ARTICLES OF INCORPORATION

OF

WILKINSON WOODS HOMEOWNERS ASSOCIATION, INC.

We, the undersigned, acting as incorporators of a non-profit corporation under Chapter 617 of the Florida Statutes; do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation (hereinafter called the Association) is WILKINSON WOODS HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The owners of property in WILKINSON WOODS shall be members of this Association. The legal description of the property composing WILKINSON WOODS is described in Exhibit "A" attached hereto.

The specific primary purposes for which the Association is formed are to provide for maintenance of roads and architectural control of buildings on the residence lots within the subdivision. Generally, the Association's purpose is to promote the health, safety, and welfare of the residents within the subdivision.

In furtherance of the specific and general purposes, the Association shall have power to:

- (a) Perform all of the duties and obligations of the Association as set forth in restrictive covenants applicable to the subdivision;
- (b) Affix, levy and collect and enforce payment by any lawful means of, all charges and assessments pursuant to the terms of the applicable restrictive covenants; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association;
- (c) Acquire (by gift, purchase, or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of,

real and personal property in connection with the affairs of the Association;

- (d) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes; or annex additional residential property or common areas, provided that any merger, consolidation or annexation shall have the assent by vote or written instrument of one-half (½) of each class of members;
- (e) Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the restrictive covenants, and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is within the property described in Exhibit "A", but excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot.

ARTICLE IV

The period of duration of the Association shall be perpetual.

ARTICLE V

The address of the principal office of the Association, and the name of the registered agent at such address, is:

James M. Boynton	Registered Office:
P. O. Box 4167	930 Thomasville Road
Tallahassee, F1 32315	Tallahassee, FL 32303

ARTICLE VI

The affairs of the Association shall be managed by a board of directors, a president and vice president, who shall at all times be members of the board of directors, and a secretary and treasurer. Such officers shall be elected at the first meeting of the board of directors following each annual meeting of members.

The names of the officers who are to serve until the first election are:

James M. Boynton	-	President Vice-President			
Bubba Seay	-				
Daniel W. Miller	-	Secretary/Treasurer			

ARTICLE VII

The number of persons constituting the first board of directors of the Association shall be three (3), and the names and addresses of the persons who shall serve as directors until the first election are:

James M. Boynton Bubba Seay Daniel W. Miller	P.	0.	Box	4167,	Tallahassee, Tallahassee, Tallahassee,	F1	32315

ARTICLE VIII

The Bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of a majority of each class of members existing at the time of and present at such meeting except that the initial Bylaws of the Association shall be made and adopted by the board of directors.

ARTICLE IX

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association or at any special meeting duly called and held for such purpose, on the

affirmative vote of a majority of each class of members existing at the time of, and present at such meeting.

ARTICLE X

The Association shall have two (2) classes of votting members as follows:

Class A - Class A members shall be all owners of property within the subdivision with the exception of Declarant, and shall be entitled to one (1) vote for each unit owned as defined in the restrictive covenants. When more than one (1) person holds an interest in any lot, all such persons shall be members. The vote or votes for such lot shall be exercised as such members may determine among themselves.

Class B - The Class B member shall be the Declarant, as such term is defined in the Declaration of Restrictive Covenants of WILKINSON WOODS, who shall be entitled to two (2) votes for each lot within the subdivision owned by Declarant. The Class B membership shall cease and be converted to Class A membership as provided in the Restrictive Covenants of WILKINSON WOODS.

ARTICLE XI

On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes.

EXECUTED this 16th day of _____

f (june), 1987.

DANIED W. MILLER, Incorporator

BUBBA SEAY, Incorporator

JIMMY BOYNTON REALTY, INC., Incorporator

James M. Boynton, James M. Boynton,

ts President and Registered Agent of WILKINSON WOODS

JME4/gfs 06/08/87

GARDNER, SHELFER & DUGGAR, P.A. Attorneys for Association 1300 Thomaswood Drive Tallahassee, FL 32312 (904) 385-0070

STATE OF FLORIDA, COUNTY OF LEON.

BEFORE ME, the undersigned authority, personally appeared DANIEL W. MILLER, who, first being duly sworn by me, and to me well known to be the individual described in the foregoing Articles of Incorporation, acknowledged to and before me that he executed the same for the purposes expressed therein.

> WITNESS my hand and official seal on this //// day of , 1987.

> > NOTARY

My Commission Expires:

STATE OF FLORIDA, COUNTY OF LEON.

NOTARY PUBLIC. STATE OF FLORIDA MY COMMISSION EXPIRES: FEB. 17. 1991. BONDED THRU NOTARY PUBLIC UNDERWRITERS.

BEFORE ME, the undersigned authority, personally appeared BUBBA SEAY, who, first being duly sworn by me, and to me well known to be the individual described in the foregoing Articles of Incorporation, acknowledged to and before me that he executed the same for the purposes expressed therein.

> WITNESS my hand and official seal on this , 1987.

> > PUBLIC

My Commission Expires:

NOTARY PUBLIC. STATE OF FLORIDA MY COMMISSION EXPIRES: FEB. 17, 1991. BONDED THRU NOTARY PUBLIC UNDERWRITERS

STATE OF FLORIDA, COUNTY OF LEON.

