be the Developer. The Class C member shall be entitled to eight votes for each Lot in which it holds the interest required for membership by Article V, provided that the Class C membership shall cease and become converted to Class A membership on the happening of any 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 C membership; or

(b) on September 1, 1984.

From and after the happening of these events, whichever occurs earlier, the Class C member shall be deemed to be a Class A member entitled to four votes for each Lot in which it holds the interests required for membership under Article V.

#### ARTICLE VII

##### BOARD OF DIRECTORS AND OFFICERS

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 may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who act

in the capacity of directors until the selection of their successors are:

4755-C Old Spanish Trail

Charles F. James, III

Pensacola, Florida 32504

3190 Apt. B Belle Meade Dr.

James A. Scoggins, III

Pensacola, Florida 32503

98 East Garden Street

Ronald W. Ritchie

Pensacola, Florida 32501

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 such directors as required to fill expiring terms.

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

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

PRESIDENT:

JAMES A. SCOGGINS, III

VICE-PRESIDENT:

CHARLES F. JAMES, III

SECRETARY/TREASURER:

JAMES A. SCOGGINS, III

#### ARTICLE VIII

#### BY-LAWS

The Board of Directors of this corporation shall provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the By-Laws may be amended, altered or rescinded by majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX  
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by all of the members. Upon dissolution of the Association, the assets of the Association shall be dedicated to any 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

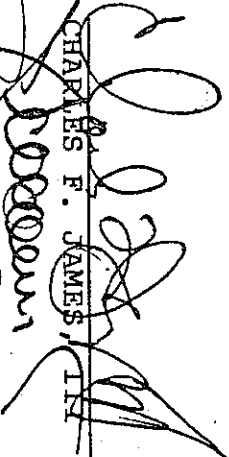
ARTICLE X  
DURATION

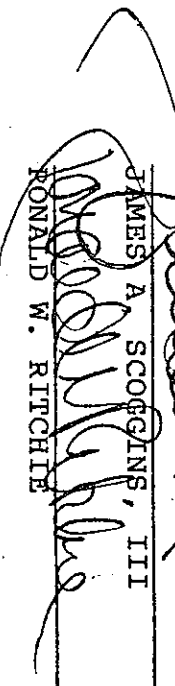
The corporation shall exist perpetually.

ARTICLE XI  
AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

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 14th day of September, 1983.

  
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CHARLES F. JAMES, III

  
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JAMES A. SCOGGINS, III

  
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RONALD W. RITCHE