

The Tallavana Homeowners' Association is a not for profit corporation registered with the Secretary of State, State of Florida.

**ARTICLES OF INCORPORATION
OF
TALLAVANA HOMEOWNERS' ASSOCIATION, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporation not for profit under the following proposed charter and do hereby certify as follows:

ARTICLE I. NAME.

The Name of the corporation shall be TALLAVANA HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II. PURPOSE AND POWERS.

The purpose for which this corporation is organized is to provide an entity in accordance with and to effectuate the applicable provisions of those certain Restrictive Covenants dated July 17, 1973, and recorded in Official Records Book 161, Page 661 of the public records of Gadsden County, Florida, and as amended under and by virtue of the amendment dated November 26, 1974 and recorded in Official Records Book 184, Page 270 in the Public Records of Gadsden County, Florida, and that certain Second Amendment to Restrictive Covenants dated January 10, 1975 and recorded January 10, 1975 in the Official Records Book 185, Page 630 of the Public Records of Gadsden County Florida.

The corporation shall have the following powers:

1. The corporation shall have all of the common law and statutory powers of a corporation not for profit, which are not in conflict with these articles or with any laws of the State of Florida.

2. The corporation shall have all of the powers and duties set forth in the above-described Restrictive Covenants and all of the powers reasonably necessary to administer and enforce said restrictions as said restrictions may be amended from time to time.

3. In addition to the above set forth powers, the corporation shall have the following powers, which are in addition to and not in limitation of any other powers of the corporation.

(a) To own real and personal property of all kinds for the use and benefit of all members of the corporation;

(b) To own, operate and maintain a recreational, social or similar club or establishment for the benefit of the members of the corporation and their guests;

(c) To maintain and repair streets adjoining any property subject to the above-described restrictive covenants;

(d) To make and collect such assessments against members as are reasonably necessary to the accomplishment of corporate duties and powers which, if unpaid for a period of 12 months, shall automatically become a lien against the property until paid. Upon payment of a lien against the property, the Association shall satisfy the lien and record such satisfaction at the expense of the homeowner. If the assessment or dues become delinquent, the annual dues shall

become due and payable in a lump sum. The Association is authorized to promulgate a rule establishing the date at which the lien becomes delinquent and to levy interest in accordance with current state law plus late and/or processing charges. Members with dues in arrears shall not be permitted to vote at annual or special meetings, may not hold an elective office, may not serve on Association committees and may not be permitted to use the common or recreational facilities, except roads, of the Association.

(e) To use the proceeds of all assessments in the exercise of its powers and duties;

(f) To suspend, for a reasonable time, the rights of members and/or lessees and their guests to use common areas and recreation facilities for violations of rules and regulations regarding the use thereof, and/or to levy fines for violations of rules and regulations regarding the use thereof in accordance with the laws of Florida; and

(g) To employ personnel to perform the services required for proper operation of the corporation.

ARTICLE III. MEMBERSHIP AND VOTING RIGHTS.

The members of the corporation shall consist of all persons owning any portion of the real property subject to the above-described restrictive covenants. Upon any individual or entity hereafter becoming the owners of any such property, said individual or entity shall automatically become a member of this corporation. The interest of the member in this corporation cannot be assigned, hypothecated or transferred in any manner except through transfer of title to such member's ownership of property. Each member (record titleholder), shall be entitled to cast only one (1) vote, even if he owns more than one lot. In any event, the Board of Directors of this corporation shall have the right to appoint the members of the Architectural Control Committee mentioned in Paragraph 14 of the Restrictive Covenants described in Article II of these Articles.

ARTICLE IV. OFFICERS AND DIRECTORS.

The Board of Directors of the corporation shall have seven (7) members who need not be members of the corporation. The number of members on the Board may be changed hereafter as provided by amendment of the bylaws of this corporation. The Directors shall be elected in accordance with the Bylaws of the corporation. Tallavana Properties, Inc. may have only one representative on the Board of Directors. The number of members Tallavana Properties, Inc. may have on the Board may be changed hereafter as provided in the bylaws of this corporation. The remaining members of the Board of Directors shall be property owners, or such persons as the property owners other than Tallavana Properties, Inc. shall elect to the Board of Directors.

The affairs of the corporation shall be managed by a President, Vice President, Secretary, Assistant Secretary and Treasurer, who shall be elected by the Board of Directors. The officers of said corporation shall serve at the pleasure of the Board of Directors unless otherwise provided by the Bylaws of the corporation.

ARTICLE V. BYLAWS.

The first Bylaws of the corporation shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided in said Bylaws.

ARTICLE VI. MERGERS AND CONSOLIDATION.

Subject to any applicable laws of the State of Florida, the corporation may participate in mergers and consolidations with other non-profit corporation organized for purposes similar to the purposes for which this corporation was organized.

ARTICLE VII. AMENDMENTS TO ARTICLES OF INCORPORATION.

These articles may be amended or repealed by a majority of the regular members present at any annual meeting duly called and held and also by a majority of the votes of the members present at such meeting, notice of such proposed changes having been sent in writing to the members thirty (30) days prior to the meeting. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of ten percent (10%) of the entire membership addressed to the Board. All such proposed amendments shall be presented to the members with or without recommendation.

ARTICLE VIII. DURATION.

This corporation shall exist until termination of the described restrictive covenants or until the expiration of fifty (50) years from the date of incorporation hereof, whichever sooner occurs.

ARTICLE IX. SUBSCRIBERS.

The names and residences of the subscribers of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
R. Frank Donalson	3228 Sharer Road Tallahassee, Florida
Carl R. Pennington, Jr.	Bradfordville Road Tallahassee, Florida
James C. Tully	2305 Charles Ct. Tallahassee, Florida
Terry C. Nelson	2518 Harriman Circle Tallahassee, Florida