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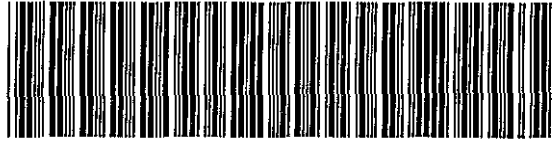
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03 JUL -2 11:10:09
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JACK G. WILLIAMS
ATTORNEY AT LAW
502 HARMON AVENUE
PANAMA CITY, FLORIDA 32401

MAILING ADDRESS
P. O. BOX 2176
PANAMA CITY, FLORIDA 32402

TELEPHONE NO. (850) 763-6368
FACSIMILE NO. (850) 763-1806

June 11, 2002

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

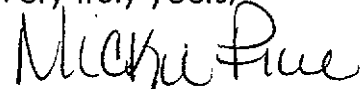
RE: The Villas of Mexico Beach Owners Association, Inc.

Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation of The Villas of Mexico Beach Owners Association, Inc. together with the Certificate Designating Place of Business or Domicile for the Service of Process as well as our check made payable to your order in the amount of \$78.75 representing the filing fee.

If the enclosed meet with your approval, I would appreciate your filing the same and returning to the undersigned a copy of the Articles of Incorporation stating that they have been filed for my file. Thank you for your assistance in this matter and should there be any questions, please advise.

Very truly yours,



Mickie Prue, Legal Secretary
to Jack G. Williams

/mp
Enclosures: as referenced

**ARTICLES OF INCORPORATION
OF
THE VILLAS OF MEXICO BEACH OWNERS ASSOCIATION, INC.**

FILED
03 JUL -2 AM 10:00
CLERK OF DISTRICT
JUDICIAL CIRCUIT
TALLAHASSEE, FL

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes 2001, and do certify as follows:

**ARTICLE I
NAME**

The name of this corporation is The Villas of Mexico Beach Owners Association, Inc.. The corporation is sometimes referred to herein as the "Association".

**ARTICLE II
PURPOSE**

This corporation is organized to operate and manage The Villas of Mexico Beach, a Condominium, to be established in accordance with Chapter 718, Florida Statutes, upon real property situate, lying and being in Bay County, Florida; to perform and carry out the acts and duties incident to the administration, operation and management of said condominium in accordance with the terms, provisions, and conditions, contained in these Articles of Incorporation, in the Declaration of Condominium Ownership and any amendments thereto, which will be recorded among the Public Records of Bay County, Florida, and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

The terms used herein shall have the same meaning attributed to them in Chapter 718, Florida Statutes.

**ARTICLE III
POWERS**

The Association shall have all of the powers of a corporation not for profit existing under the laws of the State of Florida and all the powers now or hereafter granted to Condominium Associations by the Condominium Act, Chapter 718, Florida Statutes, as the same may be hereafter amended and all powers reasonably necessary to implement the powers of the Association, which powers shall include, but are not limited to, the power:

- A. To make, establish and enforce reasonable rules and regulations governing the use of the Condominium property;
- B. To make, levy and collect assessments against Unit Owners of the said Condominium to provide the funds to pay for Common Expenses of the Condominium as provided for in the Condominium Documents and the Condominium Act, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association including the operation of and maintenance of a stormwater management facility on the common elements of the property;
- C. To maintain, repair, replace and operate those portions of the Condominium Property that the Association has the duty or right to maintain, repair, replace and operate under the Condominium Documents;
- D. To contract for the management and maintenance of the Condominium and to authorize the management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparations of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the power and duties granted them by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association;
- E. To employ personnel to perform the services required for the proper operation of the Condominium;
- F. To purchase insurance upon the Condominium Property for the protection of the Association and its members;
- G. To reconstruct improvements constructed on the real property submitted to Condominium Ownership after casualty or other loss;
- H. To make additional improvements on and to the Condominium Property;
- I. To approve or disapprove the transfer, mortgage and ownership of Condominium Parcels to the extent such power is granted to it under the Condominium Documents;
- J. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities

including but not limited to country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association;

- K. To enforce by legal action the provisions of the Condominium Documents; and
- L. To acquire by purchase or otherwise Condominium Parcels in the Condominium.

