



FLORIDA DEPARTMENT OF STATE

Jim Smith

Secretary of State

February 27, 1992

JAMES M. WEBER
C/O BEGGS & LANE, ATTYS.
P.O. BOX 12950
PENSACOLA, FL 32576-2950

Dear Mr. Weber:

The Articles of Incorporation for ROSEDOWN HOMEOWNERS ASSOCIATION OF PENSACOLA, INC. were filed on February 26, 1992, and assigned document number N47560.

Your check for \$122.50 covering the various fees has been received.

Enclosed is a certified copy of the articles.

A corporation annual report will be due this office between January 1 and July 1 of next year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact us at the address given below.

BRENDOLYN BRUTON
New Filings Section
Division of Corporations

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of ROSEDOWN HOMEOWNERS ASSOCIATION OF PENSACOLA, INC., a corporation organized under the Laws of the State of Florida, filed on February 26, 1992, as shown by the records of this office.

The document number of this corporation is N47560.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
27th day of February, 1992.



CR2EO22 (2-91)

Jim Smith
Secretary of State

purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Rosedown Homeowners Association of Pensacola, Inc., hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 1441 Fairchild Street, Pensacola, Florida, 32514.

ARTICLE III

Donald W. Moore, whose address is 1441 Fairchild Street, Pensacola, Florida, 32514, 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 of the subdivision and the Common Areas and architectural control of the residential lots or building sites, including the purchase of necessary insurance for the protection of the Association and the Owners, with said subdivision property being described as follows:

Lots 1 through 10, inclusive, Block A; Lots 1 through 32, inclusive, Block B; and Parcels "C" and "D", ROSEDOWN, a subdivision of a portion of Section 19, Township 1 North, Range 30 West, Escambia County, Florida, according to plat of said subdivision as recorded in Plat Book 14, at Page 76 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

applicable to the property and recorded or to be recorded in the Office of the Comptroller 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, and with the assent of two-thirds (2/3) of the entire membership mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) 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 two-thirds (2/3) of the entire membership, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes 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 or building site 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 or building site 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 with the exception of the Declarant and shall be entitled to one vote for each lot or building site owned. When more than one person holds an interest in any lot or building site, all such persons shall be members. The vote for such lot or building site shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot or building site.

Class B. The Class B member(s) shall be the Declarant, Connell Realty and Development Company, Inc., and shall be entitled to three (3) votes for each lot or building site owned. The Class B membership shall cease and be converted to Class A membership on the happening of

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than eleven (11) directors, the exact number to be determined by the existing Board of Directors at least thirty (30) days prior to the annual meeting. All Directors shall be members in good standing of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The Directors shall be elected at the annual meeting of the members of the Association. The manner and method in which the Directors are to be elected or appointed shall be as set forth in the By-Laws. The names and addresses of the persons who are to act in the capacity of Directors until the election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Chris R. Webb	6160 North Davis Highway Suite 5 Pensacola, Florida 32504
Donald W. Moore	1441 Fairchild Street Pensacola, Florida 32514
Danette Moore	1441 Fairchild Street Pensacola, Florida 32514

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the Officers and shall be a President, Vice President, a Secretary, a Treasurer and such other officers as may be provided in the By-Laws. The same person can hold the office of both Secretary and Treasurer. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of

Secretary/
Treasurer

1441 Fairchild Street
Pensacola, Florida 32514

Danette Moore
1441 Fairchild Street
Pensacola, Florida 32514

ARTICLE IX

MEMBERS' MEETINGS

The annual members' meetings shall be held at the office of the corporation at 7:00 P.M., Central Standard Time, on the second Tuesday in December of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members; provided, if that day is a legal holiday, the meeting shall be held at the same hour on the next day that is not a holiday. Special members' meetings shall be held in accordance with the By-Laws.

ARTICLE X

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Section 1. Notice of subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

Section 2. A resolution for the adoption of a proposed amendment may be provided either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may exercise their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided:

- (a) Such approvals must be by not less than seventy-five percent (75%) of the entire

BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XII

DURATION

The corporation shall exist perpetually.

ARTICLE XIII

DISSOLUTION

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

ARTICLE XIV

SUBSCRIBERS

The name and residence address of the subscriber to these Articles is Chris R. Webb, 6160 North Davis Highway, Suite 5, Pensacola, Florida 32504.

Common Area, dedication of Common Area, dissolution and amendment of the Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation on this 27th day of JAN., 1992.

Chris R. Webb
Chris R. Webb

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before the undersigned subscriber, a Notary Public, personally came and appeared Chris R. Webb, who is personally known to me or has produced KNOWN TO ME (type of identification) as identification, and did not take an oath, and acknowledged that he executed the same for the uses and purposes therein set forth.

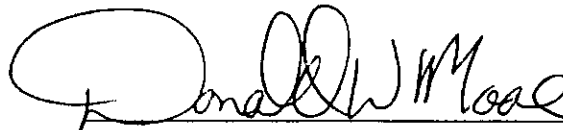
GIVEN under my hand and official seal this 27th day of JAN., 1992.

Deborah B. Schwartz
Sign Name
Deborah B. Schwartz
Print Name
Notary Public, State of Florida
at Large
My Commission Expires: 9/6/92

desiring to organize under the laws of the State of Florida, with its principal office at 1441 Fairchild Street, Pensacola, Florida, 32514, has designated Donald W. Moore as its Registered Agent and has designated 1441 Fairchild Street, Pensacola, Florida, 32514, as its Registered Office, for accepting service of process within the State.

ACKNOWLEDGMENT: (Must be signed by designated Agent)

Having been named to accept service of process for the above named corporation, at place designated in this Certificate, I hereby accept and agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

A handwritten signature in cursive script, appearing to read "Donald W. Moore". The signature is written in dark ink and is positioned above a horizontal line.

Donald W. Moore
Registered Agent