

ARTICLES OF INCORPORATION

(as restated)

R20020033422

RECORDED IN
PUBLIC RECORDS LEON CNTY FL
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BOB INZER, CLERK OF COURTS

of

HARTSFIELD PLACE CONDOMINIUM ASSOCIATION, INC.,
a Florida Not-For-Profit Corporation

[Exhibit "B" to the Declaration of Condominium of Hartsfield Place Condominium]

THE UNDERSIGNED hereby associate themselves together for the Purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I
NAME

§1.1. Name. The name of the corporation shall be HARTSFIELD PLACE CONDOMINIUM ASSOCIATION, INC. For convenience this corporation shall be referred to herein as the "Association".

ARTICLE II
DEFINITIONS & PURPOSES

§2.1. Terms. Unless otherwise defined herein, terms shall have the same meaning given such terms in the Declaration (as defined below).

§2.2. Purpose. The purposes for which the Association is organized is to manage, operate and maintain the condominium to be known as Hartsfield Place Condominium, hereinafter referred to as the "condominium", in accordance with the Declaration of Condominium of Hartsfield Place Condominium (hereinafter the "Declaration"). All terms used in these Articles of Incorporation shall have the same meaning as the identical terms utilized in the Declaration, unless the context otherwise requires.

§2.3. Stock and Profits. The Association shall have no capital stock and shall make no distribution of income or profit to its members, directors or officers.

<p>ARTICLE III POWERS</p>

§3.1. Common Law & Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

§3.2. Other Powers. The Association shall have all of the powers reasonably necessary to implement the purpose of the Association, including but not limited to the following:

- (a) To adopt a budget and make and collect assessments against members to defray the costs of the Condominium.
- (b) To use the Proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, manage, repair, replace and operate the Condominium property.
- (d) To reconstruct improvements after casualty and construct further improvements to the Condominium Property.
- (e) To promulgate and amend the Condominium Rules and Regulations respecting the use of Condominium Property.
- (f) To enforce by legal means the provisions of the various Condominium Documents, these Articles, the Bylaws of the Association and the Condominium Rules and Regulations.
- (g) Pursuant to the terms of the Declaration, to contract for the management of the Condominium and the delegate to such contractor all powers and duties of the Association except such as are specifically required by the various Condominium Documents and applicable law to have approval of the board of directors or the members of the Association.

§3.3. Funds & Titles to Property. All funds and the titles to all Property acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.

§3.4. Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

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ARTICLE IV
MEMBERS

The qualifications of members, the manner of their admission, and voting by members shall be as follows:

§4.1. Owners. All Owners shall be members of this Association, and no other persons or entities shall be entitled to membership. Any Owner shall be entitled to one (1) vote for each Unit which he may own.

§4.2. Changes. Changes in membership in the Association shall be established by the recording in the Public Records of the county in which the Condominium is situated, a Deed or other instrument establishing a change Of record title to a Unit in the Condominium, and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument shall thereby become a member of the Association. The membership of the prior Owner shall thereby terminate.

§4.3. Assignment & Transfer. The share of a member in the funds and assets of the Association **can not** be assigned, hypothecated or transferred in any manner except as an appurtenance to his Unit.

ARTICLE V
DIRECTORS

§5.1. Number of Board Members. The affairs of the Association will be managed by a board of directors of not less than three (3) nor more than seven (7) directors as shall be determined by the Bylaws, and in the absence of such determination shall consist of three (3) directors.

§5.2. Appointment or Election. Directors of the Association shall be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

§5.3. Initial Board. The following persons shall serve as directors until their successors are elected or appointed as provided in the Bylaws:

NAME:	ADDRESS:
Doug Turner	508-A Capital Circle SE Tallahassee, FL 32301
Jimmy Bennett	3402 Apalachee Parkway Tallahassee, FL 32301
John O'Reilly	508-A Capital Circle SE Tallahassee, FL 32301

*878-3178
Fax: 980-1945*

ARTICLE VI
OFFICERS

§6.1. Offices. The affairs of the Association shall be administered by a president, a vice-president, a secretary, a treasurer, and as many assistant vice-presidents, assistant secretaries and assistant treasurers as the board of directors shall from time to time determine. Such officers shall be elected by the board of directors at its first meeting following each annual meeting of the members of the Association. Officers shall serve without compensation at the pleasure of the board of directors. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the offices of president and vice president shall not be held by the same person, nor shall the offices of president and secretary or assistant secretary or treasurer or assistant

treasurer be held by the same person. The names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

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President: Doug Turner
508-A Capital Circle SE
Tallahassee, FL 32301

Vice President: Jimmy Bennett
3402 Apalachee Parkway
Tallahassee, FL 32301

Secretary & Treasurer John O'Reilly
508-A Capital Circle SE
Tallahassee, FL 32301

ARTICLE VII INDEMNIFICATION

§7.1. Director & Officer Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney and paralegal fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the board of directors has approved such settlement and when the board of directors has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII
BYLAWS

§8.1. Adoption. The Bylaws shall be adopted by the board of directors and may be altered, amended or rescinded by not less than two-thirds (2/3) of all the directors until the first election of a majority of directors by Owners other than the Developer. Thereafter, the Bylaws may be altered, amended or rescinded as provided therein.

