

ARTICLES OF INCORPORATION
VILLAGE SQUARE ASSOCIATION, INC.
A NON-PROFIT CORPORATION

FILED
JUL 11 1971
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to corporations not for profit, under the following proposed Charter:

ARTICLE I
NAME

The name of the Corporation is Village Square Association, Inc.

ARTICLE II
PURPOSE AND POWERS

The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:

To promote the health, safety, and welfare of the residents within the following described property in Leon County, Florida, to wit:

(See Schedule "A" attached hereto)

and such additions thereto as may hereafter be brought within the jurisdiction of this corporation by annexation as provided in Article VI hereinafter referred to as "The Properties" and for this purpose to:

- (a) own, acquire, build, operate and maintain recreation parks, playgrounds, entrance areas, entrance gates, street right-of-ways, streets, footways, drainage easements, drainage facilities, water systems, street lighting, street signs, including buildings, structures, personal properties incident thereto hereinafter referred to as "the common properties and facilities."
- (b) provide exterior maintenance of the lots and yards within the properties;
- (c) maintain unkempt lands or trees;
- (d) supplement municipal services;
- (e) fix assessments to be levied against the Properties;
- (f) enforce any and all covenants, restrictions and agreements applicable to the Properties;
- (g) pay taxes, if any, on the common properties and facilities;

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(h) to promote the social welfare and education of the members hereof, and to promote the public safety within the confines of the Village Square Townhouses, including, but not limited to, the prevention of cruelty and danger to children and animals, and to generally promote the physical fitness and welfare, all for the benefit only of the members hereof; and,

(i) insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the Properties.

ARTICLE III
MEMBERSHIP AND VOTING RIGHTS

Section 1. 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 shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member. The requirement of membership shall not apply to any mortgagee acquiring title by foreclosure or otherwise, pursuant to the mortgage instrument.

Section 2. Voting Rights. The Association shall have two classes of voting membership.

Class A. Class A Members shall be all those owners as defined in Section 1 with the exception of the Developer. Class A Members shall be entitled to one vote for each lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any lot, all such persons shall be Members, and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such lot.

Class B. Class B Members shall be the Developer. The Class B Member shall be entitled to two votes for each lot in which it holds the interest required for membership by Section 1 provided that the Class B membership shall cease and become converted to Class A membership when the total votes outstanding in the Class A membership equals the votes outstanding in the Class B membership, at which time the Class B membership shall be determined to be a Class A membership and entitled to vote as such.

ARTICLE IV
BOARD OF DIRECTORS AND OFFICERS;
SELECTION; TERMS OF OFFICE

The affairs of the corporation shall be managed by a Board of Directors of not more than nine (9) nor less than three (3) directors who need not be members of the corporation. Beginning with the first annual meeting to be held during the first ten (10) days of January, 1976, the members at each annual meeting thereafter shall elect such directors for a term of one year or until their successors are duly elected and, in turn, the directors shall elect officers according to the By-Laws. The first officers of the corporation shall be as follows:

J. KINSON COOK	President
PAUL GRAVES WILLIAMS	Vice-President
W. ROBERT OLIVE, JR.	Secretary
DORIS NIMS	Treasurer

ARTICLE V
ADDITIONS TO PROPERTIES AND MEMBERSHIP

Additions to the properties described in Article II may be only made in accordance with the provisions of the recorded covenants and restrictions or amendments thereto applicable to said properties. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties, and membership of this corporation to such properties. Such approval must have the assent of two-thirds of those voting irrespective of class, of members who are voting in person or by proxy, at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE VI
MERGERS AND CONSOLIDATIONS

Subject to the provisions of the recorded covenants and restrictions or amendments thereto applicable to the properties described in Article II, and to the extent permitted by law, the corporation may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the

assent of two-thirds of the votes irrespective of class of members who are voting in person or by proxy at a meeting called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE VII
MORTGAGES
OTHER INDEBTEDNESS

The corporation shall have power to mortgage its properties only to the extent authorized herein.

The total debts of the corporation, including the principal amount of such mortgages outstanding at any time, shall not exceed the total of ten (10) years' assessments current at that time, provided that authority to exceed said maximum in any particular case may be given by an affirmative vote of two-thirds of the votes irrespective of class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE VIII
QUORUM FOR ANY ACTION GOVERNED BY
ARTICLES V, VI, AND VII OF THESE ARTICLES

The quorum required for any action governed by Articles V, VI, and VII of these Articles shall be as follows:

At the first meeting duly called as provided therein, the presence of members, or of proxies, entitled to cast sixty (60) percent of all of the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirements set forth in said Articles, and the required quorum at subsequent meeting shall be one-half of the required quorum at the preceding meeting, provided that no such subsequent meeting shall be held more than sixty (60) days following such preceding meeting.

ARTICLE IX
DEDICATION OF PROPERTIES
OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The corporation shall have power to dispose of its real properties only under the procedure set forth in Article VI herein.

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ARTICLE X
DURATION

The corporation shall exist perpetually.

ARTICLE XI
DISSOLUTION

The corporation may be dissolved only with the assent given in writing and signed by the members entitled to cast two-thirds of the votes irrespective of class of its membership. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets (which shall be consonant with Article XII hereof), shall be mailed to every member at least ninety (90) days in advance of any action taken.

ARTICLE XII
DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the corporation, the assets, both real and personal of the corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. 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 purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to the properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE XIII
AMENDMENTS

These Articles may be amended by two-thirds vote of all the members of the Association at any regular or special meeting; provided, however, that the voting and quorum requirements specified for any action under any provision of these Articles shall apply also to any amendment of such

provision, and provided further that no amendment shall be effective to impair or delete any rights of members that are governed by the recorded covenants and restrictions as to membership and voting rights in the Association, which are part of the property interests created thereby.

By-laws of the Association may be made, altered or rescinded by two-thirds vote of all the members of the Board of Directors at any regular or special meeting; provided, however, such By-laws shall contain a provision for amending the Declaration of Restrictions (filed in the Public Records of Leon County, Florida, Official Records Book 720, Page 516) and said amending provision of the By-laws may not be altered or rescinded subsequent to August 1, 1975 without two-thirds vote of members at a regular or special meeting where a quorum of 60% of the total members are present.

ARTICLE XIV
THE INCORPORATORS

The name and address of each incorporator is:

James Kinson Cook
319 W. King Street
Quincy, Florida 32351

W. Robert Olive, Jr.
821 Lake Ridge Drive
Tallahassee, Florida 32303

Larry B. Dunn
5150 Ile De France Drive
Tallahassee, Florida 32303

Sam H. Solomon, IV
Solomon Road
Quincy, Florida 32351

ARTICLE XV
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 700 Barnett Bank Building, Tallahassee, Florida, and the name of its initial registered agent at such address is W. Robert Olive, Jr.

ARTICLE XVI
INITIAL DIRECTORS

The names and addresses of those persons who are to act as directors until the election of their successors are:

James Kinson Cook
319 W. King Street
Quincy, Florida 32351

W. Robert Olive, Jr.
821 Lake Ridge Drive
Tallahassee, Florida 32303

Larry B. Dunn
5150 Ile De France Drive
Tallahassee, Florida 32303

Sam H. Solomon, IV
Solomon Road
Quincy, Florida 32351

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and seals this 10th day of July, 1975.

James Kinson Cook
JAMES KINSON COOK

Larry S. Dunn
LARRY S. DUNN

W. Robert Olive, Jr.
W. ROBERT OLIVE, JR.

Sam H. Solomon, IV
SAM H. SOLOMON, IV

STATE OF FLORIDA
COUNTY OF LEON

Before me, a Notary Public duly authorized to take acknowledgments in the State and County named above, personally appeared James Kinson Cook, Larry B. Dunn, W. Robert Olive, Jr. and Sam H. Solomon, IV, to me well known and known to by the persons described as incorporators in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same and subscribed to such Article of Incorporation. WITNESS my hand and official seal in the State and County named above this 10th day of July, 1975.

Airac D. Wood
Notary Public

My Commission Expires:
Notary Public, State of Florida at Large
My Commission Expires July 30, 1976
Issued by Raymond Day & Company, Inc.

Commence at a concrete monument marking the South-
west corner of Section 4, Township 1 South; Range 1
East, Leon County, Florida, and run thence North 00
degrees 08 minutes 11 seconds East along the North 00
boundary of said Section 4, a distance of 922.31 feet
to a terra cotta monument for the POINT OF BEGINNING.
From said POINT OF BEGINNING run thence South 89
degrees 42 minutes 40 seconds East 248.0 feet to a
concrete monument, thence North 00 degrees 02 minutes
37 seconds East 839.19 feet to a terra cotta monument
on the Southerly maintained right-of-way boundary of
the Old St. Augustine Road, thence North 69 degrees
44 minutes 56 seconds West along said Southerly
maintained right-of-way boundary 262.62 feet to a
concrete monument on the West boundary of said Section
4, thence South 00 degrees 08 minutes 11 seconds West
along the West boundary of said Section 4, a distance
of 928.85 feet to the POINT OF BEGINNING; containing
5.618 acres, more or less.

FILED
JUL 17 1 51 PM '75
TALLAHASSEE, FLORIDA
STATE DEPARTMENT

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

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That VILLAGE SQUARE ASSOCIATION, INC

desiring to organize under the laws of the State of Florida

with its principal office, as indicated in the articles of

incorporation at City of Tallahassee County

of Leon, State of Florida

has named W. Robert Olive, Jr.

located at 700 Barnett Bank Building

(Street address and number of building,
Post Office Box address not acceptable)

City of Tallahassee, County of Leon

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at 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 keeping open said office.

By  (Resident Agent)

FILED
JUN 17 1 51 PM '75
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

ARTICLES OF INCORPORATION

FILED
JUL 10 4 09 PM '84
TALMADGE COUNTY CLERK

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation

FIRST: The name of the corporation is: Village Square Association, Inc.

SECOND: The following amendment(s) of the Articles of Incorporation was (were) adopted by the corporation:
Change of name to: Village Square Homeowners Association, Inc.

THIRD: The amendment(s) was (were) adopted by the Board of Directors on the 9th day of April, 1984

FOURTH: The above amendment(s) was (were) approved by a majority of the members of the corporation on the 9th day of April, 1984
Dated July 10, 1984

Village Square Homeowners Association, Inc
Corporation Name
By Kelly Sedano
President & Vice President
By Dennis A. Henry
Secretary
and Treasurer

STATE OF FLORIDA

COUNTY OF LEON

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Before me, the undersigned authority, personally appeared Betty Steffens

to me well known to be the person(s) who executed the foregoing Articles of Amendment to Articles of Incorporation and acknowledged before me, according to law, that she made and subscribed the same for the purposes therein mentioned and set forth

IN WITNESS WHEREOF I have hereunto set my hand and seal this 10th day of July 1984


Nancy Pukk

My Commission Expires

Sharilyn Ross, State of Florida
My Commission Expires Jan. 12, 1988
Notary Public for Leon County, Florida