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SECRETARY OF STATE
TALLAHASSEE FLORIDA

2/1/03

RISH, GIBSON & SCHOLZ, P.A.

ATTORNEYS AT LAW

206 E. FOURTH STREET

POST OFFICE BOX 39

PORT ST. JOE, FLORIDA 32457

**WILLIAM J. RISH
THOMAS S. GIBSON
S. RUSSELL SCHOLZ**

**TELEPHONE (850) 229-8211
FAX (850) 227-1619**

November 26, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32399

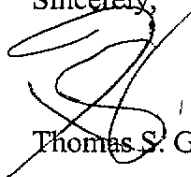
Re: Homeowners' Association of Las Palmas, Inc.

Dear Sir or Madam:

I have enclosed the original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the filing fee and the cost of receiving a certified copy of the Articles of Incorporation. Please forward your certificate of incorporation and certified copy to me as soon as possible.

Thank you for your assistance in this matter.

Sincerely,



Thomas S. Gibson

TSG/pwr

Enclosure: as stated

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02 DEC 16 AM 8:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
HOMEOWNERS' ASSOCIATION OF LAS PALMAS, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION AND PRINCIPAL OFFICE

The name of the Corporation is **HOMEOWNERS' ASSOCIATION OF LAS PALMAS, INC.**
The principal office for the corporation shall be 307 Woodbridge Circle, Daphne, AL 36526.

ARTICLE II
DURATION

The duration of the Corporation is perpetual. Corporate existence shall commence upon the proper filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE III
PURPOSE

The general purposes and powers are to have and to exercise all rights and powers conferred on non-profit corporations under the laws of Florida, including the power to contract, rent, buy or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

ARTICLE IV
MEMBERSHIP

The members of the corporation shall be the owners of lots within the Las Palmas Subdivision as described in the Public Records of Gulf County, Florida and the Bylaws.

ARTICLE V

REGISTERED AGENT

The initial registered agent for this corporation is THOMAS S. GIBSON, and the initial registered office is located at 206 East Fourth Street, Port St. Joe, FL 32456.

ARTICLE VI DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is three (3). The name and address of each person who is to serve as a member of the initial Board of Directors are:

W. Kennedy Striplin
307 Woodbridge Circle
Daphne, AL 36526

Wesley Acee
418 Turrentine Avenue
Gadsden, AL 35901

J. Daniel Sizemore
Vision Bancshares, Inc.
727 Jenks Ave., Ste. H
Panama City, FL 32401-2570

The number of directors and manner of their election shall be fixed by the Bylaws and may be changed from time to time, but shall never be less than three (3) nor more than five (5) .

ARTICLE VII OFFICERS

The number of officers constituting the initial officers of the Corporation is one (1). The name and address of each person who is to serve as an initial officer is:

W. Kennedy Striplin, *President*
307 Woodbridge Circle
Daphne, AL 36526

The number of officers for the Corporation shall be fixed by the Bylaws and may be changed from time to time.

ARTICLE VIII BYLAWS

The Board of Directors shall have the authority to adopt, alter or amend the Bylaws for the Corporation by a majority vote at any directors' meeting.

ARTICLE IX INCORPORATORS

The name and address of the incorporator is as follows:

W. Kennedy Striplin
307 Woodbridge Circle
Daphne, AL 35901

W. Kennedy Striplin
W. KENNEDY STRIPLIN

DATED this 25 day of Nov, 2002.

STATE OF FL
COUNTY OF Colt

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared W. KENNEDY STRIPLIN, known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form(s) of identification of the above-named person(s):

personally known
of Nov, 2002. WITNESS my hand and official seal in the County and State last aforesaid this 25 day

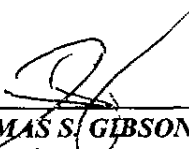


Thomas S. Gibson
MY COMMISSION # DD160449 EXPIRES
October 23, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]
Notary Public State of FL
My Commission Expires: 10/23/06

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



THOMAS S. GIBSON
206 E. 4th Street
Port St. Joe, FL 32456

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02 DEC 16 AM 8:35
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TALLAHASSEE FLORIDA