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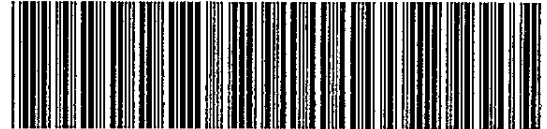
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ch. 1-24

SMITH, SMITH & MOORE

Attorneys at Law, P.A.

A Professional Association of Attorneys and Counselors at Law

Dedicated to Client Service

Michael S. Smith
Stephen A. Smith, P.A.
G. Cline Moore

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Perry, Florida 32348

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Toll Free 1-877-269-9839

Website: www.smithandmoore.lawoffice.com

January 11, 2005

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: KEATON BEACH COMMONS HOMEOWNERS
ASSOCIATION, INC.

Dear Sir or Madam:

Enclosed herewith for processing are the original and one copy of the proposed Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$78.75 to cover the necessary charges.

If further information or monies are required, please contact our office. We would appreciate your returning to this firm a copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Sincerely,
MICHAEL S. SMITH

By: Charlie Johns
Charlie Johns
Legal Assistant

/cj
Encls.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 13, 2005

SMITH, SMITH & MOORE
411 N. WASHINGTON STREET
PERRY, FL 32348

SUBJECT: KEATON BEACH COMMONS HOMEOWNERS ASSOCIATION,
INC.
Ref. Number: W05000002082

We have received your document for KEATON BEACH COMMONS HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

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) 245-6052.

Carolyn Lewis
Regulatory Specialist II
New Filings Section

Letter Number: 105A00002614

**ARTICLES OF INCORPORATION
OF
KEATON BEACH COMMONS HOMEOWNERS ASSOCIATION, INC.**

FILED
05 JAN 12 PM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is **KEATON BEACH COMMONS HOMEOWNERS ASSOCIATION, INC.**

ARTICLE II. STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for general non-profit purposes pursuant to the Florida Not For Profit Corporate Act.

ARTICLE III. PURPOSE

The specific and primary purposes for which this corporation is formed are to own and maintain a perpetual easement for right-of-way for certain common areas and graded road in Taylor County, Florida described in and attached hereto and marked as Exhibit "A" and by reference made a part hereof and to insure those persons passing along said common areas and graded road.

ARTICLE IV. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the purposes set forth in Article III, and no part of the net income or assets of this corporation shall inure to the benefit of any trustee, officer or member thereof, or to the benefit of any private individual whatsoever.

ARTICLE V. MEMBERSHIP

The corporation shall have a membership distinct from the board of trustees. Any person sui juris owning an interest in the real property situate in Taylor County, Florida that is within or contiguous to the real property that is within the common area or the right of way of the graded road described in the legal description attached hereto as Exhibit "A"(see above) (hereinafter referred to as 'acre' or 'acres').

Each of the acres described above shall exercise one vote, or approximate fractional vote, in the management of the affair of the corporation. Provided, always that the corporation in its Bylaws or Declaration shall be empowered to establish clauses of voting membership which, once established, shall not in any manner be affected by an amendments to these Articles of Incorporation. Provided always that when one or more than one person or entity is the owner of any Lot in the property described above, all such persons or entities shall be members, but they shall be entitled collectively to only one vote per lot within their class of membership voting in the management of the affairs of the corporation which shall be exercised as they shall determine.

ARTICLE VI. LOCATION OF REGISTERED OFFICE
AND NAME OF INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 20360 Keaton Beach Drive, Perry, Florida 32348.

The name of the initial registered agent is:

GARY WILLIAMS
20360 Keaton Beach Drive
Perry, Florida 32348

ARTICLE VII. INITIAL TRUSTEE

There shall be one trustee constituting the initial Board of Trustees.

The name and address of each person who is to serve as an initial director, manager, or trustee is:

GARY WILLIAMS, 20360 Keaton Beach Drive, Perry, Florida 32348

ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

A . BOARD OF TRUSTEES: The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a board of trustees. The number of trustees of the corporation shall be one initially; provided, however, that such number may be changed by a by-law adopted by the members.

