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CORPORATE
ACCESS,
INC.

236 East 6th Avenue, Tallahassee, Florida 32303

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Arts

1.) Villas of Panama Owners' Association, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

**ARTICLES OF INCORPORATION OF
VILLAS OF PANAMA OWNERS' ASSOCIATION, INC.**

In compliance with the requirements of Chapters 607 and 617, Florida Statutes, the undersigned, for the purposes of forming a corporation not for profit, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation shall be Villas of Panama Owners' Association, Inc. (hereinafter "Association").

ARTICLE II - NON-PROFIT PURPOSE

The Association is formed exclusively for purposes for which a corporation may be formed under the Not-for-Profit Corporation Law of the State of Florida, and not for any pecuniary profit or financial gain. No part of the assets, income or profits of the Association shall be distributed to its members, directors or officers. The Association shall not engage in any activity prohibited to a not-for-profit corporation under the laws of the State of Florida.

ARTICLE III - GENERAL AND SPECIFIC PURPOSES AND POWERS

A. General Purposes. Subject to Article II hereof, the general purposes for which the Association is formed are to operate solely to provide for the acquisition, construction, annexation, management, maintenance and care of that certain real property located in Bay County, Florida known as Villas of Panama, as more particularly describe in the Declaration referenced below, as well as any additions thereto or phases thereof (hereinafter the "Subdivision") as will qualify it as a tax exempt real estate management association under Section 528 of the Internal Revenue Code of 1986, as amended, or similar provisions of subsequent federal tax laws.

B. Specific Purposes. Subject to part (A) of this Article III, the specific purposes for which the Association is formed include, among other things, the following:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in any Declaration of Covenants, Conditions and Restrictions for the Subdivision, which might hereafter be recorded in the Public Records of Bay County, Florida, and which Declaration refers to the "Villas of Panama Owners' Association, Inc." (the "Declaration"), and as the same may be amended, supplemented or restated from time to time as therein provided;

2. To encourage the County of Bay and other appropriate governmental entities to provide property maintenance and upkeep of the public roads and public areas adjacent to and about the Subdivision, and if found desirable, to provide such maintenance and upkeep by direct action;

3. To encourage the owners of properties in and about the Subdivision areas to maintain their properties in a manner which will reflect favorably upon the entire area and to enforce, to the extent practicable, the "Declaration"; and

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4. To function as a clearinghouse and catalyst with respect to community betterment ideas, whether originating from individual residents or property owners in and about the Subdivision area, or with the Board of Directors of this Association.

C. Powers. Subject to Article II hereof, the Association shall have all the powers granted to a not-for-profit corporation under the laws of the State of Florida which are necessary or appropriate to carry out or implement the general and specific purposes set forth above and for which this Association is formed (except any power which invalidate its status as a "real estate management association" under Section 528 of the Internal Revenue Code of 1986, as amended, or similar provisions of subsequent federal tax laws). Specifically, but without limitation, the Association shall have the following powers:

1. All powers and privileges to perform all of the duties and obligations of the Association as set forth in the Declaration, and as the same may be amended or restated from time to time as therein provided;

2. To fix, levy, collect and enforce payment, by any lawful means, all amounts, charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all reasonable expenses incident to the conduct of the business of the Association, including all licenses, taxes or other governmental charges levied or imposed against any property or assets of the Association.

3. To acquire (by a gift, devise, lease, purchase or otherwise), own, hold, improve, build upon, erect, annex, construct, equip, operate, maintain, manage, sell, transfer, lease or otherwise convey, or to dedicate for public or community use, any real or personal property, or any interest therein, all upon such terms and conditions as the Association may deem necessary or appropriate;

4. To borrow money and to issue bonds, notes, debentures and evidences of indebtedness, and to secure the same by mortgage, pledge, deed of trust, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

5. To participate in mergers or consolidations with other not-for-profit corporations organized for same or similar purposes, provided that any such merger or consolidation shall have the written consent of two-thirds of the Association's members, and to annex additional real property as provided for in the Declarations.

