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FLORIDA NON-PROFIT CORPORATION

Crescent Beach Cottages Association, Inc.

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ARTICLES OF INCORPORATION
OF
CRESCENT BEACH COTTAGES ASSOCIATION, INC.

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

ARTICLE I - NAME

The name of the corporation (hereinafter called the "Association") is CRESCENT BEACH COTTAGES ASSOCIATION, INC., and the address of the principal office and its mailing address is 12605 Emerald Coast Parkway, Destin, Florida 32541.

ARTICLE II - PURPOSE

The specific purpose for which the Association is formed is to provide for maintenance, preservation, architectural control and security of the residential lots, easements, access facilities and common areas of the property described in the Plat of Crescent Beach Cottages to be recorded in the Public Records of Walton County, Florida, and to promote the health, safety and welfare of the residents of the above-described subdivision and such phases as added thereto, if any, all of which will be brought within the jurisdiction of the Association for such purposes when said phases are recorded in the Public Records of Walton County, Florida.

In furtherance of such purposes, the Association shall have the power to:

- (a) Perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions, Restrictions and Easements for Crescent Beach Cottages (the "Declaration") to be recorded in the Public Records of Walton County, Florida, as the same may be amended from time to time, said Declaration, as it may be amended from time to time, being incorporated herein by reference.

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(b) Affix, levy and collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration, pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied on or imposed against the property 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 or personal property in connection with the affairs of the Association.

(d) Borrow money or hypothecate any or all of its real or personal property as security for money borrowed or debt incurred.

(e) Dedicate, sell, or transfer all or part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by all of the members. No such dedication or transfer shall be effective unless an instrument has been recorded in the Public Records of Walton County, Florida.

(f) Participate in mergers and consolidations with other nonprofit corporations organized for similar purposes, or annex additional property for common areas.

(g) Have and exercise any and all powers, rights, and privileges that a nonprofit organization organized under Chapter 617, Florida Statutes by law may have now or hereafter have or exercise, together with all other powers reasonably necessary to effectuate the purposes of the Association.

(h) Further, the Association shall operate and maintain any stormwater 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

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all powers necessary to establish rules and regulations, assess members, and contract for services for the maintenance and operation thereof.

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

ARTICLE III - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a member and shall be entitled to one vote for each Lot owned. When one or more person holds an interest in any Lot, the one (1) vote for such Lot shall be exercised as they among themselves determine. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE IV - DURATION

The period of duration of the Association shall be perpetual.

ARTICLE V - SUBSCRIBER

The name and address of the subscriber is Russell D. Aldrich, 12605 Emerald Coast Parkway, Destin, Florida 32541.

ARTICLE VI - OFFICERS

The officers of the Association shall be a president, vice president, secretary and treasurer. Such officers shall be elected at the first meeting of the board of directors following each annual meeting of members, or as otherwise set forth in the Bylaws.

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

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<u>Name</u>	<u>Office</u>
Russell D. Aldrich	President
John H. Elamad	Vice President/Treasurer
George W. Jones	Secretary

ARTICLE VII - BOARD OF DIRECTORS

The affairs of the Association will be managed by a Board of Directors consisting of the number of directors as shall be determined in accordance with the Bylaws, but not less than three directors, and in the absence of such determination shall consist of three directors. The names and addresses of the persons who shall serve as directors until the first election are:

Russell D. Aldrich, 12605 Emerald Coast Parkway, Destin, Florida 32541
John H. Elamad, 4639 Gulf Starr, Destin, Florida 32541
George W. Jones, 415 Mountain Drive, Suite 5, Destin, Florida, 32541

ARTICLE VIII - BYLAWS

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 by not less than the affirmative vote of two-thirds (2/3) of the membership of the Association existing at the time of and present in person or by proxy at such meeting except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE IX - AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by any member of the Association. 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 two-thirds (2/3) of the membership of the Association existing at the time of and present in person or by proxy at such meeting.

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ARTICLE X - DISSOLUTION

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 nonprofit corporation, association, trust, or other organization organized and operated for similar purposes.

ARTICLE XI - REGISTERED AGENT

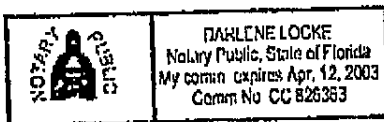
The Association has named MARY K. KRAEMER, whose address is 607 Highway 98 East, Destin, Florida 32541, as its registered agent to accept service of process within the State.

EXECUTED at Destin, Florida, on the 25th day of January, 2001.


Russell D. Aldrich

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 25th day of January, 2001, by Russell D. Aldrich.




Signature of Notary

Darlene Locke
Name of Notary (Typed, Printed or Stamped)

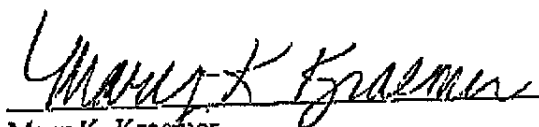
Commission Number (if not legible on seal):

My Commission Expires (if not legible on seal): April 12, 2003

Personally Known X OR Produced Identification _____
Type of Identification Produced current Florida driver's license or _____

Having been named to accept Service of Process for the above stated Corporation, at the place designated in these Articles, 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.

Dated this 25th day of January, 2001.


Mary K. Kraemer

FINAL PROPOSAL IFN1 Aldrich\Recent Beach Collages\Association Articles.wpd

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