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EXECUTIVE OFFICE:

JBL Properties, Ltd.
P.O. Box 161506
Mobile, AL 36616-2506
(334) 343-8198
FAX (334) 343-2176

April 25, 2002

Division of Corporations
Florida Secretary of State
P. O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 29 PM 12:40

Re: Calderwood Homeowners' Association, Inc.

Dear Sir or Madam:

Enclosed for recording are the original and one copy of the *Articles of Incorporation* and *Acceptance of Appointment as Registered Agent* for Calderwood Homeowners' Association, Inc., along with our check in the amount of \$70 (\$35 for the filing fee and \$35 for the registered agent designation fee).

Please return the recorded documents to me at the following address:

JBL Properties, Ltd.
P. O. Box 161506
Mobile, AL 36616-2506

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-04/29/02--01100--015
*****70.00 *****70.00

Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Pamela B. Rather".

Pamela B. Rather
Executive Assistant

Enclosures

7140 Ashmoor Drive, N.
Mobile, AL 36695
(334) 639-7475
FAX (334) 607-0452

P.O. Box 30424
Pensacola, FL 32503-1424
(850) 479-3700
FAX (850) 494-2425

F. CHESSER MAY 2

P.O. Box 1923
Gretna, LA 70054-1923
(504) 362-9920
FAX (504) 362-9966

**ARTICLES OF INCORPORATION
OF
CALDERWOOD HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, by these Articles, associate themselves for purposes of forming a homeowners' association under Chapter 720, Florida Statutes, and more particularly, Sections 720.301 through 720.312 thereof, and certify as follows:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the corporation shall be CALDERWOOD HOMEOWNERS' ASSOCIATION, INC. The initial principal office and mailing address of the corporation is Suite 7, 2425 West Nine Mile Road, Pensacola, Florida 32534.

**ARTICLE II
PERIOD OF DURATION**

The period of duration of the corporation shall be perpetual.

**ARTICLE III
PURPOSE**

The purposes for which the corporation is organized are:

1. To own, administer, maintain and operate all properties owned by the corporation within that certain subdivision known as CALDERWOOD SUBDIVISION, in accordance with the Declaration of Covenants, Conditions and Restrictions recorded in respect thereof amongst the Public Records of Escambia County, Florida.

2. To transact all business being not for profit consistent with the purposes for which the corporation is organized and as are allowed by law, to collect all monies necessary for all operations of the corporation, and to pay all indebtedness that may be incurred by the corporation.

3. To exercise all of the authorities and powers given and granted to a homeowners' association as are set out in the Florida Statutes, as from time to time amended.

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ARTICLE IV
MEMBERS

All owners of record of residential lots within the Calderwood Subdivision shall be members of the corporation.

ARTICLE V
NONPROFIT CORPORATION

The corporation shall be without capital stock, will not be operated for profit, and will not distribute gains, profits or dividends to any of its members. The members of the corporation shall not be personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE VI
DIRECTORS

The number of Directors of the corporation shall be established from time to time by the By-Laws of the corporation; however, the initial number of Directors shall be three (3). The names and addresses of the Directors who shall act as such until the first annual meeting, or until such time as their successors are duly chosen and qualified, are:

Jay W. Weber	Suite 200 3800 Airport Boulevard Mobile, Alabama 36608
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Jackie P. Melvin	Suite 7 2425 W. Nine Mile Road Pensacola, FL 32534
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Charles H. Edgar, Jr.	Suite 7, 2425 W. Nine Mile Road Pensacola, FL 32534
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The qualifications, powers, duties and tenure of the office of Director and the manner by which Directors are to be chosen shall be as prescribed and set forth in the By-Laws of the corporation.

ARTICLE VII
REGISTERED AGENT

The address of the initial registered office of the corporation is Suite 7, 2425 West Nine Mile Road, Pensacola, Florida 32534, and the name of the initial registered agent at such address is Jackie P. Melvin.

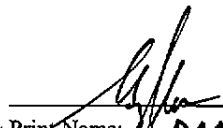
ARTICLE VIII
INCORPORATORS

The name and address of the incorporators of the corporation are:

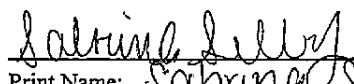
<u>NAME</u>	<u>ADDRESS</u>
Jay W. Weber	Suite 200 3800 Airport Boulevard Mobile, Alabama 36608
Jackie P. Melvin	Suite 7 2425 W. Nine Mile Rd. Pensacola, Florida 32534
Charles H. Edgar, Jr.	Suite 7 2425 W. Nine Mile Rd. Pensacola, Florida 32534

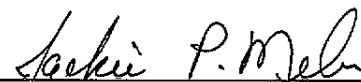
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this the 10th day of April, 2002.

Signed, sealed and delivered
in the presence of:

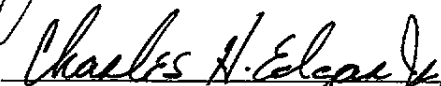

Print Name: MARY SLOVER


JAY W. WEBER, Incorporator


Print Name: Sabrina Selby


JACKIE P. MELVIN, Incorporator


Print Name: DONNA J. CARAWAY


CHARLES H. EDGAR, JR., Incorporator

STATE OF ALABAMA)
COUNTY OF MOBILE)

I, the undersigned Notary Public, in and for said State and County, do hereby certify that Jay W. Weber, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this date that, being informed of the contents of said instrument, he executed same voluntarily for the purposes stated herein.

Given under my hand and seal this 17th day of April, 2002.

[SEAL]

Pamela B. Rather
NOTARY PUBLIC
STATE OF ALABAMA AT LARGE
My Commission Expires: 3/31/2004

STATE OF FLORIDA }
COUNTY OF ESCAMBIA }

I, the undersigned Notary Public, in and for said State and County, do hereby certify that Jackie P. Melvin and Charles H. Edgar, Jr., whose names are signed to the foregoing instrument, and who are known to me, acknowledged before me on this date that, being informed of the contents of said instrument, they executed same voluntarily for the purposes stated herein.

Given under my hand and seal this 18th day of April, 2002.

[SEAL]

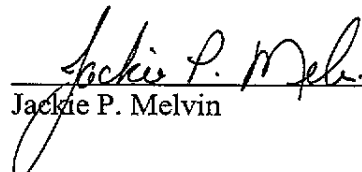


Sabrina Selby
NOTARY PUBLIC
My Commission Expires: June 23, 2004
Commission No. CC 936138

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Calderwood Homeowners' Association, Inc. a Florida homeowners' association, and being familiar with the obligations of that position, I do hereby agree to accept said position for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



Jackie P. Melvin

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 29 PM 12:40