

ARTICLES OF AMENDMENT
OF
THE ARTICLES OF INCORPORATION
OF
THE TIMBERS HOMEOWNERS' ASSOCIATION, INC.

The following provisions of the Articles of Incorporation of THE TIMBERS HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, filed in Tallahassee, on May 17, 1978, be and they hereby are amended in the following particulars:

A. Article I is hereby amended to read as follows:

ARTICLE I

NAME

The name of this corporation shall be The Timbers Homeowners' Association, Inc., herein sometimes called the "Association". "Owner", "Lot", "Properties", and any other defined terms used in these Articles shall have the definitions given to those terms in the Declaration of Covenants and Restrictions referred to hereafter.

B. Article III (h) is amended to read as follows:

In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

C. Article V is hereby amended to read as follows:

ARTICLE V

VOTING RIGHTS

The Association shall have one class of voting membership: All Owners 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 among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

FILED
92 JUL 23 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA:
COUNTY OF LEON :

The foregoing instrument was acknowledged before me on July 15,
1992, by Jesse Gary Cherry Jr
as President of The Timbers Homeowners' Association, Inc
(Office held) (Name) (Name of Corporation)
, a Florida corporation, on behalf of the corporation. He/she is personally
known to me or has produced _____ as identification and who
 did did not take an oath.

CAROLYN THRASHER
NOTARY PUBLIC STATE OF FLORIDA
My Comm Exp 5/20/96
COMM NBR CC199230

Carolyn Thrasher
Carolyn Thrasher
(Printed name of Notary)
Notary Public
My Commission Expires:

STATE OF FLORIDA:
COUNTY OF LEON :

The foregoing instrument was acknowledged before me on July 15,
1992, by John W. Johnson
as Secretary of The Timbers Homeowners' Association Inc
(Office held) (Name) (Name of Corporation)
, a Florida corporation, on behalf of the corporation. He/she is personally
known to me or has produced Drivers License as identification and who
 did did not take an oath.

CAROLYN THRASHER
NOTARY PUBLIC STATE OF FLORIDA
My Comm Exp 5/20/96
COMM NBR CC199230

Carolyn Thrasher
Carolyn Thrasher
(Printed name of Notary)
Notary Public
My Commission Expires:

FILED

MAY 17 11 34 AM '78
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE TIMBERS HOMEOWNERS' ASSOCIATION, INC.
(A Corporation Not for Profit)

ARTICLE I

NAME

The name of this corporation shall be The Timbers Homeowners' Association, Inc., herein sometimes called the "Association". "Developer", "Owner", "Lot", "Properties", and any other defined terms used in these Articles shall have the definitions given to those terms in the Declaration of Covenants and Restrictions referred to hereafter.

ARTICLE II

PURPOSES

The general nature, objects, and purposes of the Association are as follows:

(a) To promote the health, safety, and social welfare of the owners of property within that area referred to as the Properties in the Declaration of Covenants, Conditions and Restrictions for The Timbers Homeowners' Association, Inc., to be recorded in the Public Records of Leon County, Florida (the "Declaration").

(b) To maintain and/or repair landscaping in the Common Open Areas, the Private Drives, boundaries, jogging paths, sidewalks and/or access paths, swimming pools, tennis courts, walls, fences, streets, structures, and other improvements for which the obligation to maintain and repair has been delegated and accepted.

(c) To control the specifications, architecture, design, appearance, elevation, and location of, and landscaping around, all buildings of any type, including walls, fences, swimming pools, antennas, sewers, drains, disposal systems, or other structures now or hereafter constructed, placed, or permitted to remain in the Properties, as well as the alteration, improvement, addition, or change thereto.

(d) To provide, purchase, acquire, replace, improve, maintain, and/or repair such buildings, structures, street lights, and other structures, landscaping, paving, and equipment, both real and personal, related to the health, safety, and social welfare of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

(e) To operate without profit for the sole and exclusive benefit of its members.

(f) To perform all of the functions contemplated for the Association in the Declaration of Covenants, Conditions and Restrictions described above.

ARTICLE III
GENERAL POWERS

The general powers that the Association shall have are as follows:

(a) To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation.

(b) To promulgate and enforce rules, regulations, bylaws, covenants, restrictions, and agreements to effectuate the purposes for which the Association is organized.

(c) To delegate power or powers where such is deemed in the interest of the Association.

(d) To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform, or carry out, contracts of every kind with any person, firm corporation or association; and to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

(c) To fix assessments to be levied against property in order to defray expenses and costs of effectuating the objects and purposes of the Association, to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies or other organizations for the collection of such assessments.

(f) To charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board of Directors of the Association.

(g) To pay taxes and other charges, if any, on or against property owned or accepted by the Association.