ARTICLE IV **MEMBERS**

- 1. Members. The members of the Association shall consist of all owners of Condominium Parcels in the Condominium, and after the termination of the Condominium shall consist of those persons who are members at the time of such termination.
- 2. Voting Members. Each Condominium Parcel shall be entitled to one vote, which vote shall be exercised by the Unit Owner designated by the Owner or Owners of a majority interest in a single Condominium Parcel to cast the vote appurtenant to said Parcel. The designation of voting members shall be perfected in the manner provided in the Condominium Declaration.
- 3. Assignment. Neither the share or a member in the funds and assets of the Association, nor membership in this Association may be assigned, hypothecated or transferred in any manner except as an appurtenance to a Condominium Parcel.
- 4. The members of the Association shall be subject to all of the terms, conditions, restrictions and covenants contained in the Condominium Documents.

ARTICLE V **TERM**

This corporation shall exist perpetually.

ARTICLE VI
SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are as follows:

| | |
|-------------------|--|
| Charles W. Fuller | 703 Bluefish Drive Panama City, FL 32411 |
| Clayton Syfrett | 311 Magnolia Avenue Panama City, FL 32401 |
| Jack G. Williams | 502 Harmon Avenue Panama City, FL 32401 |

ARTICLE VII
BOARD OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than three (3) nor more than five (5) directors. The Board of Directors shall be elected annually by the members of the Association entitled to vote. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

| | | |
|-------------------|---------------------------------------|--|
| Charles E. Fuller | President & Director | 703 Bluefish Drive Panama City, FL 32411 |
| Clayton Syfrett | Vice-President & Director | 311 Magnolia Avenue Panama City, FL 32401 |
| Jack G. Williams | Secretary/ Treasurer & Director | 502 Harmon Avenue Panama City, FL 32401 |

ARTICLE VIII
OFFICERS

The affairs of the Association shall be managed by a President, Vice President, Secretary and Treasurer. The officers of the Association shall be elected annually by the Board of Directors of the Association in accordance with the provision of the By-Laws of the Association.

ARTICLE IX
INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel 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 of the Association, or any settlement thereof, whether or not he is 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 approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE X
AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3's) of the Voting Members of the Association.

ARTICLE XI
BY-LAWS

The Association shall adopt By-Laws governing the conduct of the affairs of the Association. The By-Laws may be amended by an affirmative vote of two-thirds (2/3's) of the Voting Members of the Association.

ARTICLE XII
PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

The street address of the principal office of this corporation is 311 Magnolia Avenue, Panama City, Florida 32401. The initial registered office of this corporation shall be located at 502 Harmon Avenue, Panama City, Florida 32401, or at such other place or places as may be designated from time to time by the Board of Directors and the initial registered agent of this corporation located at that office shall be Jack G. Williams, or such other person as may be designated from time to time by the Board of Directors.

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their

hands and seals and caused these Articles of Incorporation to be executed this 20th day of June, 2003.

Leslie Davidson
Witness

Dawn McRae
Witness

Dawn McRae
Witness

Charles W. Fuller (SEAL)
Charles W. Fuller

Clayton Syfrett (SEAL)
Clayton Syfrett

Jack G. Williams (SEAL)
Jack G. Williams

**STATE OF FLORIDA
COUNTY OF BAY**

BEFORE ME, the undersigned authority, personally appeared Charles W. Fuller, who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me, this 20th day of June, 2003.

NOTARY PUBLIC

Leslie Davidson
Notary Public
My Commission expires:

**STATE OF FLORIDA
COUNTY OF BAY**



Leslie Davidson
MY COMMISSION # DD163379 EXPIRES
November 5, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

BEFORE ME, the undersigned authority, personally appeared Clayton Syfrett, who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me, this 20th day of June, 2003.

NOTARY PUBLIC

Leslie Davidson
Notary Public
My Commission expires:



Leslie Davidson
MY COMMISSION # DD163379 EXPIRES
November 5, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

**STATE OF FLORIDA
COUNTY OF BAY**

BEFORE ME, the undersigned authority, personally appeared Jack G. Williams, who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

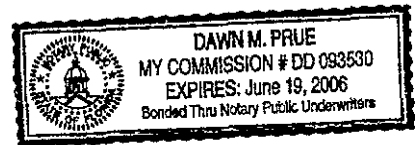
SWORN TO AND SUBSCRIBED before me, this 20th day of June, 2003.

NOTARY PUBLIC

Dawn M. Prue

Notary Public

My Commission expires:



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 The Villas of Mexico Beach Owners 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 311 Magnolia Avenue, Panama City, Florida
32401, has named Jack G. Williams located at 502 Harmon Avenue, Panama City,
Florida 32401 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby accept to act in
this capacity, and agree to comply with the provisions of said Act relative to
keeping open said office.



Jack G. Williams
Registered Agent

FILED
03 JUL -2 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FL