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ARTICLES OF INCOPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Bay Magnolia Homeowners Association, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2331 Hwy 98 West, Carrabelle, Florida 32322.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is to own and maintain the common property within the Bay Magnolia Subdivision, enforce its Declaration of Covenants, Conditions, Restrictions and Easements for Bay Magnolia Subdivision and comply with Florida Statues 720.301 through 720.312.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed will be by a majority vote of the corporations members.

ARTICLE V MEMBERSHIP

Every Owner of a lot in Bay Magnolia Subdivision will be a member of the corporation. The corporation will have two classes of voting memberships as set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for Bay Magnolia Subdivision.

ARTICLE VI INITIAL DIRECTORS AND OFFICERS

The initial directors and officers of the corporation until the first annual meeting or until their successors are elected and qualify are as follows:

Thomas N. Saporito – President 2341 Hwy 98 West Carrabelle, Florida 32322

M Jack Davidson - Vice President/Treasurer 7842 McClure Drive Tallahassee, Florida 32312

Ruby G. Saporito – Secretary 2341 Hwy 98 West Carrabelle, Florida 32322

ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Thomas N. Saporito 2341 Hwy 98 West Carrabelle, Florida 32322

ARTICLE VIII **INCORPORATOR**

The name and address of the incorporator is

Thomas N. Saporito 2341 Hwy 98 West Carrabelle, Florida 32322

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date

1/21/02)

Date