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TALLAHASSEE, FLORIDA

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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<input type="checkbox"/>	Trademark
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Examiner's Initials NA-17-98

SPYGLASS TOWNHOMES, A CONDOMINIUM

ARTICLES OF INCORPORATION

OF

SPYGLASS TOWNHOMES OWNERS' ASSOCIATION, INC.

a Florida Not-For-Profit Corporation

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ARTICLE 1. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is SPYGLASS TOWNHOMES OWNERS' ASSOCIATION, INC., hereinafter called "Association," and its principal place of business initially will be 10065 Emerald Coast Parkway, Suite C-3, Destin, Florida 32541.

ARTICLE 2. PURPOSE

This corporation is organized as a Florida not-for-profit corporation for the purpose of providing an entity pursuant to Section 718.111, Florida Statutes, for the operation of SPYGLASS TOWNHOMES, a condominium located in Walton County, Florida. Further, the Association shall operate and maintain any storm water management system and any stormwater discharge facility exempted or permitted by the Florida Department of Environmental Regulation or other state agency on the property of the Association, and shall have all powers necessary to establish rules and regulations, assess members, and contract for services for the maintenance and operation thereof.

ARTICLE 3. TERM

The term of the Association shall be the life of the condominium, unless the Association is terminated by the termination of the condominium in accordance with the provisions of the Declaration. Upon any such termination, any stormwater management system or discharge facility for which the Association is responsible shall be maintained by local government units, including Walton County or any municipality, a municipal service taxing unit, an active water control district, a drainage district created by special act, a community development district created under Chapter 190, Florida Statutes, a special assessment district created under Chapter 170, Florida Statutes, a state or federal agency, any duly constituted communication, water, sewer, electrical or other public utility, or any entity acceptable to the Department of Environmental Regulation or its successor under its rules and regulations.

ARTICLE 4. SUBSCRIBER

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

William A. Pope
10065 Emerald Coast Parkway, Suite C-3
Destin, Florida 32541

ARTICLE 5. DIRECTORS

- a. The affairs of the Association will be managed by a board consisting of the number of directors as shall be determined by the Bylaws, but not less than three directors and in the absence of such determination shall consist of three directors.
- b. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies of the board of directors shall be filled in the manner provided in the Bylaws.
- c. When unit owners other than the developer own fifteen percent (15%) or more of the units within the condominium, the unit owners other than the developer shall be entitled to elect not less than one-third (1/3) of the members of the board of directors of the Association. Unit owners other than the developer shall be entitled to elect not less than a majority of the members of the board of directors of the Association three (3) years after sales by the developer have been closed on fifty percent (50%) of the units within the condominium, within three (3) months after sales have been closed by the developer on ninety percent (90%) of the units within the condominium, when all of the units within the condominium have been completed, some of them have been sold and none of the others are being offered for sale by the developer in the ordinary course of business, when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business, or seven years after recordation of the declaration of condominium, whichever of the foregoing events shall first occur. The developer shall be entitled to elect at least one member of the board of directors of the Association as long as the developer holds for sale in the ordinary course of business at least five percent (5%) of the units within the condominium. Within seventy-five (75) days after the owners other than the developer are entitled to elect a member or members of the board of directors of the Association, the Association shall call and give not less than sixty (60) days' notice of an election for this purpose. The notice may be given by any owner if the Association fails to do so.
- d. 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:

William A. Pope
10065 Emerald Coast Parkway, Suite C-3
Destin, FL 32541

William A. Pope, III
10065 Emerald Coast Parkway, Suite C-3
Destin, FL 32541

Paul Owens
10065 Emerald Coast Parkway, Suite C-3
Destin, FL 32541

ARTICLE 6. OFFICERS

The affairs of the Association shall be administered by the officers elected by the board of directors at its first meeting following the annual meeting of the members of the Association, which officers 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 and Treasurer - William A. Pope
Vice President - Paul Owens
Secretary - William A. Pope, III

ARTICLE 7. BYLAWS

The first Bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE 8. AMENDMENTS

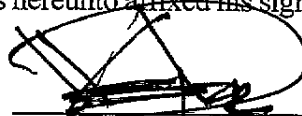
Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

- 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 approving a proposed amendment may be proposed by either the board of directors or by the members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting.
- c. Approval of an amendment must be by not less than 66-2/3% of the votes of the entire membership of the Association.
- d. No amendments shall make any changes in the qualifications for membership nor the voting rights of members.
- 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 9. RESIDENT AGENT

The Association has named William A. Pope, whose address is 10065 Emerald Coast Parkway, Suite C-3, Destin, Florida 32541, as its resident agent to accept service of process within the State.

IN WITNESS WHEREOF, the subscriber has hereunto affixed his signature this 16th day of September, 1998.



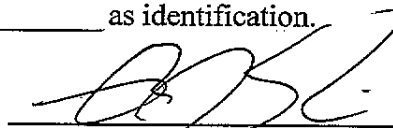
WILLIAM A. POPE

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing Articles of Incorporation were acknowledged before me this 16th day of September, 1998, by William A. Pope. Such person did not take an oath and:
(Notary must check applicable box)

- is personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.


{Notary Seal must be affixed}



Signature of Notary

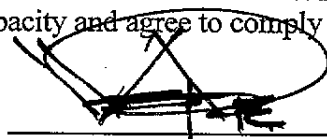
Bryan J. Kiefer
Name of Notary (Typed, Printed or Stamped)
Commission Number (if not legible on seal): _____
My Commission Expires (if not legible on seal): _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 Bryan J Kiefer
My Commission CC699125
Expires December 13, 2001

OATH OF RESIDENT AGENT

I, William A. Pope, having been named to accept service of process for SPYGLASS TOWNHOMES OWNERS' ASSOCIATION, INC., at 10065 Emerald Coast Parkway, Suite C-3, Destin, Florida 32541 hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



WILLIAM A. POPE