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FLORIDA NON-PROFIT CORPORATION

Royal Seaesta Owners Association, Inc.

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ARTICLES OF INCORPORATION
OF

ROYAL SEAESTA OWNERS ASSOCIATION, INC.

The undersigned, by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME. The name of the corporation shall be "ROYAL SEAESTA OWNERS ASSOCIATION, INC.," hereinafter referred to as the "Association," and its mailing address is 12-A Commerce Drive, Destin FL, 32541, or such other address as may be designated from time to time by the Board of Directors of the Association.

ARTICLE II

PURPOSE. The purpose for which the Association is organized is to provide an entity pursuant to the 617.301, Florida Statutes, for the operation, management, maintenance and control of Royal Seaesta, a Townhome Development, hereinafter referred to as the "Royal Seaesta" which is being developed by L.T.R. Development, Inc., a Florida corporation (the "Developer") in Walton County, Florida. The Association shall make no distributions of income to its members, directors or officers. Royal Seaesta will be operated pursuant to a Declaration of Covenants, Conditions, and Restriction which will be recorded in the public records of Walton County, Florida (the "Declaration").

ROB BLUE, JR., ESQ.
Fla Bar #0122450
221 McKenzie Ave.
Panama City, FL 32401
Matter #R210-11343
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

POWERS. The powers of the Association shall include and be governed by the following provisions:

(A) The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the Declaration.

(B) The Association shall have all of the powers and duties set forth in the Declaration and these Articles and in 617.301, et. seq., Florida Statutes (the "Homeowners Act"), except where such statutes Act allow limitations by these Articles or the Declaration and all of the powers and duties reasonably necessary to operate a development pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

(1) To hold title to and own fee simple or other lesser interest in real, personal or mixed property, wherever situated, including Townhomes in the development, and to lease, mortgage and convey same.

(2) To make and collect assessments against the members as Townhome owners to defray the costs, expenses and losses of the development and to defray the costs, expenses and losses of any other business, enterprise, venture or property interest of the Association.

(3) To use the proceeds of the assessments in the exercise of these powers and duties.

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(4) To maintain, repair, replace and operate the property of the development or the property of the Association including, but not limited to, any portions of the Stormwater Management System serving the development as exempted or permitted by applicable regulatory authority that may become property of the Association.

(5) To purchase insurance upon the property of the development or the property of the Association and insurance for the protection of the Association and its members as Townhome owners.

(6) To reconstruct improvements after casualty and to further improve the property of the development operated by the Association or the property of the Association.

(7) To make and amend reasonable regulations and rules respecting the use of the property in the development or the property of the Association.

(8) To approve or disapprove the transfer, mortgage and ownership of the Townhomes if provided for by the Declaration or by the By-Laws of the Association, hereinafter referred to as the "By-Laws."

(9) To enforce by legal means the provisions of the Homeowners Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the property of the development or the property owned by the Association.

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(10) To contract for the management of the development and to delegate such contract or all powers and duties of the Association except such as are specifically required by the Declaration to have approval of the Board of Directors or the membership of the Association.

(11) To contract with L.T.R. DEVELOPMENT, INC., its successors and assigns, and any of its officers, directors or stockholders.

(12) To contract for the management or operation of portions of the common area of the development which may be susceptible to separate management or operation, and to lease such portions.

(13) To employ personnel to perform the services required for proper operation of the Association or the development.

(14) To hire attorneys or other professionals for the purposes of bringing legal action or enforcing rights in the name of and on behalf of the individual development Townhome owners where such actions or rights are common to all of the development Townhome owners; and to bring such action in the name of and on behalf of said development owners.

(C) All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for

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the members in accordance with the provisions of the Declaration and of the By-Laws.

(D) The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration and the By-Laws.

ARTICLE IV

MEMBERS.

(A) The members of the Association shall consist of all of the record owners of Townhomes in the development and after termination of the development, shall consist of those who are members at the time of such termination and their successors and assigns.

(B) After receiving approval of the Association required by the Declaration, change of membership in the Association shall be established by recording in the public records of the County where the Development is located, a deed or other instrument establishing a record title to a Townhome in the development and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

(C) The share of a member in funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Townhome.