(h) In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein. The Association is prohibited from selling or mortgaging in any manner, direct or indirect, any real property owned by it without the prior written consent of the Developer, which consent may be refused by the Developer for any reason whatsoever.

ARTICLE IV

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 V

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Developer 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 among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. Class B member(s) shall be the Developer (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 when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

ARTICLE VI

BOARD OF DIRECTORS

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than eleven (11) persons. The First Board of Directors shall have three (3) members, and in

the future the number will be determined from time to time in accordance with the provisions of the Bylaws of the Corporation.

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
James A. DeHaven, Jr.	1452 Mitchell Avenue Tallahassee, Florida
Block Smith	7626 Buck Lake Road Tallahassee, Florida
Klein Wigginton	502 East Jefferson Street Tallahassee, Florida

ARTICLE VII

OFFICERS

The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors, a Vice President, and Secretary-Treasurer, and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of the members. The names of the officers who are to serve until the first election or appointments are:

President	James A. DeHaven, Jr.
Vice President	Block Smith
Secretary/ Treasurer	Klein Wigginton

ARTICLE VIII

BYLAWS

The Bylaws of the Association are to be adopted, and then amended or rescinded, at a regular or special meeting of the members of the Association, by a vote of the majority of the votes of the Association.

ARTICLE IX

AMENDMENTS

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by a majority of the Board of Directors or a majority of the voting members. Amendment of these Articles of Incorporation shall require the assent of not less than two-thirds (2/3rds) of the total number of votes in each class of membership.

ARTICLE X

CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE XI

SUBSCRIBERS

The names and addresses of the subscribers are as follows:

James A. DeHaven, Jr.
1452 Mitchell Avenue
Tallahassee, Florida

Joseph Warren
502 E. Jefferson St.
Tallahassee, Florida

Klein Wigginton
502 East Jefferson Street
Tallahassee, Florida

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

(a) The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(1) Whether civil, criminal, administrative, or investigative other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director or Officer of the Association, or in his capacity as Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust, or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit, or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

(2) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by

reason of his being or having been a Director, Officer, employee, or agent of any other corporation, partnership, joint venture, trust, or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(b) The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred, and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable grounds for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XIII

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

(a) No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because said Officer's or Director's votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

(b) Interest Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XIV

DISSOLUTION OF THE ASSOCIATION

(a) Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner and relative priority:

1. Real property contributed to the Association without the receipt of other than nominal consideration by the Developer (or its predecessor in interest) shall be returned to the Developer (whether or not exercising such rights at the time of such dissolution), unless and except to the extent it refuses to accept the conveyance (which it may do in whole or in part).

2. Dedication shall be made to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication, and which the authority is willing to accept and provide maintenance for.

3. Remaining assets shall be distributed among the classes of membership, as tenants in common, with each member's share of the assets to be determined as an aliquot portion of the member's interest in the class to which the member belongs.

(b) The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4ths) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05, as now exists or may hereafter be amended, and approved by two-thirds (2/3rds) of the voting rights of the Association's members and by the Developer.

IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seals, this 15th day of May, 1978.

James A. DeHaven Jr (Seal)
James A. DeHaven, Jr.

Klein Wigginton (Seal)
Klein Wigginton

Joseph F. Warren Jr (Seal)
Joseph F. Warren, Jr.

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME personally appeared JAMES A. DEHAVEN, JR. and KLEIN WIGGINTON, to me well known and known to me to be the individuals described in and who executed the foregoing instrument as President and Secretary/Treasurer of the above named The Timbers Homeowners' Association, Inc., a non-profit corporation, and severally acknowledged to and before me that they executed such instrument as such President and Secretary/Treasurer, respectively, of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal, this 15th day of May, 1978.

Gladys G. Roche
Notary Public
State of Florida At Large

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires March 11, 1980
Bonded by American Fire & Casualty Co.

STATE OF FLORIDA

COUNTY OF LEON

Before me personally appeared Joseph F. Warren, Jr., to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument as a Subscriber to the Articles of Incorporation of THE TIMBERS HOMEOWNERS' ASSOCIATION, INC., a corporation not for profit.

WITNESS my hand and official seal, this 17th day of May, 1978.

Gladys G. Locke
Notary Public
State of Florida at Large

My commission expires:

Notary Public, State of Florida at Large
My Commission Expires March 11, 1980
Bonded by American Fire & Casualty Co.

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

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

That THE TIMBERS HOMEOWNERS' ASSOCIATION, INC.,
desiring to organize or qualify under the Laws of the
State of Florida, with its principal place of business
at Tallahassee, Leon County, Florida, has named JAMES A.
DeHAVEN, located at 3100 Capital Circle, Northeast, Tallahassee,
Florida, as its agent to accept service of process within
Florida.

James A. DeHaven
Corporate Officer

Title: President

Date: May 15 1978

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

James A. DeHaven
Resident Agent

Date: May 15 1978