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ARTICLES OF INCORPORATION
OF
VIEUX CARRÉ HOMEOWNERS ASSOCIATION, INC.

Pursuant to the provisions of Chapter 617, Florida Statutes,
I, the undersigned natural person competent to contract, acting
as incorporator of a corporation not-for-profit, hereby adopt the
following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is VIEUX CARRÉ HOMEOWNERS
ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Association
is 1415 East Piedmont, Suite 3, Tallahassee, Florida 32312.

ARTICLE III

REGISTERED AGENT

Byron B. Block, whose address is 1415 East Piedmont, Suite
3, Tallahassee, Florida 32312, 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 and
preservation of the Common Area and other maintenance as is
further provided in the Declaration of Restrictive Covenants (the

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"Declaration") for Vieux Carré subdivision recorded or to be

recorded with the office of the Clerk of the Circuit Court of Leon County, Florida; to provide for the architectural control of the Homesites (as defined in the Declaration) within Vieux Carré Subdivision; and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereinafter be brought within the jurisdiction of this Association, and in furtherance of these purposes, to:

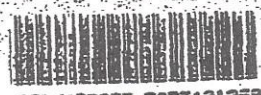
(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment of, 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)

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of the 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;

(e) dedicate, sell or transfer all or any part of the
Common Areas to any public agency or authority or utility for
such purposes and subject to such conditions as may be provided
in the Declaration;

(f) participate in mergers and consolidation with other
non-profit 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 seventy-five percent (75%) of all votes of each voting
class of membership in the Association and seventy-five percent
(75%) of the Board of Directors of the Association; and

(g) have and to exercise any and all powers, rights and
privileges which a corporation organized under Chapter 617,
Florida Statutes, by law may now or hereafter have and exercise.

ARTICLE V
MEMBERSHIP

Each Homesite which is subject by covenants of record to
assessment by the Association shall have appurtenant thereto a
membership in the Association, which membership shall be held by
the person or entity, or in common by the persons or entities,
owning such Homesite, except that no person or entity holding an
interest or title to a Homesite as security for performance of an

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obligation shall acquire the membership appurtenant to such Homesite by virtue of such interest or title. In no event may any membership be severed from the Homesite to which it is appurtenant.

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 Homesite owned. When more than one (1) person holds an interest in any Homesite, all such persons shall be members. The vote for such Homesite shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Homesite.

Class B. Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Homesite owned. The Class "B" membership shall cease and be 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 in the Class "B" membership; or
- (b) Fifteen (15) years from the date of filing of the Declaration; or
- (c) At such time as the Class "B" member voluntarily

relinquishes its right to vote.

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ARTICLE VII
BOARD OF DIRECTORS

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The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) members, and in the future the number will be determined from time to time in accordance with the provisions of the By-Laws of the corporation. The number of Directors on the Board of Directors shall be an odd number.

The names and addresses of the persons who are to act in the capacity of Director until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Byron B. Block	1415 East Piedmont, Suite 3 Tallahassee, Florida 32312
Penny Berk	5720 Oak Landing NW Atlanta, Georgia 30327
Donna Benningfield	1285 Manor Horse Drive Tallahassee, Florida 32312

At the first annual meeting and at each succeeding meeting until such time as the Class B membership lapses, the members shall elect three (3) directors, each for a term of one (1) year.

At the first annual meeting after the Class B membership ceases to exist, the members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years, and a fifth (5th) director for a term of three (3) years.

The candidate receiving the largest number of votes shall serve as director for three (3) years; the two candidates receiving the second and third largest vote shall serve as directors for two (2) years; and the two candidates receiving the fourth and fifth largest vote shall serve as directors for one (1) year. At each annual meeting thereafter the members shall elect the appropriate number of directors for a term of three (3) years.

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ARTICLE VIII



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OFFICERS

The officers of this Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors; a Secretary, Treasurer, and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of members. The names of the officers who are to serve until the first election of officers are:

PRESIDENT
SECRETARY/TREASURER
ASSISTANT SECRETARY/TREASURER

BYRON B. BLOCK
DONNA BENNINGFIELD
PENNY BERK

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

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Whether civil, criminal, administrative, or investigative,
other than one by or in the right of the Association to procure a
judgment in its favor, brought to impose a liability or penalty
on such person for an act alleged to have been committed by such
person in his capacity of Director or officer of the Association,
or in his capacity as Director, officer, employee or agent of any
other corporation, partnership, joint venture, or other
enterprise which he served at the request of the Association,
against judgments, fines, amounts paid in settlement and
reasonable expenses, including attorneys' fees, actually and
necessarily incurred as a result of such action, suit or
proceeding or any appeal therein, if such person acted in good
faith in the reasonable belief that such action was in the best
interests of the Association, and in criminal actions or
proceedings, without reasonable ground for belief that such
action was unlawful. The termination of any such action, suit or
proceeding by judgment, order, settlement, conviction or upon a
plea of nolo contendere or its equivalent shall not in itself
create a presumption that any such Director or officer did not
act in good faith in the reasonable belief that such action was
in the best interests of the Association or that he had
reasonable grounds for belief that such action was unlawful.

B. By or in the right of the Association to procure a
judgment in its favor by reason of his being or having been a
Director or officer of the Association, or by reason of his being
or having been a Director, officer, employee or agent of any

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other corporation, partnership, joint venture, trust or other

enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association, unless and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

C. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a

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quorum consisting of Directors who were not parties to such
action, suit or proceeding.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE X

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of its Directors or officers are Directors or officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. However, such Director or officer must disclose such financial or other interest. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.



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ARTICLE XI



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BY LAWS

By-Laws shall be initially adopted by the Board of Directors after which these By-Laws may be amended, 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

ANNEXATION

Residential Property, common area and recreational facilities may be annexed to the Property with the consent of a majority of the Board of Directors of the Association. Such Annexation shall become effective upon the recording of an amendment to the Declaration in the Public Records of Leon County, Florida.

ARTICLE XIII

AMENDMENTS

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by a majority of the Board of Directors or twenty-five percent (25%) of the voting members. Amendment of these Articles of Incorporation shall require the assent of not less than seventy-five percent (75%) of the total number of votes of the membership, except that the Board of Directors may amend these Articles of Incorporation

without the assent of the membership to correct any ambiguities, scrivener's errors or conflicts appearing within these Articles of Incorporation.

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ARTICLE XIV
DISSOLUTION



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The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the total number of the 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 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. Any action under this Article is subject to the procedures and requirements of Florida Statute 617.05.

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ARTICLE XV

DURATION

The corporation shall exist perpetually.



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ARTICLE XVI

INCORPORATOR

The name and address of the incorporator is as follows:

NAME

Byron B. Block

ADDRESS

1415 East Piedmont, Suite 3
Tallahassee, Florida 32312

IN WITNESS WHEREOF, for the purpose of forming this
corporation under the laws of the State of Florida, I, the
undersigned, constituting the incorporator of this Association,
have executed these Articles of Incorporation this 7 day of
August, 1997.

Byron B. Block
Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS



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FOR SERVICE OR PROCESS WITHIN

THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Statute:

THAT VIEUX CARRÉ HOMEOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal offices at 1415 East Piedmont, Suite 3, Tallahassee Florida 32312, has named Byron B. Block, Esquire whose office is located at 1415 East Piedmont, Suite 3, Tallahassee, Florida 32312 as its agent to accept service of process with the State.

ACKNOWLEDGMENT

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 provisions of said Act relative to keeping open said office.


BYRON B. BLOCK