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(D) The owner of each Townhome shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of a Townhome and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE V

DIRECTORS.

(A) The affairs of the Association will be managed by a Board consisting of not less than three (3) directors nor more than five (5) directors, the exact number to be determined at the time of the election. Directors need not be members of the Association.

(B) Directors of the Association (other than those named herein by the Developer or otherwise named by the Developer during Developer control of the Association) shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in a manner provided by the By-Laws.

(C) The first election of Directors shall not be held until required by 617.307, Florida Statutes, or until the Developer elects to terminate its control of the Association and the Townhome development operated by it, whichever occurs first. The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occur-

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ring before the first election shall be filled by the remaining directors and, if there are no remaining directors, such vacancies shall be filled by the Developer.

(E) The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified or until removed are as follows:

Jeff R. Linn
608 Beach Drive
Destin, FL 32541

Tim Tindle
20 North Blue Heron Dr.
Box 3
Santa Rosa Beach, FL 32459

John K. Rilee
P.O. Box 5404
Destin, FL 32540

ARTICLE VI

OFFICERS. The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

PRESIDENT:
Jeff R. Linn
608 Beach Drive

VICE-PRESIDENT:
Tim Tindle
20 North Blue Heron Dr.

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Destin, FL 32541

Box 3

Santa Rosa Beach, FL 32459

SECRETARY/TREASURER:

John K. Rilee

P.O. Box 5404

Destin, FL 32540

ARTICLE VII

INDEMNIFICATION. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of 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, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors and officers liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE VIII

BY-LAWS. The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

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ARTICLE IX

AMENDMENTS. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(B) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the secretary or assistant secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be either by:

(1) Not less than two-thirds (2/3) of the voting interests of the entire membership of the Association, or

(2) Until the transfer of control from the Developer to Townhome owners other than the Developer, by two-thirds (2/3) of the directors.

(C) Provided, however, that no amendment shall make any changes in the qualifications for membership, nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon

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the development operated by the Association. No amendment shall be made that is in conflict with the Homeowners Act or the Declaration or any other applicable law or regulation.

(D) Provided, further, that no amendment shall abridge, limit or alter the rights reserved by or granted to the Developer, its successors or assigns, or any successor developer, by these Articles, the Declaration or by the By-Laws without the prior written consent of the Developer, its successors or assigns, or a successor developer.

(E) A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Walton County, Florida.

ARTICLE X

TERM. The term of the Association shall be perpetual.

ARTICLE XI

SUBSCRIBERS. The name and address of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JEFF R. LINN	608 Beach Drive Destin, FL 32541

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ARTICLE XII

APPOINTMENT OF REGISTERED AGENT AND OFFICE. ROB BLUE, JR. is hereby appointed to serve as Registered Agent of the corporation. The street address of the Registered Office of the Registered Agent is 221 McKenzie Avenue, Panama City, Florida.

ARTICLE XIII

DISPOSITION OF ASSETS UPON DISSOLUTION. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit 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 Association.

No disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded Declaration for Royal Seaesta unless made in accordance with the provisions of such Declaration.

IN WITNESS WHEREOF, the subscriber has affixed his signature this 5TH day of SEPTEMBER, 2000.

Jeff R. Linn
Jeff R. Linn

STATE FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 5th day of September, 2000, by JEFF R. LINN, who did take an oath and is personally known to me.

(SEAL)

Bessie S. Pallone
Notary Public
Serial # _____
My Commission Expires: _____



Bessie S. Pallone
MY COMMISSION # CC740344 EXPIRES
JUNE 27, 2002
BONDED THROUGH FARM INSURANCE, INC.

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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 ROYAL SEAESTA OWNERS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the By-Laws at 12-A COMMERCE DRIVE, DESTIN, FL 32541, has named ROB BLUE, JR., located at 221 McKenzie Avenue, City of Panama City, County of Bay, State of Florida, 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 place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: 

ROB BLUE, JR.
(Resident Agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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