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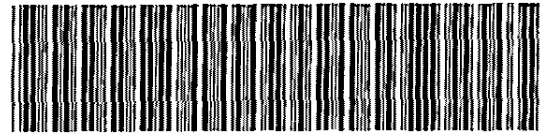
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JACK G. WILLIAMS
ATTORNEY AT LAW
502 HARMON AVENUE
PANAMA CITY, FLORIDA 32401

MAILING ADDRESS:
P. O. BOX 2176
PANAMA CITY, FLORIDA 32402

TELEPHONE NO. (850) 763-8388
FACSIMILE NO. (850) 763-1808

May 24, 2004

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

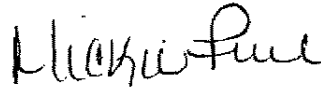
RE: Bahamas West 133 Southfield Owners Association, Inc.

Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation of Bahamas West 133 Southfield Owners Association, Inc., together with the Certificate Designating Place of Business or Domicile for the Service of Process as well as our check made payable to your order in the amount of \$70.00 representing the filing fee.

If the enclosed meet with your approval, I would appreciate your filing the same and returning to the undersigned a copy of the Articles of Incorporation stating that they have been filed for my file. Thank you for your assistance in this matter and should there be any questions, please advise.

Very truly yours,



Mickie Prue/Legal Secretary to
Jack G. Williams

/mp
Enclosures: as referenced

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**ARTICLES OF INCORPORATION
OF
BAHAMAS WEST 133 SOUTHFIELD OWNERS ASSOCIATION, INC.**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation shall be Bahamas West 133 Southfield Owners Association, Inc. The principal address of the corporation at the time of incorporation is 502 Harmon Avenue, Panama City, Florida 32401.

ARTICLE II - DURATION

The duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence at the time of the filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

- A. The specific and primary purpose for which this corporation is organized is to enforce covenants and maintain common areas in a residential development known as Bahamas West 133 Southfield and to assess owners for the costs thereof.
- B. This corporation is formed and shall be operated exclusively for the benefit of the members of the corporation and for non profit purposes. No part of the net earnings shall inure to the benefit of any member, trustee, or officer of the corporation except as provided by law.
- C. This corporation shall have and exercise all power conferred upon non profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.021 of the Florida Not For Profit Corporation Act.

ARTICLE IV - QUALIFICATION and ADMISSION OF MEMBERS

The members of this corporation, their qualifications and manner of admission, the property, voting and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection thereof, and the termination and transfer of membership shall be by ownership of a unit within the Bahamas West 133 Southfield residential development.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 502 Harmon Avenue, Panama City, Florida 32401 and the name of the corporation's initial registered agent at such address is Jack G. Williams.

ARTICLE VI - FIRST BOARD OF DIRECTORS

The following person shall serve the corporation as directors until the first annual meeting or their meeting called to elect directors:

Herbert Barr
309 Willow Drive
Enterprise, Alabama 36330

Joyce Barr
309 Willow Drive
Enterprise, Alabama 36330

Bert Barr
114 Aberdeen Avenue
Enterprise, Alabama 36330

ARTICLE VII - BASIS UNDER WHICH CORPORATION IS ORGANIZED

This corporation is organized under a non stock basis.

The corporation is a not-for-profit corporation as defined by the Florida Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its member, directors, officers or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VIII - MANAGEMENT OF CORPORATE AFFAIRS

- A. Board of Directors: The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors of not less than three (3) directors. The number of directors provided for in these Articles of Incorporation may be changed by a By-Law adopted by the members entitled to vote.
- B. Election of Directors: The method of electing directors shall be as set forth in the By-Laws.
- C. Elective Officers: The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. Other officers and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office and the manner of removing officers shall be set forth in the By-Laws.
- D. Standing Committees: This corporation shall have the authority to establish standing committees in the manner as provided for in the By-Laws. The powers and duties of the standing committees shall be specified in the By-Laws.

ARTICLE IX - INCORPORATOR

The name and address of the initial incorporator is as follows: Jack G. Williams, 502 Harmon Avenue, Panama City, Florida 32401.

ARTICLE X - BY-LAWS

By-Laws will be hereafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended, repealed, in whole or in part, by the members in the manner provided in the By-Laws. Any amendments to the By-Laws shall be binding on all members of the corporation.

ARTICLE XI - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of the voting members of the corporation.

ARTICLE XII - DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such Code as subsequently amended, or to the federal, state or local government to be used exclusively for public purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended Articles of Incorporation on the 24th day of May, 2004.

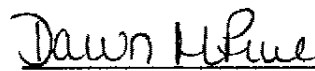


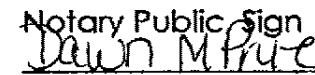
Jack G. Williams

**STATE OF FLORIDA,
COUNTY OF BAY.**

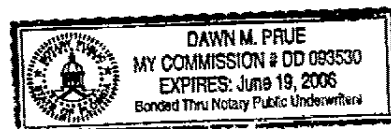
BEFORE ME, the undersigned authority, this day personally appeared Jack G. Williams to me well known and known to me to be the individual described in and who executed the foregoing articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid, this 24th day of May, 2004.



Notary Public, Sign


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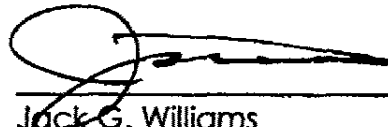
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
in compliance with said act.

First, that Bahamas West 133 Southfield Owners Association, Inc., desiring
to organize under the laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation, at 502 Harmon Avenue, Panama City,
Florida 32401 has named Jack G. Williams located at 502 Harmon Avenue,
Panama City, Florida 32401 as its agent to accept service of process within this
state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby accept to act
in this capacity, and agree to comply with the provisions of said Act relative to
keeping open said office.



Jack G. Williams
Registered Agent

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