The trustees named in Article VII shall hold office until the first annual

meeting of members, to be held on the first Monday in August, 2003 at 7:30 P.M., at 20360 Keaton Beach Drive, Perry, FL 32348 at which time an election of trustees shall be held to determine who shall then serve until the time of the next annual meeting.

Trustees elected at the first annual meeting and all times thereafter shall serve for a term of one year until the next annual meeting of members following the election of trustees and until the qualification of the successors in office. Annual meetings shall be held at 7:30 P. M. or the second Monday in January of each year (except for the first annual meeting described above) at the principal office of the corporation, or at such other place or places as the Board of Trustees may designate from time to time by resolution.

B. CORPORATE OFFICERS: The Board of Trustees shall annually elect a President and a Secretary-Treasurer, and such officers as the bylaws of the corporation may authorize the trustees to elect from time to time. Such officers shall be initially elected at the organization meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

GARY WILLIAMS
20360 Keaton Beach Drive
Perry, Florida 32348

President / Secretary / Treasurer

C. PERMITTING: The Suwannee River Water Management District, may, as a limiting condition of any permit issued, require that the surface water management system (the system) be inspected at least once annually for the first three (3) years of operation and every third year thereafter to ascertain that the system is being operated and maintained in a manner consistent with the permit issued by the Suwannee River Water Management District. The inspector shall furnish the report to the Suwannee River Water Management District within thirty (30) days of the inspection.

ARTICLE IX. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to Taylor County, Florida or to any public authority, utility, municipal corporation, or political subdivision of the State of Florida, or to any other entity which has established its tax exempt status under the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal Tax Laws.

Before any assets of the corporation are distributed the dedication must be authorized by the Suwannee River Water Management District through modification of any permits or authorizations issued by the Suwannee River Water Management District .

Before the developer may relinquish control of the association he must provide at least thirty (30) days written notice to the Suwannee River Water Management District. The notice given to the Suwannee River Water Management District should state that all terms and conditions placed upon the developer by permits or authorizations from the Suwannee River Water Management District have been satisfied in full and what specific date the transfer will occur.

ARTICLE X. BYLAWS AND AMENDMENT OF ARTICLES

The bylaws will be adopted and may be amended by the Directors or members, consistent with these articles and the declaration. Amendments which directly or indirectly impact operation and maintenance of the surface water management system, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned by the association of the owners in common, may be made after approval by the Suwannee River Water Management District. Such approval shall be in the form of a modification to any and all permits issued by the Suwannee River Water Management District under the lawfully adopted rules of the Suwannee River Water Management District in effect at the time of application for such modification. Amendment to the articles or the bylaws which does not impact operation or maintenance of the system may be made without authorization of the Suwannee River Water Management District; however, copies of any such amendments shall be forwarded to the district within 30 days of approval.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida have executed these Articles of Incorporation on 7th day of January, 2005.

**IDC DEVELOPMENT, LLC, a Georgia
Limited liability company**

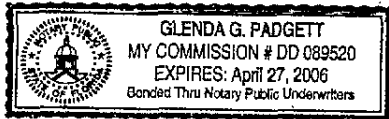

**GARY WILLIAMS, Managing Member
INCORPORATOR**

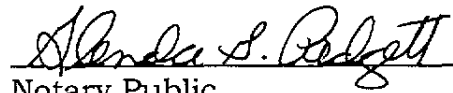
STATE OF FLORIDA
COUNTY OF TAYLOR

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments and administer oaths in the State and County aforesaid, personally appeared GARY WILLIAMS, Managing Member of IDC DEVELOPMENT, LLC, as incorporator, well known to me to be the person described in and who acknowledged before me that they executed and subscribed to the foregoing Articles of Incorporation in the aforesaid capacities.

