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July 26, 2000

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*****122.50 *****78.75

Secretary of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

Re: CRYSTAL VILLAGE AIRPARK ASSOCIATION, INC.

Dear Sirs:

Enclosed is the original and one copy of the Articles of Incorporation and Designation of Registered Agent to be filed for the above named corporation. Also, enclosed is my check for \$122.50 to cover the cost of filing fees.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to my office.

Your assistance in this matter is greatly appreciated.

Sincerely,



Colby Peel

Enclosures

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00 AUG -2 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch AUG 8 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

CRYSTAL VILLAGE AIRPARK ASSOCIATION, INC.
(HOMEOWNERS' ASSOCIATION)

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, a resident of the State of Florida who is of full age, does hereby certify:

ARTICLE I - NAME

The name of the corporation is CRYSTAL VILLAGE AIRPARK ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II - ADDRESS

The initial mailing address of the Association shall be 5150 Spring Pond Road, Chipley, Florida 32428. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

ARTICLE III - REGISTERED AGENT

Colby Peel, P.A., Attorney at Law, whose address is 1314 Jackson Avenue, Chipley, Florida, is hereby appointed the initial registered agent of this Association.

ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distributions of income to its members, directors or officers. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots, common areas and improvements (as defined in

the Declaration of Covenants, Conditions and Restrictions, referred to hereinafter as the "Declaration") according to the provisions of the Declaration, within that certain plat to be recorded among the public records of Washington County, Florida, to wit:

A residential planned development subdivision of Washington County, Florida, according to the plat thereof recorded in the Public Records of Washington County, Florida.

and to promote the health, safety, and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for the purpose.

The Association shall have the following powers:

(a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the Bylaws of the Association.

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the property and recorded or to be recorded in the Public Records of Washington County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth in its entirety.

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association.

- (d) To maintain, repair and operate the property of the Association;
- (e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Lot Owners;
- (f) To reconstruct improvements after casualty and make further improvements upon the property;
- (g) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant thereto;
- (h) To employ personnel to perform the services required for proper operation of the Association.
- (i) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- (j) To borrow money, and with the assent of seventy-five percent (75 %) of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (k) To dedicate, sell or transfer all or any part of the common areas, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be provided in the Declaration. No such dedication or transfer shall be effective unless an instrument has been signed by seventy-five percent (75%) of members, agreeing to such dedication, sale or transfer;

(l) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common areas, provided that such merger, consolidation or annexation shall have the assent of seventy-five percent (75%) of members.

ARTICLE V - MEMBERSHIP

No person except an Owner or a Developer, as such terms are defined in the Declaration, is entitled to membership in the Association; and all Owners and Developers, regardless of whether a Developer is also an Owner, shall be members of the Association, as provided in this Article.

Every Owner who holds record title to a residential lot that is subject to assessment under the Declaration, shall be a member of the Association. Each membership shall be appurtenant to the residential lot and shall be transferred automatically by a conveyance of record title to such lot. An owner of more than one lot is entitled to one membership for each residential lot to which such Owner holds record title. If more than one person holds an interest in any residential lot, all such persons shall be members; provided however, that only one vote shall be cast with respect to any one residential lot. No person other than an Owner or Developer may be a member of the Association, and a membership may not be transferred except by a transfer of record title to the residential lot to which it is appurtenant.

ARTICLE VI - VOTING RIGHTS

All members shall be entitled to one (1) vote for each residential lot owned. If more than one (1) person holds record title to a residential lot, there shall be only one vote cast with respect to such lot, exercised as the owners determined among themselves.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed and governed by a Board of Directors consisting of at least three (3) Directors, who must be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Stan Porter	% Northwest Florida Realty, Inc. 846 Main Street Chipley, Florida 32428
Charles Randy Bielinski	3302 S. Main Street Vernon, Florida 32462
James Luther, Jr.	5173 Panther Trail Chipley, Florida 32428

ARTICLE VIII - OFFICERS

The affairs of the Association shall be administered by a President, a Vice-President, and a Secretary/Treasurer and such other Officers as may be designated from time to time by the Directors. The names and addresses of the Officers who shall serve until their successors are elected or designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Terry Gagnon	President	5120 Airpark Boulevard Chipley, Florida 32428
Michael Highsmith	Vice-President	Post Office Box 9531 Panama City Beach, Florida 32417
Rodney Adams	Secretary / Treasurer	2982 Woody Marion Drive Chipley, Florida 32428

ARTICLE IX - INDEMNIFICATION

Every Director and every Officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, or by reason of his having served the Association at its request, whether or not he is a Director or Officer or member serving the Association at the time such expenses or liabilities are incurred, except when the Director, Officer or member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or member serving the Association may be entitled.

ARTICLE X - BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote of a majority of all the members present in person or by proxy.

ARTICLE XI - DISSOLUTION

The Association may be dissolved upon written assent signed by members holding not less than seventy-five percent (75%) of the total number of votes of members. Upon

dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

ARTICLE XII - TERM

The term of the Association shall be perpetual.

ARTICLE XIII - AMENDMENTS

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

Section 1. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. Vote: A resolution for the adoption of an 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 meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions must be adopted by not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

Section 3. Limit on Amendments: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members.

Section 4. Certification: A copy of each amendment shall be certified by the Secretary of State.

ARTICLE XIV - INCORPORATOR

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

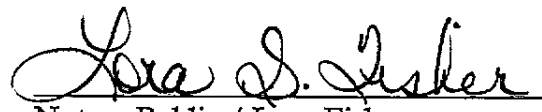
Colby Peel, P.A.
1314 Jackson Avenue
Post Office Box 550
Chipley, Florida 32428

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I the undersigned, as the incorporator of this Association, have executed these Articles of Incorporation this 20 day of July, 2000.


COLBY PEEL

STATE OF FLORIDA
COUNTY OF WASHINGTON

Before my the undersigned authority, personally, appeared COLBY PEEL, who after being duly sworn, acknowledges that he executed the foregoing Articles of Incorporation for the purposes therein expressed this 20 day of July, 2000.


Notary Public / Lora Fisher

My Commission Expires:
My Commission Number:




Lora S. Fisher
Commission # CC916375
Expires March 6, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

FILED
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DEPT. OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.



COLBY PEEL
Registered Agent

STATE OF FLORIDA
COUNTY OF WASHINGTON


I HEREBY CERTIFY that the foregoing Acceptance of Registered Agent was acknowledged before me this 20 day of July, 2000, by COLBY PEEL who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20 day of July, 2000.



Notary Public / Lora Fisher

My Commission Expires:
My Commission Number:

 Lora S. Fisher
Commission # CC916375
Expires March 6, 2004
Bonded Thru
Atlantic Bonding Co., Inc.