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April 11, 2001

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Division of Corporations
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Tallahassee, Florida 32314

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RE: Articles of Incorporation
Cottages at Victoria Station Subdivision
Homeowner's Association, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of Articles of Incorporation, for the above-referenced non-profit corporation. Additionally, please find my check (#1700) made payable to Florida Department of State -- Division of Corporations, in the amount of \$87.50, representing the filing fee and costs.

Please file the original of the documents enclosed herewith, and create the corporation listed above. Thereafter, kindly return a certified copy of the document to me at the mailing address given above.

If you have any questions or concerns regarding this matter, please do not hesitate to contact me.

With kind regards, I remain,

Very truly yours,

J. EDWARD HOPKINS

JEH/kjb
Enclosures

- as stated above.

FILED
01 APR 13 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
COTTAGES AT VICTORIA STATION SUBDIVISION
HOMEOWNERS ASSOCIATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate myself together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I

The name of the corporation is COTTAGES AT VICTORIA STATION SUBDIVISION HOMEOWNERS ASSOCIATION, INC., and the initial principal address of the corporation is 1257 Tall Pines Trail, Gulf Breeze, FL 32561.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association should be the operation and management of the affairs and property of the home development known as the COTTAGES AT VICTORIA STATION SUBDIVISION HOMEOWNERS ASSOCIATION, INC., located in a Portion of Section 4, Township 1 North, Range

28 West, Santa Rosa County, Florida and contains 3.98 acres, and more particularly described in the Public Records Santa Rosa County, Florida, and to perform all acts and functions allowed by the laws of the State of Florida.

ARTICLE III

POWERS

The Association shall have all of the statutory powers of a corporation not for profit, and all of the powers and duties set forth in these Articles. Where variances permitted by law appear in these Articles of Incorporation, these Articles shall control. The Association may enter into Lease Agreements and may acquire and enter into agreements acquiring leaseholds, memberships, and other possessory or use interests for terms up to and including 99 years, whether or not contiguous to the lands of the subdivision, intended to provide for the enjoyment, recreation or other use or benefit of the members; including but not limited to the lease of recreation areas and facilities.

ARTICLE IV

MEMBERSHIP

Every owner of a Lot which is subject to assessment shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

ARTICLE V

VOTING RIGHTS

The Association shall have one (1) class of voting membership. Each Member shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determined, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE VI

DISTRIBUTION

No part of the income of this corporation shall be distributed to its members, except as compensation for services rendered.

ARTICLE VII

EXISTENCE

This corporation shall have perpetual existence unless dissolved according to law.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The street address and city of the initial registered office of the corporation is 4400 Bayou Boulevard, Suite 35, Pensacola, Florida 32503, and the name of the registered agent at such address is WESLEY E. CHALK.

ARTICLE IX

NUMBER OF DIRECTORS

The business of the corporation shall have be conducted by a Board of Directors which shall consist of not less than three (3) persons, and elected at the Association's first annual meeting in the manner described in the corporation's Bylaws.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE XI

BYLAWS

The 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 XII

OFFICERS AND SUBSCRIBERS

The names and street addresses of the initial Officers and the Subscribers to these Articles of Incorporation are as follows:

Riley A. Burke and Susan B. Burke
1257 Tall Pines Trail
Gulf Breeze, Florida 32561

President/
Secretary/Treasurer

ARTICLE XIII

AMENDMENTS

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a two-thirds (2/3) vote of all members of the corporation.

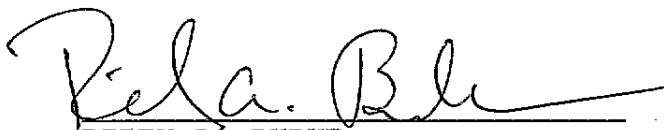
ARTICLE XIV

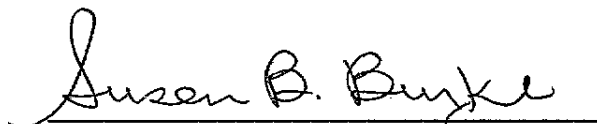
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have set our hands and seals this 11th day of April, 2001.

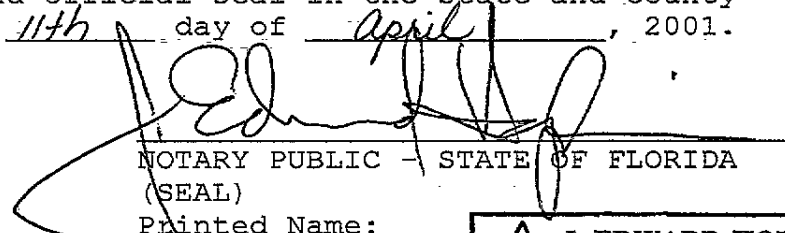

RILEY A. BURKE


SUSAN B. BURKE

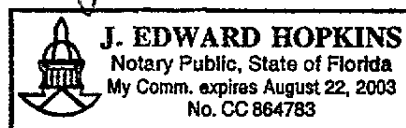
STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared RILEY A. BURKE and SUSAN B. BURKE, personally known to me or who has produced B-620-721-56-382-0, B620-782-57-555-0 as identification, and acknowledged before me, executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid on this 11th day of April, 2001.


NOTARY PUBLIC - STATE OF FLORIDA
(SEAL)

Printed Name:
Commission No.



REGISTERED AGENT'S CERTIFICATE

In pursuance of Florida Statutes, the following is submitted in compliance with said act:

FIRST, THAT COTTAGES AT VICTORIA STATION SUBDIVISION HOMEOWNERS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in Escambia County, Florida 32501, has named WESLEY CHALK, 4400 Bayou Boulevard, Suite 35, Pensacola, Florida 32503, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:


Having been named to accept service of process for the above stated not-for-profit corporation at 4400 Bayou Boulevard, Suite 35, Pensacola, Florida 32503, the place designated in this certificate, I hereby accept to act in this capacity, and 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.

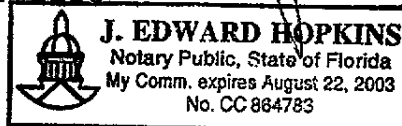

Registered Agent

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 11th day of

April, 2001.


NOTARY PUBLIC
(SEAL)



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR 13 PM 2:24

FILED