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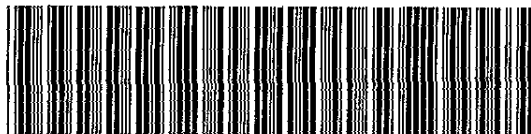
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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bayou Oaks Owners Association
Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

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- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
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- _____ L.C. File _____
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- _____ Trade/Service Mark _____
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- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
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- _____ UCC 1 or 3 File _____
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- _____ UCC 11 Retrieval _____
- _____ Courier _____

**Articles Of Incorporation
Of
Bayou Oaks Owners' Association, Inc.**

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TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, *Florida Statutes*, and certify as follows:

Article I. Name, Principal Office

Mailing Address and Registered Agent

Section 1. Name. The name of this corporation is **Bayou Oaks Owners' Association, Inc.** For convenience, the corporation shall be referred to in these Articles as the "Association."

Section 2. Principal Office. The street address of the principal office of the Association is 1233 Huntington Ridge Road, Lynn Haven, Florida 32444.

Section 3. Mailing Address. The mailing address of the corporation is 1233 Huntington Ridge Road, Lynn Haven, Florida 32444.

Section 4. Resident Agent. The initial registered agent of the Association shall be Steven L. Applebaum whose address shall be 9108 Front Beach Road, Panama City Beach, Florida 32407.

Article II: Purpose

The purpose for which the Association is organized is to provide an entity to operate, manage, maintain and control all or such parts thereof of the real property located in Bay County, Florida, described on Exhibit "A" hereto together with the recreational, greenspace, ingress and egress, parking, utilities and other related amenities as may be from time to time constructed thereon. The Association shall make no distribution of income to its members, directors or officers.

Article III: Powers

The powers of the Association shall include and be governed by the following provisions:

(A) The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the Declaration of Covenants, Conditions and Restrictions of Bayou Oaks Estates.

(B) The Association shall have all the powers and duties set forth in these Articles and the Declaration of Covenants, Conditions and restrictions of Bayou Oaks Estates and in §617.30, *Florida Statutes*, et. seq., including but not limited to the following:

(1) To hold title to and own fee simple or other lesser interest in real, personal, or mixed property, wherever situated, and to lease, mortgage and convey same.

(2) To make and collect assessments against the members as lot owners to defray the costs, expenses and losses related to the common property of the Association.

(3) To use the proceeds of the assessments in the exercise of these powers and duties.

(4) To maintain, repair, replace and operate the common property operated by the Association.

(5) To purchase insurance upon the common property operated by the Association, or the other property of the Association and insurance for the protection of the Association and its members.

(6) To reconstruct improvements after casualty and to further improve the common property operated by the Association, or any other property of the Association.

(7) To make and amend reasonable regulations respecting the use of the common property operated by the Association, or any other property of the Association.

(8) To enforce by legal means the provisions of the Declaration of Covenants, Conditions and Restrictions of Bayou Oaks Estates, these Articles, the By-Laws of the Association, and regulations for the use of the common property operated by the Association, or any other property of the Association.

(9) To contract for the management of the Association, the common property, and to delegate to such contractor all powers and duties of the Association except such as are specifically required to have approval of the Board of Directors or the membership of the Association.

(10) To contract with the Declarant, its successors and assigns, and any of the partners of the Declarant, their officers, directors, partners or shareholders.

(11) To employ personnel to perform the services required for the proper operation, management, maintenance, or control of the Association, the common property, or any other property of the Association.

(12) To hire attorneys or other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the members of the Association where such actions or rights are common to all members, or a substantial number of the members; and to bring such action in the name of and on behalf of the members.

(C) All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in equal shares.

Article IV: Members

(A) The members of the Association shall consist of all of the record owners of lots submitted to the jurisdiction of the Association.

(B) A change of membership in the Association shall be established by recording in the public records of Bay County, Florida, a deed or other instrument establishing a record title to a lot within Bayou Oaks Estates and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

(C) The share of a member in the funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to this lot.

(D) The owner of each lot within Bayou Oaks Estates shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

Article V: Directors

(A) The affairs of the Association will be managed by a Board consisting of three (3) directors who shall be designated or elected as hereinafter set forth. Directors need not be members of the Association.

(B) The names and addresses of the members of the first Board of Directors who have been designated as such by the Declarant and who shall hold office until their successors are designated or elected as herein provided and have qualified or until removed as herein provided are as follows:

Name	Address
Ron Putman	1233 Huntington Ridge Road, Lynn Haven, Florida 32444
Jeff Gregory	Post Office Box 15414 Panama City, Florida 32406
Anita Putman	1233 Huntington Ridge Road Lynn Haven, Florida 32444

until lot owners other than the Developer are entitled to elect members of the Board of Directors, the members of the Board of Directors shall be designated by the Developer and may be changed from time to time as the Developer, in its sole discretion, may determine.

(C) Members other than the Declarant are entitled to elect at least a majority of the members of the Board of Directors within three (3) months after ninety percent (90%) of the lots within have been conveyed to members.

(D) The Declarant is entitled to elect as least one (1) member of the Board of Directors as long as the Declarant holds for sale in the ordinary course of business at least five percent (5%) of the lots in. After the Declarant relinquishes control of the Association, the Declarant may exercise the right to vote any lot which Declarant owns in the same manner as any other member, except for the purposes of regaining control of the Association or selecting the majority of the members to the Board of Directors.

Article VI: Officers

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Name	Address
Jeff Gregory, President	Post Office Box 15414 Panama City, Florida 32406
Ron Putman, Vice-President	1233 Huntington Ridge Road, Lynn Haven, Florida 32444
Anita Putman, Secretary/Treasurer	1233 Huntington Ridge Road Lynn Haven, Florida 32444

Article VII: Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him 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, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors and officers liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

Article VIII: By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

Article IX: Amendments

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

(A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(B) A resolution for the adoption of a proposed amendment may be proposed either by 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 provided such approval is delivered to the secretary or assistant secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than two-thirds (2/3) of the vote of the entire membership of the Association;

(C) Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon any lots within Bayou Oaks Estates.

(D) A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Bay County, Florida.

Article X: Term

The term of the Association shall be perpetual.

Article XI: Subscribers

The name and address of the subscriber to these Articles of Incorporation is as follows:

Name	Address
Steven L. Applebaum	9108 Front Beach Road Panama City Beach, Florida 32407

In Witness Whereof, the subscriber has affixed his signature this 20 day of March, 2003.

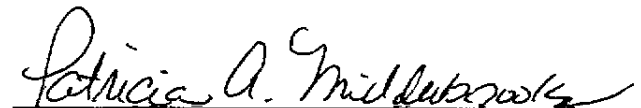

Steven L. Applebaum

State Of Florida
County Of Bay

Sworn to and subscribed before me this 20 day of March, 2003, in the state and county aforesaid, by Steven L. Applebaum who is ☒ personally known to me or [] produced _____ as identification.



Patricia A. Middlebrooks
MY COMMISSION # DD047893 EXPIRES
August 30, 2005
BONDED THRU TROY FAYN INSURANCE, INC.


Notary Public
State of Florida at Large

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.


Steven L. Applebaum

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TALLAHASSEE, FLORIDA