ARTICLE IX
AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

§9.1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

§9.2. Proposal & Approval. Until the first election of a majority of directors by members other than the Developer, proposal of an amendment and approval thereof shall require the affirmative action of two-thirds (2/3) of the entire membership of the board of directors, and no meeting of the members nor any approval thereof need be had. After the first election of a majority of directors by members other than the Developer, a resolution approving a proposed amendment may be proposed by either the board of directors or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than two-thirds (2/3) of all the directors and by not less than a three-fourths (3/4) vote of the members of the Association at a duly called meeting of the Association. Directors and the members not present at the meeting considering the amendment may express their approval in writing ten (10) days after such meeting; provided however, this agreement or disagreement may not be used as a vote for or against the action taken and may not be used for the purposes of creating a quorum.

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§9.3. Effective Date of Amendments. An amendment shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of the county in which the Condominium is situated.

§9.4. Developer Amendments. At any time prior to the first election of a majority of directors by members other than the Developer, these Articles of Incorporation may be amended by the Developer without the approval of the board of directors or the membership of the Association as may be required by any governmental entity or institutional lender, the FHA, VA or as may be necessary to conform these Articles to any governmental statutes.

§9.5. Accord. Any amendments to these Articles shall be in accord with the terms and provisions of the Declaration which sets forth additional voting and approval requirements with respect to certain types of amendments.

ARTICLE X
TERM

§10.1. Term. The term of the Association shall be the life of the Condominium.

§10.2. Termination. The Association shall be terminated by the termination of the Condominium in accordance with the Declaration.

ARTICLE XI
SPECIAL MEETINGS

§11.1. Procedure. Special member meetings shall be held whenever called by the president or vice president or by a majority of the board of directors and must be called by such officers upon receipt of a written request from fifty percent (25%) of the members of the Association, or as otherwise provided in the Bylaws of the Association.

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ARTICLE XII
INCORPORATOR

§12.1. Name and Address. The name and residence of the incorporator of these Articles of Incorporation is as follows:

NAME:

B & T Developers, Inc.,
a Florida Corporation

ADDRESS:

508-A Capital Circle SE
Tallahassee, FL 32301

ARTICLE XIII
REGISTERED AGENT

§13.1. Appointment. The association hereby appoints **John O'Reilly** as its Registered Agent to accept service of process within this state, with the Registered Office located at **508-A Capital Circle SE, Tallahassee, FL 32301**

ARTICLE XIV
PRINCIPAL OFFICE

§14.1. Address. The address of the principal office of the Association is **2525 Hartsfield Road, Tallahassee, FL 32303.**

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EXECUTION

IN WITNESS WHEREOF, the incorporator has hereto affixed its signature this 5TH day of APRIL, 2002.

WITNESSES:

INCORPORATOR SIGNATURE:

Jessica Arenas

Signature

Jessica Arenas

Printed Name

B & T Developers, Inc., a Florida Corp.

By: [Signature]

DOUGLAS E. TURNER, President

Dawn M. Ellis
Signature

Dawn M. Ellis
Printed Name

NOTARY

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned authority authorized to take acknowledgments in the state and county aforesaid, appeared DOUGLAS E. TURNER, President of B & T DEVELOPERS, INC., a Florida Corporation, and he acknowledge that he executed the foregoing instrument on behalf of the corporation pursuant to due authority therefrom. He is personally known to me or has produced _____ as identification and did take an oath.

WITNESS my hand and seal this 5TH day of APRIL, 2002.

(Notary Seal)

[Signature]
Notary Signature

Linda H. Smith
Notary Printed Name



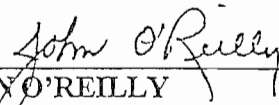
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT WITH WHOM PROCESS MAY BE SERVED.

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

That HARTSFIELD PLACE CONDOMINIUM ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office indicated in the articles of incorporation in the City of Tallahassee, County of Leon, State of Florida, has appointed JOHN O'REILLY, 508-A CAPITAL CIRCLE SE, TALLAHASSEE, FLORIDA 32301, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to being available at said location.



JOHN O'REILLY