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ARTICLES OF INCORPORATION OF
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LENOX MILL PROPERTY OWNERS 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 LENOX MILL PROPERTY OWNERS ASSOCIATION, INC. The principal place of business and mailing address of this Association shall be 5028 Tennessee Capital Boulevard, Tallahassee, Florida 32304.

ARTICLE II

The owners of property in LENOX MILL, a residential subdivision located in Leon County, Florida, shall be members of this Association. The legal description of the property composing LENOX MILL 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 as specified in the Restrictive Covenants;

(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 name and address of the initial Registered Agent is:

THOMAS B. ASBURY
5028 Tennessee Capital Boulevard
Tallahassee, Florida 32304

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:

President:
Vice-President:
Secretary:
Treasurer:

THOMAS B. ASBURY
MEHRDAD GHAZVINI-NEJAD
TODD A. PATTERSON
HOSSEIN GHAZVINI-NEJAD

ARTICLE VII

The number of persons constituting the first Board of Directors of the Association shall be four (4), and the names and addresses of the persons who shall serve as Directors until the first election are:

THOMAS B. ASBURY
5028 Tennessee Capital Boulevard
Tallahassee, Florida 32304 772-4801

TODD A. PATTERSON
1318 North Monroe Street, Suite E
Tallahassee, Florida 32303 772-4501

HOSSEIN GHAZVINI-NEJAD
5028 Tennessee Capital Boulevard
Tallahassee, Florida 32304 515-8200

MEHRDAD GHAZVINI-NEJAD
5028 Tennessee Capital Boulevard
Tallahassee, Florida 32304 575-8200

The Board of Directors shall have the number of Directors specified in the By-Laws, and shall always have at least three (3).

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 voting members as follows:

Class A - Class A members shall be all owners of property within the LENOX MILL subdivision with the exception of MAHAN SQUARE PARTNERSHIP, and shall be entitled to one (1) vote for each unit owned as defined in the Declaration of Covenants and Restrictions of LENOX MILL. 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 MAHAN SQUARE PARTNERSHIP, as such term is defined in the Declaration of Covenants and Restrictions of LENOX MILL, who shall be entitled to three (3) votes for each lot within the subdivision owned by MAHAN SQUARE PARTNERSHIP. The Class B membership shall cease and be converted to Class A membership as provided in the Restrictive Covenants of LENOX MILL.

ARTICLE XI

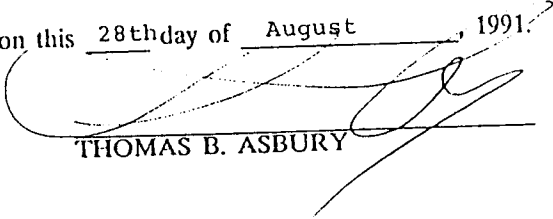
On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit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

ARTICLE XII

The name and street address of the incorporator to these Articles of Incorporation is:

THOMAS B. ASBURY
5028 Tennessee Capital Boulevard
Tallahassee, Florida 32304

EXECUTED by the incorporator on this 28th day of August, 1991.


THOMAS B. ASBURY

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 THOMAS B. ASBURY, 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 28th day of August, 1991.

Christina B. Burgess
NOTARY PUBLIC
My Commission Expires:

Notary Public, State of Florida
My Commission Expires July 26, 1995
Bonded thru Tray Fain - Insurance Inc.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida:

1. The name of the corporation ("Association") is LENOX MILL PROPERTY OWNERS ASSOCIATION, INC.

2. The name and address of the Registered Agent and principal office is:

THOMAS B. ASBURY
5028 Tennessee Capital Boulevard
Tallahassee, Florida 32304

DATED this day of August 28, 1991.

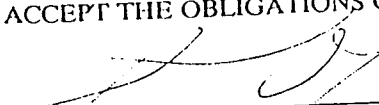
LENOX MILL PROPERTY OWNERS ASSOCIATION, INC.

By 
Its President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I

FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY
POSITION AS REGISTERED AGENT.



THOMAS B. ASBURY

DATED: August 28, 1991

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