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TRANSMITTAL LETTER

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

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-12/03/99--01051--013
*****87.50 *****87.50

SUBJECT: SWALLOWFORK SUBDIVISION, HOMEOWNERS ASSOCIATION, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: NORWOOD E. HIGGINBOTHAM
Name (Printed or typed)
3000 U S HWY 301 SOUTH
Address
CALLAHAN, FLORIDA 32011
City, State & Zip
904-879-2392
Daytime Telephone number

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

12-7-99

ARTICLES OF INCORPORATION

OF

SWALLOWFORK SUBDIVISION, HOMEOWNERS ASSOCIATION, INC.

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

SWALLOWFORK SUBDIVISION, HOMEOWNERS ASSOCIATION, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

Generally to manage the assets, common areas, and operation of SWALLOWFORK SUBDIVISION, HOMEOWNERS ASSOCIATION, INC.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

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To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

_____ shares of \$_____ par value Common Stock

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Hundred (\$100.00) Dollars.

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE IV. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is:

3000 U S HWY 310 SOUTH
CALLAHAN, FLORIDA 32011

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VII-A. DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VII-B. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors of this corporation are:

NORWOOD E. HIGGINBOTHAM
3000 U S HWY. 301 SOUTH
CALLAHAN, FLORIDA 32011

JUDY M. HIGGINBOTHAM
3000 U S HWY. 301 SOUTH
CALLAHAN, FLORIDA 32011

SHANA D. WINDSOR
6157 COTTONTAIL TRAIL
CALLAHAN, FLORIDA 32011

ARTICLE VIII. OFFICERS

The officers of the Association shall consist of a President, one (1) or more Vice Presidents, a Secretary, and a Treasurer. The officers in the Association shall be elected by the Board of Directors of the Association in accordance with the provisions of the By-Laws of the Association. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary-Treasurer. The initial officers are:

NORWOOD E. HIGGINBOTHAM	PRESIDENT
JUDY M. HIGGINBOTHAM	VICE-PRESIDENT
SHANA D. WINDSOR	SECRETARY-TREASURER

ARTICLE IX. REGISTERED OFFICE AND AGENT

The street address of the original registered office of this corporation shall be 3000 U S HWY. 301 SOUTH, CALLAHAN, FLORIDA 32011 and the initial registered agent at said office shall be

NORWOOD E. HIGGINBOTHAM

ARTICLE X. SUBSCRIBERS

The names and post office addresses of the subscribers of these articles of incorporation are:

NORWOOD E. HIGGINBOTHAM
3000 U S HWY. 301 SOUTH
CALLAHAN, FLORIDA 32011

JUDY M. HIGGINBOTHAM
3000 U S HWY. 301 SOUTH
CALLAHAN, FLORIDA 32011

SHANA D WINDSOR
6157 COTTONTAIL TRAIL
CALLAHAN, FLORIDA 32011

ARTICLE XI. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The bylaws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such bylaw is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valued under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

STATE OF FLORIDA
COUNTY OF NASSAU

I hereby certify that on this day, before me, a Notary Public
duly authorized in the State and County named above to take
acknowledgements, personally appeared

NORWOOD E. HIGGINBOTHAM, JUDY M. HIGGINBOTHAM, SHANA D. WINDSOR

to me known to be the persons described as Subscribers in and who
executed the foregoing Articles of Incorporation, and they
acknowledged before me that they subscribed to those Articles of
Incorporation.

WITNESS my hand and official seal in the County and State
named above this 29 day of November 1999.

Iris R. Higginbotham
Notary Public, State of Florida
at Large. My Commission
Expires:



ARTICLE XII. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the bylaws or otherwise.

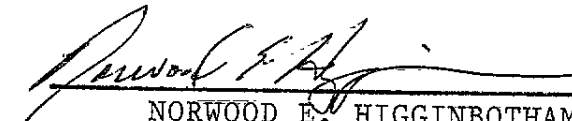
ARTICLE XIII. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign an amendment of these articles of incorporation be made.

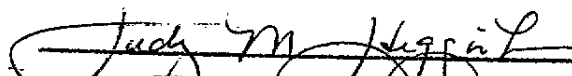
ARTICLE XIV. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law. Furthermore, the directors of this corporation may take action by written consent, as provided by law.


IN WITNESS WHEREOF, the undersigned incorporators, being natural persons competent to contract, have hereunto set their hand and affixed their seal this 29 day of November, 1999



NORWOOD E. HIGGINBOTHAM



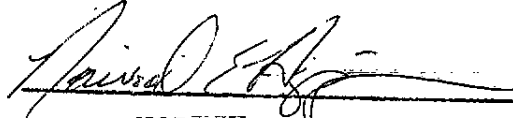
JUDY M. HIGGINBOTHAM



SHANA D. WINDSOR

ACCEPTANCE BY REGISTERED AGENT

Having been made to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open.



NORWOOD E. HIGGINBOTHAM

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