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TALLAHASSEE, FL 32310

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(CLAUDE R. WALKER, ESQ.)

HUEY, GUILDAY & TUCKER, P.A.

P. O. BOX 12500

TALLAHASSEE, FL 32317-2500

Address

Attn: Julie 224-7091

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Serenity Property Owners'
Association, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

7875

ARTICLES OF INCORPORATION
OF
SERENITY PROPERTY OWNERS' ASSOCIATION, INC.

FILED
05 APR 13 PM 2:35
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned incorporator this day voluntarily adopts the following Articles of Incorporation for the purpose of forming a Florida not-for-profit corporation.

ARTICLE I

NAME

The name of the corporation is Serenity Property Owners Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Association is located at, and the mailing address of the Association is 1708 Metropolitan Boulevard, Tallahassee, Florida 32308.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 1708 Metropolitan Boulevard, Tallahassee, Florida 32308, and the name of the initial registered agent of the Association at that address is George F. Grimsley.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof (hereinafter referred to individually as a "Member" and collectively as "Members"), and the specific purposes for which it is formed are to provide for the maintenance, preservation, and architectural control of the residential Lots and Common Area (as defined in the Declaration referred to below) within certain real property located in Bay County, as more particularly described in Exhibit "A" attached hereto (the "Property") and such Common Area as may be submitted to the Declaration of Covenants, Conditions, Restrictions, Reservations and Easements for Serenity Subdivision (hereinafter referred to as the "Declaration") and brought within the jurisdiction of this Association pursuant to the Declaration, and to promote the health, safety and

welfare of the residents within the real property described herein above and any additions thereto as may hereafter be brought within the jurisdiction of the Association. For these purposes, the Association shall have the powers set forth in the Declaration which include, but are not limited to:

(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 applicable to the Property and recorded or to be recorded in the Public Records of Bay County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) To maintain and preserve the roadways designated in the Plat of Serenity.

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

(d) 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;

(e) To borrow money, and mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred in accordance with the provisions of the Declaration;

(f) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless in accordance with the provisions of the Declaration.

(g) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall be in accordance with the Declaration;

(h) To own, operate and maintain stormwater and wastewater facilities contained within Serenity subdivision which serve the Property and its owners. Such operation and maintenance shall include all present and future requirements of applicable regulatory and local authorities to the extent the same are lawful and applicable to the Property; and,

(i) To have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or thereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to assessment by the Association, shall be a Member of the Association and, upon becoming such record owner, shall be admitted to and become a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. There shall be only one membership per Unit. If a Unit is owned by more than one Person, all co-Owners shall share the privileges of such membership, subject to reasonable Board regulation and the restrictions on voting set forth in the By-Laws.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. All Members of the Association shall be Class A Members, except the Class B Member, if any.

Class B. The Class B Member shall be the Declarant (as defined in the Declaration), and the Class B membership shall terminate as provided in the Declaration and Bylaws.

The voting rights of each class of voting membership shall be as provided in the Declaration and Bylaws of the Association.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors (hereinafter referred to as the "Board"), consisting of not less than two (2) nor more than seven (7) directors. The directors shall be elected as provided in the By-Laws. The number of directors shall be established by the By-Laws. The initial Board shall consist of two (2) directors. The names and addresses of the persons who are to serve as directors until the election of their successors are:

Name

Address

George F. Grimsley

1708 Metropolitan Boulevard
Tallahassee, Florida 32308

William A. Thomas, III

2610 Millstone Plantation Road
Tallahassee, Florida 32308

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than 75 percent of the voting interest of the Class A Members and the Class B Member, if any. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association may be offered to be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The corporation shall exist perpetually, unless dissolved in accordance with Article VIII of these Articles of Incorporation.

ARTICLE X

INCORPORATOR

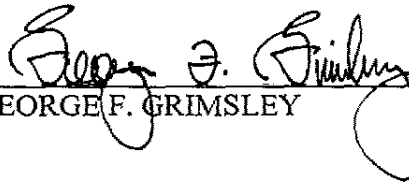
The name and address of the incorporator is George F. Grimsley, 1708 Metropolitan Boulevard, Tallahassee, Florida 32308.

ARTICLE XI

AMENDMENTS

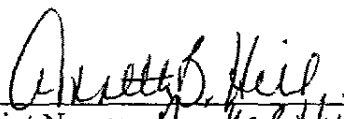
Subject to the provisions of Florida Law and Article 11 hereof, if applicable, these Articles of Incorporation may be amended with the approval of the Board of Directors and at least 75 percent of the total votes in the Association, and with the approval of the Class "B" Member, so long as such membership exists. No amendment shall conflict with the Declaration nor shall any amendment be effective to impair or dilute any rights of Members that are granted by the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 7 day of April 2005.



GEORGE F. GRIMSLEY

The foregoing instrument was acknowledged before me the 7 day of April 2005 by GEORGE F. GRIMSLEY, who is personally known to me or has produced _____ as identification.



Print Name: Annette B. Hill
Notary Public - State of Florida
My Commission Expires:



Annette B. Hill
My Commission DD186181
Expires March 26, 2007

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the property and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.

George F. Grimsley
GEORGE F. GRIMSLEY

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05 APR 13 PM 2:35

THE UNIVERSITY OF CHICAGO

EXHIBIT "A"

Commence at the Northwest corner of Section 27, Township 3 South, Range 16 West, thence South along the East line of Bid-A-Wee Beach First Addition as recorded in Plat Book 9, Page 50, 1320 feet, thence South 88 degrees 37 minutes 38 seconds East, 184.03 feet to the East line of First Addition to Bahama Beach as recorded in Plat Book 7, Page 16, thence North along the East line of First Addition to Bahama Beach 1320 feet to the North line of the Northwest Quarter of Section 27, thence West along the North line of the Northwest Quarter of Section 27, 186.14 feet to the Point of Beginning, all lying and being situated in Bay County, Florida