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D. WHITE NOV 27 2002

FRANKLIN H. WATSON, P.A.

ATTORNEY AT LAW

ADMITTED IN
FLORIDA & ALABAMA

5365 E. COUNTY HIGHWAY 30-A, SUITE 105
SEAGROVE BEACH, FL 32459

PH: (850) 231-3465
FAX: (850) 231-3475

November 12, 2002

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

SUBJECT: SOUTHERLY OWNERS' ASSOCIATION, INC.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for the amount of \$78.75, Filing Fee and Certificate.

If you have any questions or concerns regarding the enclosed, please do not hesitate to contact me at 850-231-3465.

FROM: FRANKLIN H. WATSON, P.A.
5365 E. Highway 30-A
Suite 105
Seagrove Beach, FL 32459
Phone: 850-231-3465

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**ARTICLES OF INCORPORATION
OF
SOUTHERLY OWNERS' ASSOCIATION, INC.**

The undersigned incorporators by these articles associate themselves for the purpose of forming a corporation not for profit under the laws of the State of Florida, and adopt the following articles of incorporation:

**ARTICLE I
NAME**

The name of this corporation is **SOUTHERLY OWNERS' ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "association," these articles of incorporation as the "articles," and the bylaws of the association as the "bylaws."

**ARTICLE II
TERM OF EXISTENCE**

The association shall have perpetual existence.

**ARTICLE III
CORPORATE PURPOSE**

This association is organized for the purpose of providing an entity under the Florida Statute 617.301-617.312 ("the Statute") for the operation of a Homeowners Association located in Walton County, Florida.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS**

The street address and mailing address of the initial principal office of the corporation is:

98 George Ellis Point
Freeport, FL 32439

**ARTICLE V
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 98 George Ellis Point, Freeport, Florida 32439; the name of the initial registered agent of this corporation at that address is: Mikel L. Perry.

**ARTICLE VI
FIRST BOARD OF DIRECTORS**

The number of persons constituting the first board of directors shall be three (3) and their names, addresses and any offices held are as follows:

NAME:	ADDRESS:	OFFICE
Mikel L. Perry	98 George Ellis Point Freeport, FL 32439	President-Treasurer
Brian Emerson	98 George Ellis Point Freeport, FL 32439	Vice-President
Jack Perry	98 George Ellis Point Freeport, FL 32439	Secretary

This first Board of Directors is appointed according to the bylaws of the corporation.

**ARTICLE VII
MEMBERS**

The qualification of members and the manner of their admission shall be as regulated by the bylaws.

**ARTICLE VIII
INCORPORATORS**

The name and address of the incorporator signing these Articles of Incorporation is:

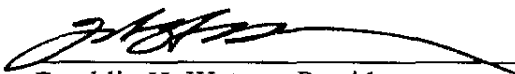
FRANKLIN H. WATSON, P.A.
5365 E. HIGHWAY 30-A, SUITE 105
SEAGROVE BEACH, FLORIDA 32459

**ARTICLE IX
BYLAWS**

The corporation shall be governed by Bylaws.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge we are filing the foregoing Articles of Incorporation under the laws of the State of Florida this 15th day of November, 2002.

FRANKLIN H. WATSON, P.A.


Franklin H. Watson, President

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 15th day of November, 2002, by Franklin H. Watson, as President of Franklin H. Watson, P.A., who is personally known to me.

WITNESS my hand and seal this 15th day of November, 2002.

Affix Seal



Linda S Van Tassel
My Commission: DD141074
Expires August 12, 2006

Linda S. Van Tassel

Name: Linda S. Van Tassel

Notary Public

My commission expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PRINCIPAL OFFICE
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

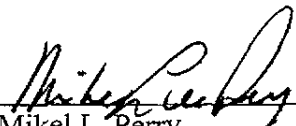
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In compliance with Section 617.0501, Florida Statutes, the following is submitted:

FIRST -- That **SOUTHERLY OWNERS' ASSOCIATION, INC.** with its principal place of business at 98 George Ellis Point, Freeport, Florida 32439 has named Mikel L. Perry, located at 98 George Ellis Road, Freeport, Florida 32439, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this 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 617.0501 Florida Statutes.

Date: 11-15-02


Mikel L. Perry