BEFORE ME, the undersigned authority, personally appeared JAMES M. BOYNTON as President of JIMMY BOYNTON REALTY, INC. , who, first being duly sworn by me, and to me well known to be the individual described in the foregoing Articles of Incorporation, acknowledged to and before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal on this /// day of

My Commission Expires:

PUBI

NOTARY PUBLIC. STATE OF FLORIDA MY COMMISSION EXPIRES: FEB. 17. 1991. BONDED THRU NOTARY PUBLIC UNDERWRITERS

JMB4/gfs 06/08/87

BEGIN AT A LIGHT WOOD STAKE (FOUND) KNOWN AS MARKING THE LOCALLY ACCEPTED NORTHEAST CORNER OF SECTION 10, TOWNSHIP 2 SOUTH, RANGE 1 EAST, LEON COUNTY, FLORIDA AND RUN THENCE NORTH 89 DEGREES 32 MINUTES 02 SECONDS EAST 642.80 FEET TO A LIGHT WOOD (FOUND) MARKING THE LOCALLY ACCEPTED SOUTHEAST CORNER OF THE WEST HALF OF THE WEST HALF OF SECTION 11 OF SAID TOWNSHIP 2 SOUTH, RANGE 1 EAST, THENCE NORTH OF DEGREES 16 MINUTES OO SECONDS WEST 1260.55 FEET TO A LIGHT WOOD STAKE (FOUND); THENCE NORTH OO DEGREES 24 MINUTES 41 SECONDS WEST 1479.91 FEET TO A CONCRETE MONUMENT (SET); THENCE SOUTH 89 DEGREES 11 MINUTES 23 SECONDS WEST 668.48 FEET TO A CONCRETE MONUMENT (SET): THENCE SOUTH 00 DEGREES 19 MINUTES 31 SECONDS EAST 68.46 FEET TO A CONCRETE MONUMENT (FOUND) MARKING THE LOCALLY ACCEPTED NORTHWEST CORNER OF THE SOUTHWEST QUARTER OF SECTION 2, TOWNSHIP 2 SOUTH, RANGE 1 EAST; THENCE SOUTH 89 DEGREES 29 MINUTES 41 SECONDS WEST 632.21 FEET TO A CONCRETE MONUMENT (SET) MARKING THE LOCALLY ACCEPTED NORTHWEST CORNER OF THE EAST HALF OF THE EAST HALF OF THE SOUTHEAST QUARTER OF SECTION 3, TOWNSHIP 2 SOUTH, RANGE 1 EAST; THENCE SOUTH 00 DEGREES 13 MINUTES 11 SECONDS EAST 1331.63 FEET TO A LIGHT WOOD STAKE (FOUND); THENCE CONTINUE SOUTH OO DEGREES 13 MINUTES 13 SECONDS EAST 1331.63 FEET TO AN IRON SHAFT (FOUND) MARKING THE LOCALLY ACCEPTED SOUTHWEST CORNER OF THE EAST HALF OF THE EAST HALF OF THE SOUTHEAST QUARTER OF SAID SECTION 3; THENCE SOUTH 89 DEGREES 24 MINUTES 58 SECONDS WEST 1999.52 FEET TO A DRIVE SHAFT (FOUND) MARKING THE LOCALLY ACCEPTED NORTHWEST CORNER OF THE NORTHEAST QUARTER OF THE AFORESAID SECTION 10; THENCE WEST 1319.91 FEET TO A LIGHT WOOD STAKE (FOUND) MARKING THE LOCALLY ACCEPTED NORTHWEST CORNER OF THE EAST HALF OF THE NORTHWEST QUARTER OF SAID SECTION 10; THENCE SOUTH 00 DEGREES 21 MINUTES 10 SECONDS EAST 2639.14 FEET TO A CONCRETE MONUMENT (FOUND) MARKING THE LOCALLY ACCEPTED SOUTHWEST CORNER OF THE EAST HALF OF THE NORTHWEST QUARTER OF SAID SECTION 10; THENCE NORTH 89 DEGREES 40 MINUTES 31 SECONDS EAST 1343.06 FEET TO A CONCRETE MONUMENT (FOUND) MARKING THE LOCALLY AT PTED SOUTHEAST CORNER OF THE NORTHWEST QUARTER OF SAID SECTION 10; THENCE NO. H 00 DEGREES 22 MINUTES 34 SECONDS EAST 1309.03 FEET TO A CONCRETE MONUMENT (FOUND) MARKING THE LOCALLY ACCEPTED SOUTHWEST CORNER OF THE NORTH HALF OF THE NORTHEAST QUARTER OF SAID SECTION 10; THENCE NORTH 88 DEGREES 59 MINUTES 09 SECONDS EAST 1314.39 FEET TO A CONCRETE MONUMENT (FOUND) MARKING THE LOCALLY ACCEPTED SOUTHWEST CORNER OF THE NORTHEAST QUARTER OF SAID SECTION 10; THENCE NORTH 89 DEGREES 59 MINUTES 23 SECONDS EAST 1316.16 FEET TO A LIGHT WOOD STAKE (FOUND) MARKING THE LOCALLY ACCEPTED SOUTHEAST CORNER OF THE NORTH HALF OF THE NORTHEAST QUARTER OF SAID SECTION 10; THENCE NORTH 00 DEGREES 39 MINUTES 34 SECONDS WEST 1320.52 FEET TO THE POINT OF BEGINNING. CONTAINING 242.438 ACRES MORE OR LESS.

TOGETHER WITH A 60.00 FOOT RIGHT-OF-WAY FOR THE PURPOSE OF INGRESS, EGRESS AND UTILITIES KNOWN AS RHODES CEMETARY ROAD AND BEING MORE PARTICULARY DESCRIBED AS FOLLOWS:

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CONTAINING 1.803 ACRES MORE OR LESS.

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