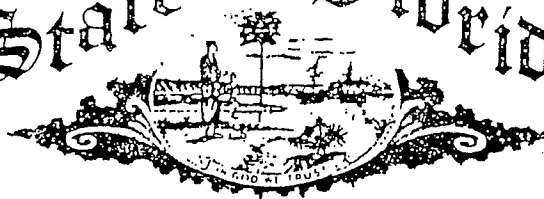


State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles
of Incorporation of **BROOKSIDE TOWNHOMES HOMEOWNERS'**
ASSOCIATION, INC.

a corporation organized under the Laws of the State of Florida,
filed on **October 5, 1983.**

The charter number for this corporation is **770598.**

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
5th day of **October, 1983.**



George Firestone
Secretary of State

WP-104 CER-101

FILED
OCT 5 1971
MILWAUKEE COUNTY

ARTICLES OF INCORPORATION
OF
BROOKSIDE TOWNHOMES HOMEOWNERS' ASSOCIATION, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a nonstock corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation is BROOKSIDE TOWNHOMES HOMEOWNERS' ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II. PURPOSE AND POWERS.

The Association is not organized for pecuniary gain or profit to the members thereof, and it shall be prohibited from any distribution of income to its members, directors, and officers. The specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the residence Lots within that certain tract of property described as:

Brookside Townhomes, Inc., a subdivision according to a plat to be recorded in the Public Records of Escambia County, Florida.

and 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 (but only as the following may from time to time be permissible for corporations not for profit under the laws of Florida):

(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 to be recorded in the Office of Joe A. Flowers, Comptroller, Escambia 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 agreeing to hold and maintain the same for such purposes. The Association may grant easements over the common area to private parties,

but no such easement shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members agreeing to such grants of easement.

(f) participate in mergers and consolidations with the 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; unless the Declaration provides for such merger, consolidation or annexation;

(g) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Corporations Not For Profit Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE III. 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 IV. VOTING RIGHTS.

The Association shall have two classes of voting membership:

Class A. Class A member(s) 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 for 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,
- (b) three (3) years after conveyance of the first unit by Declarant.

ARTICLE V. BOARD OF DIRECTORS.

The affairs of this Association shall be managed by a Board of at least three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association but may not exceed nine (9) nor be less than three (3). The names and residence addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Thomas C. Jenkins
2620 W. Michigan Avenue
Pensacola, Florida 32505

Jean T. Jenkins
2620 W. Michigan Avenue
Pensacola, Florida 32505

Rollin D. Davis, Jr.
4840 Andrade Street
Pensacola, Florida 32504

D.R. 1851 PAGE 358
300:

At the first annual meeting the members shall elect three directors and at each succeeding annual meeting, or at a special meeting called for the purpose of electing directors, the members shall elect the number of Directors which may from time to time be designated by the By-Laws.

ARTICLE VI. 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.

ARTICLE VII. DURATION.

The corporation shall exist perpetually.

ARTICLE VIII. AMENDMENTS.

Amendments to these Articles shall require the assent of 75 percent (75%) of the entire membership. Amendments may be proposed by any member at any annual meeting or special meeting called for that purpose, and adopted by the members in person or by proxy at that or any subsequent meeting by the percentage of members set forth above. The By-Laws of the corporation shall be made, altered, or rescinded, at a regular or special meeting of the members, by a vote of a majority of the members present in person or by proxy. The By-Laws may restrict the number of proxies to be voted by any person.

ARTICLE IX. OFFICERS.

The affairs of the corporation are to be managed by a President, Vice-President, Secretary, and Treasurer. They shall be elected at the first meeting of the Board of Directors following each annual meeting of the members. The President and Vice-President shall be Directors. Until the first election of officers, Thomas C. Jenkins shall serve as President of the corporation, and Jean T. Jenkins, shall serve as Vice-President, Secretary, and Treasurer of the corporation.

ARTICLE X. SUBSCRIBERS.

The subscribers to these Articles of Incorporation and their residence addresses are those persons listed in Article V as the persons to act as initial directors of the corporation.

ARTICLE XI. INITIAL RESIDENT AGENT AND OFFICE.

Rollin D. Davis, Jr., whose office address is 226 South Palafox Street, 7th Floor, Pensacola, Florida 32501, is hereby appointed as the initial Resident Agent of the corporation, and the office of the corporation shall be at that address until another is properly designated pursuant to the then applicable law.

IN WITNESS WHEREOF the subscribers have executed this instrument this 27th day of May, 1983.

Thomas C. Jenkins
THOMAS C. JENKINS

Jean T. Jenkins
JEAN T. JENKINS

Rollin D. Davis, Jr.
ROLLIN D. DAVIS, JR.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 3rd day of October, 1983, by THOMAS C. JENKINS.

Virginia B. Spore
NOTARY PUBLIC
My commission expires: 11-2-84

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 11th day of May, 1983, by JEAN T. JENKINS.

Shirley A. Lewis
NOTARY PUBLIC
My commission expires: 10/24/83

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 3rd day of October, 1983, by ROLLIN D. DAVIS, JR.

Virginia B. Spore
NOTARY PUBLIC
My commission expires: 11-2-84

State of Florida



Department of State

I certify that the attached is a true and correct copy of Certificate of Amendment to Articles of Incorporation for BROOKSIDE TOWNHOMES HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, filed on December 16, 1983, as shown by the records of this office.

The charter number of this corporation is 770598.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
16th day of December, 1983.



CER-101

George Firestone
Secretary of State

FILED
DEC 12 11 41 AM '83
COUNTY CLERK
DADE COUNTY, FLORIDA

CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
BROOKSIDE TOWNHOMES HOMEOWNERS' ASSOCIATION, INC.

Brookside Townhomes Homeowners' Association, Inc.,
a Florida corporation not for profit, files this certificate
evidencing a duly authorized amendment to its Articles of
Incorporation, certifying that on December 7, 1983, at a
special meeting duly called for that purpose, all of the
members of the corporation being present and voting unanimously,
did adopt the following amendments:

1. There is added to Article IV, Class B the following:

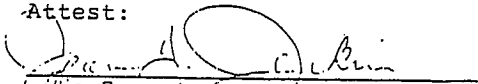
(c) four months after 75 percent of the units in
the project have been conveyed to unit purchasers.

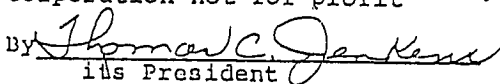
2. Article VIII is amended by adding thereto the
following sentence: No such amendment to these Articles or
the by-laws of the corporation shall be made, altered,
or rescinded, while there is a Class B membership, without
express approval of the Veteran's Administration.

IN WITNESS WHEREOF, said corporation not for profit
has caused this certificate to be signed in its name by its
President this 7th day of December, 1983.

BROOKSIDE TOWNHOMES HOMEOWNERS'
ASSOCIATION, INC., a Florida
corporation not for profit

Attest:


its Secretary

BY 
its President

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The above Certificate of Amendment was acknowledged before me this 7th day of December, 1983, by Thomas C. Jenkins and Jean T. Jenkins, as President and Secretary, respectively, of Brookside Townhomes Homeowners' Association, Inc., a Florida corporation not for profit, on behalf of that corporation.

Paul J. Crooke
NOTARY PUBLIC
My Commission Expires: 1/26/86