ARTICLE IV - MEMBERSHIP AND VOTING RIGHTS

A. The Association shall consist of all Owners (as defined in the Declaration) of Lots (as defined in the Declaration) in the Subdivision whose Declaration refers to Villas of Panama Owners' Association, Inc. Every Owner of a Lot in the Subdivision whose Declaration refers to the Villas of Panama Owners' Association, Inc. shall be a member of the Association. Membership shall be appurtenant to and may not be separated from the ownership of any Lot.

B. Except as otherwise expressly provided for in the Declaration, each Owner shall be entitled to one vote for each Lot owned. When more than one person holds an ownership in any Lot, all such persons shall be members and the one vote for each such Lot shall be exercised as they determine. In no event shall more than one vote be cast with respect to any one Lot.

ARTICLE V - TERM

The term for which this Association is to exist shall be perpetual, commencing with the filing of these Articles of Incorporation with the Florida Department of State's Office.

ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS

A. **Board of Directors.** The powers of the Association shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the bylaws of the Association provided that there shall never be less than three, nor more than nine (9), directors. The initial directors' terms of office shall expire at the first annual meeting of members. The names and addresses of the initial directors of the Association are as follows:

<u>Name</u>	<u>Address</u>
Gerald R. Garland	c/o John L. Gioiello, P. A. 404 Jenks Avenue Panama City, Florida 32401
Lewie D. Helms	same
Scott Helms	same

The first election of directors shall be held at the first annual meeting of members at which time the members shall elect (or re-elect) three directors as follows: one director shall be elected (or re-elected) for a three year term, one director shall be elected (or re-elected) for a two year term, and one director shall be elected (or re-elected) for a one year term. Thereafter, the next class of directors shall be elected by the membership at each subsequent annual meeting of the membership for a three year term.

B. **Corporate Officers.** The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the bylaws of the Association may authorize the directors to elect from time to time. Officers shall be elected by a majority of the directors and at the annual meeting of the directors. Until the first annual meeting of the directors, the following persons shall serve as corporate officers:

Gerald R. Garland- President
Lewie D. Helms- Vice President/Secretary
Scott Helms- Treasurer

ARTICLE VII - BYLAWS

The bylaws of the Association are to be made, and may be amended, altered or rescinded, by the Board of Directors of the Association.

ARTICLE VIII - AMENDMENT

Amendment of these Articles of Incorporation shall be proposed by motion of twenty percent of the members of the Association or by resolution of the Board of Directors, and shall be adopted by a vote of two-thirds of the members present at any regular meeting of the members of the Association, or at any special meeting of the members of the Association called for that purpose.

ARTICLE IX - REGISTERED AGENT

Until changed, the Registered Agent of the Association upon whom process may be served is John L. Gioiello, Esq., whose office address is 404 Jenks Avenue, Panama City, Florida 32401, and the street address of the principal office of this corporation is 404 Jenks Avenue, Panama City, Florida 32401.

ARTICLE X - DISTRIBUTION OF DISSOLUTION

Upon the dissolution of the Association (other than incident to merger or consolidation) the directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational or scientific purposes as shall then qualify it as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the directors may determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Bay County, Florida, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, for the purpose of forming the Association under the laws of the State of Florida, I, the undersigned, constituting the incorporators of the Association, have executed these Articles of Incorporation on the day indicated.

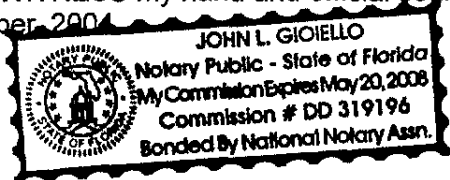
DATED this 13th day of December, 2004.


Gary W. Tennyson

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared GARY W. TENNYSON, who is personally known to me to be the person described in and who executed the foregoing instrument or who produced his as identification, and who after having taken an oath, acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of December, 2004.




NOTARY PUBLIC

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, John L. Gioiello hereby accept the appointment as Registered Agent for Villas of Panama Owners' Association as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have set my hand this 13th day of December, 2004.



John L. Gioiello

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