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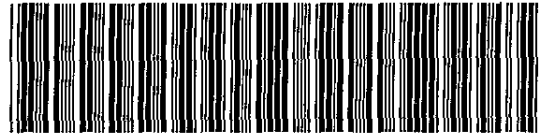
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

11/10/03--01016---003 **78.75

TRANSMITTAL LETTER

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

SUBJECT: GRAND BAY ASSOCIATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: C. D. BROWN
Name (Printed or typed)

508 AIRPORT ROAD, SUITE I
Address

PANAMA CITY, FL 32405
City, State & Zip

(850) 872-0600
Daytime Telephone number

SEC. OF STATE
TALLAHASSEE, FLORIDA

03 NOV - 7 AM 10:34

RECEIVED

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 7, 2003

GRAND BAY ASSOCIATION, INC.
508 AIRPORT RD STE 1
PANAMA CITY, FL 32405

We have received your document for GRAND BAY ASSOCIATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Hold for check to arrive.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 003A00060909

ARTICLES OF INCORPORATION
FOR
GRAND BAY ASSOCIATION, INC.,
A Florida Not-For-Profit Corporation

FILED
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SECRETARY OF STA
TALLAHASSEE FLOR

The undersigned subscriber to these Articles of Incorporation, an individual, hereby forms a not-for-profit corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Grand Bay Association, Inc., hereinafter referred to as the "Association". The initial street address of the Association is 508 Airport Road, Suite I, Panama City, Florida 32405.

ARTICLE II - REGISTERED AGENT

The initial Registered Agent of the Association is C. D. Brown. The street address of the Registered Agent is 508 Airport Road, Suite I, Panama City, Florida 32405.

ARTICLE III - PURPOSES

The Association does not contemplate pecuniary gain or profit to its members. The Association's specific purposes are to provide for the maintenance and preservation of the property to be known as Grand Bay (the "Property") in accordance with the Declaration of Charter, Easements, Covenants, and Restrictions, to be recorded in the public records of Bay County, Florida (the "Declaration") for the mutual advantage and benefit of the members of the Association, who shall be owners of Lots within the Property. To promote the health, safety and welfare of the owners of Lots, the Association shall have and exercise the following authority and powers:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, which is hereby incorporated by reference, as it may be amended from time to time.
- (b) To acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- (c) To borrow any money and to mortgage, pledge or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.

ARTICLE IV - MEMBERSHIP

Every person or entity who is a record owner of a Lot within the Property shall be a member

of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE V - VOTING RIGHTS

Each Lot is assigned one vote. However, until the occurrence of certain events, the developer of the Property shall have the right to elect a majority of the members of the Board.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. The Board of Directors shall be selected as provided in the Declaration and Bylaws.

ARTICLE VII - TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida.

ARTICLE VIII - DISSOLUTION

The Association may be dissolved as provided in the Declaration.

ARTICLE IX - OFFICERS

Subject to the direction of the Board, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board in accordance with the Bylaws.

ARTICLE X - BYLAWS

The Bylaws of this Association shall be adopted by the first Board and recorded among the public records of Bay County, Florida. The Bylaws may be altered, amended, modified, or repealed by (a) a majority of the Directors if ratified by a majority of members present at any duly called meeting of the members of the Association, or (b) assent in writing of members representing a majority of the voting interests. Any such modification shall be effective upon recording in the public records of Bay County.

ARTICLE XI - AMENDMENTS

The Association reserves the right to amend or repeal any of the provisions contained in these Articles by approval in writing of two-thirds (2/3) of the membership.

ARTICLE XII - SUPREMACY

These Articles and Bylaws are subject to the Declaration and in the event of a conflict, the Declaration shall govern. In the event of a conflict between the Articles and Bylaws, the Articles

shall govern.

ARTICLE XIII - INCORPORATOR

The incorporator of the corporation is C. D. Brown, whose address is 508 Airport Road, Suite I, Panama City, Florida 32405.

IN WITNESS WHEREOF, the incorporator has caused these Articles of Incorporation to be executed this 6th day of November, 2003.

Witnesses:

Phyllis N. McLawhorn
Cornie Fuller

C. D. Brown

STATE OF FLORIDA
COUNTY OF BAY

These Articles of Incorporation were acknowledged before me this 6th day of Nov., 2003, by C. D. Brown, who is personally known to me.

Phyllis N. McLawhorn
Notary Public (signature)

My commission expires:

Notary Public (printed name)



PHYLLIS N. MCLAWHORN
My Comm Exp 4/1/05
No. DD 008174
 Personally Known () Other I.D.

REGISTERED AGENT CERTIFICATE

Grand Bay Association, Inc., a corporation duly organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 508 Airport Road, Suite I, Panama City, Florida 32405, in Bay County, Florida, has named C. D. Brown as its agent to accept service of process within this state. The street address of the Registered Agent is 508 Airport Road, Suite I, Panama City, Florida 32405.

GRAND BAY ASSOCIATION, INC.

By: Karen J. Brown
Its President

Dated: 11/06/03

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.

C. D. Brown
C. D. Brown

Dated: 11/6/03

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03 NOV 10 PM 1:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA