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February 4, 2005

Via Hand Delivery

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399


**Re: Filings: Kelly's Landing HOA
New River Run HOA
River's Way HOA**

To Whom It May Concern:

The purpose of this letter is to forward to the Division of Corporations the enclosed Articles for the above-referenced homeowners associations. Included in this packet is a check #5570 for \$236.25 to cover the cost of filing and obtaining a certified copy of the Articles for each corporation.

If you have any questions concerning the enclosed, please do not hesitate to call.

Sincerely,


Nancy Hough
Paralegal

:nh

Enclosure



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 7, 2005

ARD, SHIRLEY & HARMTMANN, P.A.

SUBJECT: KELLY'S LANDING HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W05000006171

We have received your document for KELLY'S LANDING HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$236.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The name of the entity must be identical throughout the document.

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) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 005A00008410

ARTICLES OF INCORPORATION

KELLY'S LANDING HOMEOWNERS' ASSOCIATION, INC. 05 FEB 11 PM 1:21

A Florida Nonprofit Corporation

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

ARTICLE I

Name

The name of the corporation shall be **Kelly's Landing Homeowners' Association, Inc.**

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

2290 Delta Boulevard
Tallahassee, Florida 32303

ARTICLE III

Purpose

The purpose of the corporation is to promote the common interests of the members of the property owners association identified herein, in the State of Florida. The corporation is organized to be a not-for-profit corporation, and may engage only in activities that may be carried on by a corporation exempt from federal income taxes under Section 501(c) (6) of the Internal Revenue Code or any section of any statute adopted in succession thereof. No part of the net earnings of the corporation shall inure to the benefit of any member, except that the corporation may pay reasonable compensation for services rendered and may make payments and distributions in the furtherance of the purposes set forth herein.

ARTICLE IV

Initial Director / Manner of election of directors

The initial director shall be Sidney E. Gray, whose address is 2290 Delta Boulevard, Tallahassee, Florida 32303. The manner in which the directors are elected or appointed is by election at the annual meeting of the Association members, or as otherwise stated in the Bylaws or Declaration of Covenants and Restrictions of this Corporation.

ARTICLE V
Limitation of corporate powers

There are no provisions which limit the corporate powers authorized under section 617.0302, Florida Statutes, or any successor thereto.

ARTICLE VI
Initial registered agent and street address

The name and the street address of the initial registered agent is:

Sidney E. Gray
2290 Delta Boulevard
Tallahassee, Florida 32303

ARTICLE VII
Bylaws

The Incorporator is authorized to adopt, amend and repeal Bylaws for the Corporation prior to the initial election of Directors. Thereafter, the manner of amending or repealing the Bylaws shall be as prescribed in the Bylaws or Declaration of Covenants and Restrictions of this Corporation.

ARTICLE VIII
Amendment to Articles of Incorporation

Prior to the initial election of Directors, these Articles of Incorporation may be amended by the Incorporator. Thereafter, the manner of amending these Articles shall be as prescribed in the Bylaws, the Declaration of Covenants and Restrictions, or in an applicable amendment to the Articles of Incorporation; provided, however, if no manner of amendment is prescribed, these Articles may be amended as provided by Florida law.

ARTICLE IX
Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subjected by the Declaration of Covenants and Restrictions of record to assessment by the Association, including contract sellers, shall be a member of the Corporation. Membership shall be appurtenant to and shall not be separated by ownership of a lot which is subject to assessment by the Corporation.

ARTICLE X
Voting Rights

Each owner of a lot shall be entitled to one (1) vote. In no event may more than one (1) vote be cast per lot.

ARTICLE XI
Dissolution

Upon the dissolution of Kelly's Landing Homeowners' Association, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

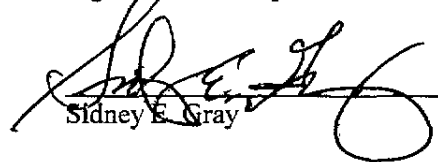
ARTICLE XII
Incorporator

The name and street address of the incorporator for these Articles of Incorporation is:

Sidney E. Gray
2290 Delta Boulevard
Tallahassee, Florida 32303

The undersigned incorporator has executed these Articles of Incorporation this 9th day of February, 2005.

Signature of Incorporator


Sidney E. Gray

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

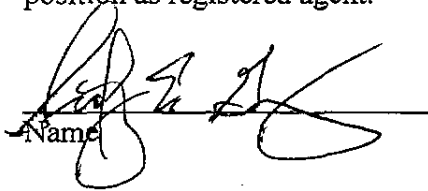
1. The name of the corporation is:

Kelly's Landing Homeowners' Association, Inc.

2. The name and address of the registered agent and office is:

Sidney E. Gray
2290 Delta Boulevard
Tallahassee, Florida 32303

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Name

2/9/05
Date

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

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