WITNESS my aforesaid this and official in the County and State aforesaid, this 7th day of January, 2005.

(S e a l)




Notary Public

ACCEPTANCE OF SERVICE

HAVING BEEN NAMED to accept service of process for **KEATON BEACH COMMONS HOMEOWNERS ASSOCIATION** at the place designated above, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091 of the Florida Statutes.

**IDC DEVELOPMENT, LLC, a Georgia
Limited liability company**


GARY WILLIAMS, Managing Member

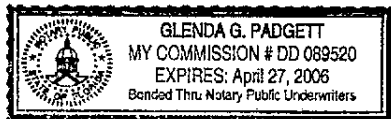
FILED
05 JAN 12 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF TAYLOR

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments and administer oaths in the State and County aforesaid, personally appeared GARY WILLIAMS, Managing Member of IDC DEVELOPMENT, LLC, well known to me to be the person described in and who acknowledged before me that they executed the foregoing Acceptance of Service.

WITNESS my hand and, official seal in the County and State last aforesaid, this day 7th of January, 2005.

(Seal)



Glenda G. Padgett
Notary Public

EXHIBIT "A"

Parcel I.D. # 35-07-07-06966-000

LOTS 91, 92, 93, 94 AND 95 OF UNIT NO. 2 KEATON BEACH SUBDIVISION, ACCORDING TO THE MAP OR PLAT OF SAID UNIT NO. 2 KEATON BEACH SUBDIVISION ON RECORD IN THE OFFICE OF THE CLERK OF THE CIRCUIT COURT OF TAYLOR COUNTY, FLORIDA IN PLAT BOOK 1, PAGE 109.

ALSO:

COMMENCE AT THE NW CORNER OF LOT 91 OF KEATON BEACH SUBDIVISION, UNIT 2 AS THE POINT OF BEGINNING; THENCE FROM SAID POB RUN N 05° E 47' 00" W, ALONG THE EASTERLY R/W LINE OF COUNTY ROAD NO. 361 (KEATON BEACH ROAD), 22.01 FEET TO A ROCK SEAWALL; THENCE RUN S 84° E 52' 34" E ALONG SAID SEAWALL, 12.23 FEET; THENCE RUN S 81° E 55' 15" E, ALONG SAID SEAWALL, 21.27 FEET; THENCE RUN N 86° E 32' 18" E, ALONG SAID SEAWALL, 67.55 FEET; THENCE RUN S 06° E 03' 45" E, 23.29 FEET TO THE SOUTH R/W LINE OF BLUE CREEK DRIVE; THENCE RUN N 89° E 17' 00" W, ALONG SAID R/W LINE, 100.91 FEET TO THE POINT OF BEGINNING. SAID PARCEL CONTAINS 2070.42 SQUARE FEET (0.05 ACRE)^

LESS AND EXCEPT:

COMMENCE AT THE NW CORNER OF LOT 91 OF KEATON BEACH SUBDIVISION, UNIT 2 AND RUN S 89 ° 17' 00" E, ALONG THE SOUTH R/W LINE OF BLUE CREEK DRIVE, 100.91 FEET TO THE POINT OF BEGINNING; THENCE FROM SAID POB , CONTINUE S 89 ° 17' 00" E, ALONG SAID R/W LINE, 50.34 FEET TO THE NE CORNER OF SAID LOT 91; THENCE RUN S 06 ° 04' 35" E, 47.02 FEET TO THE SE CORNER OF SAID LOT 91; THENCE RUN S 84 ° 13' 00" W, ALONG THE SOUTH BOUNDARY LINE OF SAID LOT 91, 50.00 FEET TO THE NE CORNER OF LOT 92; THENCE RUN N 06 ° 03' 45" W, 52.72 FEET TO THE POINT OF BEGINNING. SAID PARCEL CONTAINS 2493.06 SQUARE FEET (0.06 ACRE).^

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