

ARTICLES OF INCORPORATION

OF

MAJESTIC OAKS HOMEOWNERS ASSOCIATION
OF TALLAHASSEE, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of Leon County, 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

Name

The name of the corporation is
MAJESTIC OAKS HOMEOWNERS ASSOCIATION OF TALLAHASSEE, INC.
hereinafter called the "Association."

ARTICLE II

Address

The principal office of the Association is located at
3045 Tower Court, Tallahassee, Florida 32303

ARTICLE III

Resident Agent

The initial resident agent of this Association is
James R. Guerino whose address is 3045 Tower
Court, Tallahassee, Florida.

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, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

SEE EXHIBIT "A" ATTACHED HERETO
AND BY REFERENCE MADE A PART HEREOF

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose 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 that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the Clerk of Circuit Court, Leon 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 each class of 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 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 each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit 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 two-thirds (2/3) of each class of members;

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

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes of each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either 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 B membership; or
- (b) On March 31 1989.

ARTICLE V.I

Board of Directors

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The member of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Richard L. Pelham	3045 Tower Court Tallahassee, Florida 32303
James R. Guerino	3045 Tower Court Tallahassee, Florida 32303
Jack Quick	413 Margaret Court Tallahassee, Florida

ARTICLE VIII

Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of 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 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. This procedure shall be subject to Court approval on dissolution pursuant to F.S. 617.05.

ARTICLE IX

Duration

The corporation shall exist perpetually.

ARTICLE X

Amendments

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

ARTICLE XI

Bylaws

The Bylaws may be amended, altered or rescinded at a regular or special meeting of the members, by a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.

In the case of any conflict between these Articles and the Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and the Bylaws, the Declaration shall control.

ARTICLE XII

FHA/VA Approval

As long as there is a Class B membership, the following actions/^{when appropriate} will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XIII

Subscribers and Officers

The subscribers, who shall also serve as officers of this corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
RICHARD L. PELHAM	President	3045 Tower Court Tallahassee, Florida 32303
JAMES R. GUERINO	Vice President	3045 Tower Court Tallahassee, Florida 32303
DANA H. PELHAM	Secretary/Treas.	3045 Tower Court Tallahassee, Florida 32303

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 11th day of February, 1985.

Signed, sealed and delivered in our presence as witnesses:

[Signature]
[Signature]

[Signature] [SEAL]
RICHARD L. PELHAM
[Signature] [SEAL]
JAMES R. GUERINO
[Signature] [SEAL]
DANA H. PELHAM

STATE OF FLORIDA]
COUNTY OF LEON]

The foregoing Articles of Incorporation were acknowledged before me by RICHARD L. PELHAM, JAMES R. GUERINO, and DANA H. PELHAM this 11th day of February, 1985.

[Signature]
Notary Public

My Commission expires:
STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MAY 25 1985
GENERAL INS. UNDERWRITERS

EXHIBIT "A"

Commence at a concrete monument marking the Northwest corner of the Southwest Quarter of Section 32 (also being the Northeast corner of the Southeast Quarter of Section 31), Township 2 North, Range 1 West, Leon County, Florida, and run thence South 88 degrees 10 minutes 33 seconds East along the North boundary of the Southwest Quarter of said Section 32, a distance of 447.63 feet to an iron pipe, thence South 17 degrees 03 minutes 28 seconds West 506.76 feet to the approximate 88.3 contour of Lake Jackson as follows: South 29 degrees 34 minutes 28 seconds West 359.53 feet, thence South 01 degree 25 minutes 14 seconds East 198.42 feet, thence South 14 degrees 07 minutes 28 seconds West 221.26 feet, thence South 08 degrees 15 minutes 38 seconds East 193.96 feet to the Point of Beginning. From said Point of Beginning continue thence along said approximate 88.3 contour of Lake Jackson as follows: South 22 degrees 24 minutes 20 seconds East 326.28 feet, thence South 44 degrees 13 minutes 14 seconds East 268.04 feet, thence North 33 degrees 01 minutes 40 seconds East 231.99 feet, thence South 66 degrees 58 minutes 08 seconds East 190.03 feet, thence South 28 degrees 30 minutes 22 seconds West 161.96 feet, thence South 87 degrees 06 minutes 22 seconds West 218.56 feet, thence South 07 degrees 10 minutes 50 seconds East 295.44 feet, thence South 46 degrees 02 minutes 02 seconds East 92.22 feet, thence South 19 degrees 10 minutes 10 seconds West 150.0 feet, thence leaving said approximate 88.3 contour of Lake Jackson run West 680.0 feet, more or less, to a point on the Easterly right of way boundary of State Road No. 157 (Old Bainbridge Road), thence Northwesterly along said Easterly right of way boundary 1120.0 feet, more or less, thence leaving said Easterly right of way boundary run East 374.0 feet, more or less, to the Point of Beginning, containing 16740 acres, more or less.

(10)
(11)

State of Florida



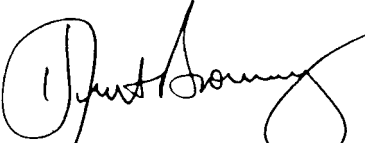
Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of MAJESTIC OAKS HOMEOWNERS ASSOCIATION OF TALLAHASSEE, INC., a corporation organized under the laws of the State of Florida, filed on July 18, 1985, as shown by the records of this office.

The document number of this corporation is N10313.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Sixteenth day of January, 2008




Kurt S. Bronning
Secretary of State