

ARTICLES OF INCORPORATION OF
BISCAYNE POINTE HOMEOWNERS ASSOCIATION OF SANTA ROSA COUNTY, INC.

(2001 Amendment Incorporated)

In compliance with the requirements of Chapter 607 and 617, Florida statutes, the undersigned, for the purposes of forming a corporation not for profit, does hereby adopt the following Articles of Incorporation for such corporation.

Article I – Name

The name of the corporation shall be Biscayne Pointe Homeowners Association of Santa Rosa County, Inc (hereinafter “Association”).

Article II – Non-Profit Purpose

The Association is formed exclusively for purposes for which a corporation may be formed under the Not-for-Profit Corporation Law of the State of Florida, and not for any pecuniary profit or financial gain. No part of the assets, income or profits of the Association shall be distributed to its members, directors or officers. The Association shall not engage in any activity prohibited to a not-for-profit corporation under the laws of the State of Florida. Further, no Member, Director, Officer, or person from whom the Association may receive any property or funds shall receive or shall be lawfully entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Association be paid as a salary or as compensation to, or distributed to or inure to the benefit of any Director; provided, however, (a) reasonable compensation may be paid to any Member while acting as an agent or employee of the Association for services rendered in effecting one or more of the purposes of the Association, and (b) any Director may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of the Association, subject to prior approval by the Board.

Article III – General and Specific Purposes and Powers

A. General Purposes. Subject to Article II hereof, the general purposes for which the Association is formed are to operate solely to provide for the acquisition, construction, annexation, management, maintenance, and care of that certain real property located in Section 23, Township 2 South, Range 26 West, presently owned by Biscayne Pointe Properties, Inc., a Florida Corporation, which property is known as Biscayne Pointe, a subdivision recorded in Plat Book E, Page 99, of the Public Records of Santa Rosa County, as well' as any additions thereto or phases thereof (hereinafter the “Subdivisions”) as will qualify it as a tax exempt

“residential real estate management association” under section 528 of the Internal Revenue Code of 1986, as amended, or similar provisions of subsequent federal tax laws.

B. Specific Purposes. Subject to part (A) of this Article III, the specific purposes for which the Association is formed include, among other things, the following:

1. To 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 of Covenants, Conditions and Restrictions of Biscayne Pointe which are recorded at Book 1166, Page 499 (Biscayne Pointe Declaration) and Official Record Book 1213, Page 354 (Pine Ranch Annexation), respectively, as amended and recorded in Book 1268, Page 368 (Amendment 1 to Biscayne Pointe Declaration) of the public records of Santa Rosa County, Florida, and as further amended and/or restated from time to time, and which Declaration refers to the "Biscayne Pointe Homeowners Association, Inc ." (hereafter the "Declarations"), and as the same may be amended, supplemented or restated from time to time as therein provided;

2. To encourage the County of Santa Rosa and other appropriate entities to provide property maintenance and upkeep of the public roads and public areas adjacent to and about the subdivisions, and if found desirable, to provide such maintenance and upkeep by direct action;

3. To encourage the owners of residential properties in and about the Subdivision areas to maintain their properties in a manner which will reflect favorably upon the entire area and to enforce, to the extent possible the "Declarations;" and

4. To function as a clearinghouse and catalyst with respect to community betterment ideas, whether originating from individual residents or property owners in and about the Subdivision areas, or with the Board of Directors of this Association.

C. Powers. Subject to Article II hereof, the Association shall have all the powers granted to a not-for-profit corporation under the laws of the State of Florida which are necessary or appropriate to carry out or implement the general and specific purposes set forth above and for which this Association is formed (except any power which would invalidate its status as a “residential real estate management association” under section 528 of the Internal Revenue Code of 1986, as amended, or similar provisions of subsequent federal tax laws) . Specifically, but without limitation, the powers and duties of an Association include those set forth in Florida Statute Chapter 720 and, except as expressly limited or restricted, those set forth in the governing documents. The Association may institute, maintain, settle, or appeal actions or hearings in its name on behalf of all Members concerning matters of common interest to the Members, including, but not limited to, the Common Areas; roof or structural components of a building, or other improvements for which the association is responsible; mechanical, electrical, or plumbing elements serving an improvement or building for which the association is responsible; representations of the developer pertaining to any existing or proposed commonly used facility;

and protesting ad valorem taxes on commonly used facilities. The Association may defend actions in eminent domain or bring inverse condemnation actions. Before commencing litigation against any party in the name of the association involving amounts in controversy in excess of \$100,000, the Association must obtain the affirmative approval of a majority of the Members at a meeting of the Membership at which a quorum has been attained. This does not limit any statutory or common-law right of any individual Member to bring any action without participation by the Association. A Member does not have authority to act for the Association by virtue of being a Member.

Articles IV – Membership and Voting Rights

A. The Association shall consist of all Owners (as defined in the Declarations) of Lots (as defined in the Declarations) shown on the Plat. (as defined in the Declaration). Every Owner of a Lot in this Subdivision shall be a member of the Association. Membership shall be appurtenant to and may not be separated from the ownership of any Lot.

B. All Owners of lots in the Development shall be entitled to one vote for each Lot owned. When more than one person holds an interest in a Lot, all such persons shall be members. The vote for such Lot shall be exercised as determined by the Owners thereof, but in no event shall more than one vote be cast with respect to any Lot.

