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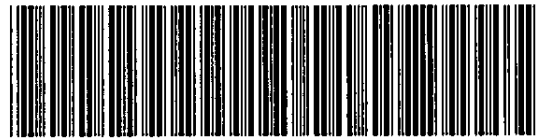
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*BOARD CERTIFIED
REAL ESTATE LAWYER

April 21, 2008

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


SUBJECT: KALA PRESERVE RANCH OWNERS' ASSOCIATION, INC.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation of Kala Preserve Ranch Owners' Association, Inc with a check in the amount of \$70.00 for the filing fee.

If you have any questions, please contact me.

Sincerely,


Benjamin B. Bush

enclosures

*Call when ready
385-0070*

ARTICLES OF INCORPORATION
OF
KALA PRESERVE RANCH OWNERS' ASSOCIATION, INC.

The undersigned, acting as incorporator of a non-profit corporation under Chapter 617 of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **KALA PRESERVE RANCH OWNERS' ASSOCIATION, INC.** (hereafter "the Association"). The initial principal place of business mailing address of the Association shall be 1300 Thomaswood Drive, Tallahassee, Florida 32308.

ARTICLE II

The owners of lots in KALA PRESERVE, a subdivision in Wakulla County, Florida (hereafter "the Subdivision"), shall be members of the Association as provided in the Declaration of Covenants, Conditions, Restrictions and Easements encumbering the Subdivision (hereafter "the Declaration").

The specific primary purposes for which the Association is formed are to provide for maintenance of the Common Areas of the Subdivision. Generally, the Association's purpose is to promote the health, safety, and welfare of the residents within the Subdivision.

In furtherance of the specific and general purposes, the Association shall have power to:

- (a) Perform all of the duties and obligations of the Association as set forth in the Declaration as amended from time to time which are applicable to the Subdivision;
- (b) Affix, levy and collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration as amended; and pay all expenses in

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connection therewith, and all office and other expenses incidental to the conduct of the business of the Association;

(c) Acquire (by gift, purchase, or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of, real and personal property in connection with the affairs of the Association;

(d) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes; or annex additional residential property or common areas, provided that any merger, consolidation or annexation shall have the assent by vote or written instrument as specified in the Declaration.

(e) Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration applicable to the Subdivision and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is located in the Subdivision, but excluding persons or entities holding title merely as security for the performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot in the Subdivision.

ARTICLE IV

The period of duration of the Association shall be perpetual.

ARTICLE V

The name and address of the initial Registered Agent are:

Benjamin B. Bush
1300 Thomaswood Drive
Tallahassee, Florida 32308

ARTICLE VI

The affairs of the Association shall be managed by a Board of Directors, a President and Vice President [both of whom shall at all times be members of the Board of Directors], and a Secretary and Treasurer. The officers shall be elected at the first meeting of the Board of Directors following each annual meeting of members.

The names of the officers who are to serve until the first election are:

<u>President:</u>	Russell Marks
<u>Vice-President:</u>	Jeff Gilbrech
<u>Secretary:</u>	Russell Marks
<u>Treasurer:</u>	Jeff Gilbrech

ARTICLE VII

The number of persons constituting the first Board of Directors of the Association shall be two (2), and the name and address of the persons who shall serve as Directors until the first election are:

Russell Marks, 8230 Leesburg Pike, Suite 500, Vienna, Virginia 22182

Jeff Gilbrech, 2526 Forest Hill Irene, Germantown, Tennessee 38139

The Board of Directors shall have the number of Directors and be elected as specified in the Bylaws, and shall always have at least two (2).

ARTICLE VIII

Subject to the rights of the Declarant expressed in the Declaration, the Bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of a majority of the members existing at the time of, and present at, such meeting except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE IX

Subject to the rights of the Declarant expressed in the Declaration, amendments to these Articles of Incorporation may be proposed by any member of the Association and these Articles may be amended at any annual meeting of the Association or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of the members existing at the time of, and present at, such meeting.

ARTICLE X

The Association shall have two (2) classes of voting members:

Class A – Class A members shall be all owners of property within the Subdivision with the exception of Declarant, and shall be entitled to one (1) vote for each lot owned as defined in the Declaration. When more than one (1) person holds an interest in any lot, all such persons shall be members and the vote for that lot shall be exercised as they may determine among themselves.

Class B - The Class B member shall be the Declarant, as such term is defined in the Declaration who shall be entitled to ten (10) votes fore each lot within the Subdivision owned by Declarant. The Class B membership shall cease and be converted to Class A membership as provided in the Declaration.

ARTICLE XI

On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes.

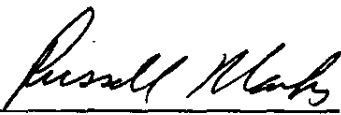
ARTICLE XII

The name and street address of the incorporators to these Articles of Incorporation is as follows:


Russell Marks
8230 Leesburg Pike, Suite 500
Vienna, VA 22182

Jeff Gilbrech
2526 Forest Hill Irene
Germantown, TN 38139

EXECUTED by the incorporator on this 21st day of April, 2008.



Russell Marks

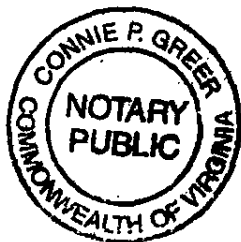


Jeff Gilbrech

STATE OF Virginia
COUNTY OF Fairfax

BEFORE ME, the undersigned authority, personally appeared Russell Marks, who, first being duly sworn by me, and to me well known to be the individual described in the foregoing Articles of Incorporation, acknowledged to and before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal on this 17th day of April, 2008.

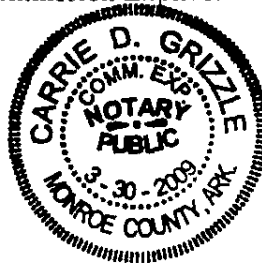


Connie P. Greer, Reg# 281235
NOTARY PUBLIC
Print Name: Connie P. Greer
My Commission Expires: September 30, 2011

STATE OF Arkansas
COUNTY OF Monroe

BEFORE ME, the undersigned authority, personally appeared Jeff Gilbrech, who, first being duly sworn by me, and to me well known to be the individual described in the foregoing Articles of Incorporation, acknowledged to and before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal on this 18th day of April, 2008.



Carrie D. Grizzle
NOTARY PUBLIC
Print Name: Carrie Grizzle
My Commission Expires:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida:

1. The name of the corporation is:

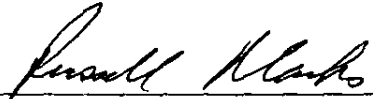
KALA PRESERVE RANCH OWNERS' ASSOCIATION, INC.

2. The name and address of the Registered Agent and principal office are:

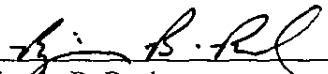
Benjamin B. Bush, 1300 Thomaswood Drive, Tallahassee, Florida 32308

DATED this 21st day of April, 2008.

KALA PRESERVE RANCH OWNERS'
ASSOCIATION, INC.

By: 
Russell Marks
Its: President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Benjamin B. Bush
Dated: April 21, 2008