Article V – Term

The term for which this Association is to exist shall be perpetual, commencing upon the date of subscription and acknowledgement of these Articles of Incorporation.

Article VI – Management of Corporate Affairs

A. Board of Directors. The Board of Directors is the policy-making body of the Association and may exercise all the powers and authority granted to the Association by law. The powers of the Association shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of nine (9) directors. Directors and Officers must be members of the Association in good standing, all assessments paid, and no pending violations to the rules of the Subdivision or Architectural Review Committee. Directors may attend all duly called and noticed meetings of the Board in person, or by telephone if a speaker telephone is available at the meeting location.

B. Election of Directors. All directors shall be elected for terms of three (3) years, with three (3) Directors elected at each annual General Membership Meeting, in order to provide continuity to the Board. Each director shall serve for his respective term of office and subsequently until his successor is duly elected and qualified unless he is removed in the manner elsewhere provided.

C. Corporate Officers. The Officers of the Association shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may also, from time to time, elect one or more vice presidents of the Association. The Board of Directors may, in its sole discretion, elect to combine any two or more offices such that one person shall hold the combined offices, except that the offices of President and Secretary may not be combined, and the office of President and Treasurer may not be combined. The Officers of the Association shall be elected annually by and from the Board of Directors at the first meeting of the Board of Directors following the General Membership Meeting at which the Board was elected.

D. Members' Meetings. The annual meeting of members shall be held in November of each year at a date, time and place to be determined by the Board of Directors. Special Meetings of the Members may be called at any time by the President, by a Majority of sitting Board of Directors (50% + 1 or more of the directors excluding vacancies) or, in accordance with Florida Statute 720.306 (3), upon written request of ten percent (10%) of the entire Membership entitled to vote. The business conducted at a Special Meeting of the Members is limited to the purpose or purposes described in the notice for the meeting.

E. Vacancies. The Chairman shall recommend, and the Board shall approve, an Association Member to fill any vacancies which occur in the membership of the Board of Directors between annual General Membership Meetings. The interim successor shall serve until the next General Membership Meeting where a replacement Director will be elected to serve the remainder of the original Director's term. In the event of a vacancy in the office of President, the Vice President becomes President. In the event the death, resignation, or removal of an Officer, the Board will elect a replacement from among its ranks in a manner to be specified in the Bylaws.

F. Committees. The Board of Directors shall appoint such Committees as are required by the governing documents of the Association and such other committees as it in its sole discretion determines to be necessary. In appointing members to the Architectural Review Committee, the Board shall ensure that one member of said committee is also simultaneously a member of the Board of Directors. Boardmembers shall be *ex officio* members of any committee.

Article VII – Bylaws

The bylaws of the Association are to be made, and may be amended, altered or rescinded, by the Board of Directors of the Association.

Article VIII – Amendment

Amendment of these Articles of Incorporation may be proposed by a motion of any member of the Association or by resolution of the Board of Directors, and shall be adopted by a vote of two-thirds of the members present at any regular meeting of the members of the Association at which a quorum has been attained, or at any special meeting of the members of the Association called for that purpose, or by unanimous vote of the Board of Directors of the Association.

Article IX- Registered Agent

The Registered Agent of the Association upon whom process may be served is Shari Thieman Greene, and the address of the registered office of this corporation is The Law Offices of Lynchard and Greene, P.L., 1901 Andorra Street Navarre, FL 32566.

Article X – Incorporator

The name and address of the incorporator is as follows:

Garrett W. Walton
P.O. Drawer 1271
Pensacola, Florida 32596



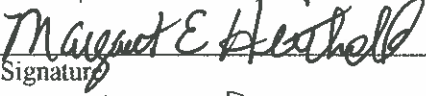






Article XI – Distribution on Dissolution

Upon the dissolution of the Association (other than incident to merger or consolidation), the directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, or scientific purposes as shall then qualify it as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the directors may determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Escambia County, Florida, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, for the purpose of forming the Association under the laws of the State of Florida, I, the undersigned, constituting the incorporator of the Association, have executed these Articles of Incorporation on the day indicated.

**Biscayne Pointe Homeowners' Association
of Santa Rosa County, Inc.**

We, the undersigned boardmembers of the Biscayne Pointe Homeowners' Association of Santa Rosa County, do hereby certify that the Board of Directors has voted unanimously to amend and restate the articles of incorporation of the association in accordance with Article VII of the current (2001) Articles of Incorporation of the Biscayne Pointe Homeowners' Association of Santa Rosa County.

Mr. Hull, President	 Signature	<u>20 MAR 2012</u> Date
Mr. Campbell, Vice-President	 Signature	<u>20 Mar 2012</u> Date
Mrs Heithold, Secretary	 Signature	<u>20 MAR 12</u> Date
Mr. Scandone, Treasurer	 Signature	<u>03-20-2012</u> Date
Mr. Couch, Boardmember	 Signature	<u>3-20-12</u> Date
Mr. Hummel, Boardmember	 Signature	<u>3-20-12</u> Date
Mr. Mitchell, Boardmember	 Signature	<u>20 MAR 12</u> Date
Mr. Perry, Boardmember	 Signature	<u>20 Mar 12</u> Date
Mr. Wymore, Boardmember	 Signature	<u>20 MAR 12</u> Date