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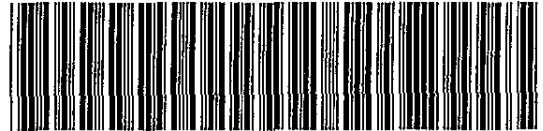
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Of Counsel
JEROME A. ZIVAN

April 28, 2005

Florida Department of State
Attn: Division of Non Profit Corp
409 E. Gaines Street
Tallahassee, FL 32399

Re: Grand Oak Place Homeowners' Association Inc.

Dear Sir/Madam:

Enclosed you will find the original Articles of Incorporation for Grand Oak Place Homeowners' Association, Inc. To be filed with your office along with a check in the amount of \$78.75 for Filing Fee, Designation of Registered Agent and a Certified Copy.

Once filed, please return the Certified Copy to my attention at the address above.

If I can answer any questions, please feel free to contact me directly. Thank you.

Sincerely,

Bill Wittke
Paralegal to D. Michael Chesser

Enclosures

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAY -3 AM 9:04

GRAND OAK PLACE HOMEOWNERS' ASSOCIATION, INC.

The undersigned, by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 720, Florida Statutes, and certify as follows:

ARTICLE I

NAME AND ADDRESS.

The name of the corporation shall be "GRAND OAK PLACE HOMEOWNER'S ASSOCIATION, Inc." (the "Association") and the street address of its initial principal office is 1210 Cottage Grove Lane Niceville, Florida 32578.

ARTICLE II

PURPOSE. The purpose for which the Association is organized is to provide an entity pursuant to Florida Statutes Chapter 720, for the operation, management, maintenance and control of the Community property. The Association shall make no distribution of income to its members, directors or officers.

ARTICLE III

POWERS.

The powers of the Association shall include and be governed by the following provisions:

- (A) The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the Declaration of Covenants Conditions and Restrictions of the Community.
- (B) The Association shall have all the powers and duties set forth in Florida Chapter 720, these Articles, the Declaration of Covenants, Conditions and Restrictions, and the By-laws of the community and except where the Statute allows limitations by these Articles or the Declaration, Conditions and Restrictions or the By-laws and all of the powers and duties reasonably necessary to operate the community pursuant to the governing documents and as it may be amended from time to time, including but not limited to the following:
 - (1) To hold title to and own fee simple or other lesser interest in real, personal or mixed property, wherever situated, including units in the Community, and to lease, mortgage and convey same.
 - (2) To make and collect assessments against the members as unit owners to defray the costs, expenses and losses of the Community and to the defray the costs,

expenses and losses of any other business, enterprise, venture or property interest of the Association.

- (3) To use the proceeds of the assessments in the exercise of these powers and duties.
- (4) To maintain, repair, replace and operate the property of the Community or any other property of the Association.
- (5) To purchase insurance upon the property of the Community, the other property of the Association and insurance for the protection of the Association and its members.
- (6) To reconstruct improvements after casualty and to further improve the property of the Community or any other property of the Association.
- (7) To make and amend reasonable regulations respecting the use of the property of the Community or the other property of the Association.
- (8) To enforce by legal means the provisions of the Florida Statute 720, the Declaration of Covenants, Conditions and Restrictions, these Articles, the By-Laws of the Association and regulations for the use of the property of the Community or the other property of the Association.
- (9) To contract for the management of the Association, the Community or any portion thereof, and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the governing documents to have approval of the Board of Directors or the membership of the Association.
- (10) To contract with the Developer, its successors and assigns, and any of the partners of the Developer, their officers, directors, partners or shareholders.
- (11) To acquire fee simple title to, to lease, acquire memberships or acquire other possessory or use interest in and to operate lands and facilities, whether or not contiguous to the lands of the Community intended to provide for the enjoyment, recreation or other use or benefit of the members, or a substantial number of the members, of the Association.
- (12) To employ personnel to perform the services required for the proper operation, management, maintenance or control of the Association, the Community or any other property of the Association.

- (14) To hire attorneys or other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the members of the Association where such actions or rights are common to all members, or a substantial number of the members; and to bring such action in the name of and on behalf of the members.
- (C) All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the governing documents.
- (D)

ARTICLE IV

MEMBERS.

- (A) The members of the Association shall consist of all of the record owners of units in the Community and their successors and assigns.
- (B) A change of membership in the Association shall be established by recording in the public records of Okaloosa County, Florida, a deed or other instrument establishing a record title to a unit in the Community and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association, and the membership of the prior owner is terminated.
- (C) The share of a member in the funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.
- (D) The owner of each unit shall be entitled to one (1) vote as a member of the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

(E)

ARTICLE V
DIRECTORS.

- (A) The affairs of the Association will be managed by a Board consisting of three (3) directors
- (B) The names and addresses of the members of the first Board of Directors who have been designated as such by the Developer and who shall hold office until their successors are designated or elected as herein provided and have qualified or until removed as herein provided are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William J. Ray	1210 Cottage Grove Lane Niceville, Florida 32587
Cathy Alley	181 Red Maple Way Niceville, Georgia 32587

ARTICLE VI

OFFICERS. The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall until serve their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESSES</u>
William J. Ray President	1210 Cottage Grove Lane Niceville, Fl. 32578
Cathy Alley Secretary/ Treasurer	181 Red Maple Way Niceville, Fl 32578

ARTICLE VII

INDEMNIFICATION. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party of in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors and officers liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE VIII

BY-LAWS. The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE IX

AMENDMENTS.

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

- (A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
- (B) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the secretary or assistant secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be not less than two-thirds (2/3) of the vote of the entire membership of the Association;
- (C) Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages.
- (D) Provided, further, that no amendment shall abridge, limit or alter the rights reserved by or granted to the Developer, its successors or assigns, or any successor developer, by these Articles or By-Laws without the prior written consent of the Developer, its successors or assigns, or a successor developer.
- (E) A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Okaloosa County, Florida.

ARTICLE X

TERM. The term of the Association shall be perpetual.

ARTICLE XI

SUBSCRIBERS. The name and address of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
William J. Ray	1210 Cottage Grove Lane Niceville, Fl 32578

ARTICLE XII

APPOINTMENT OF REGISTERED AGENT AND OFFICE.

William J. Ray is hereby appointed to serve as Registered Agent of the Association. The street address of the Registered Office of the Registered Agent is 1210 Cottage Grove Lane Niceville, Florida 32578.

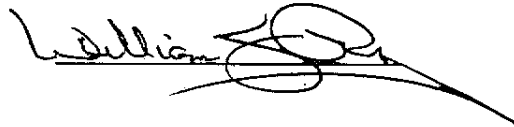
ARTICLE XIII

DISPOSITION OF ASSETS UPON DISSOLUTION.

Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.

No disposition of Grand Oak Place Homeowners' Association, Inc., properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded Declaration of Covenants, Conditions and Restrictions, unless made in accordance with the provisions of any applicable declaration.

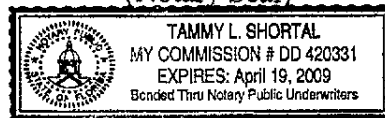
In WITNESS WHEREOF, the subscriber has affixed his signature this 28th day of APRIL, 2005.



STATE OF FLORIDA
COUNTY OF Okaloosa

The foregoing instrument was acknowledged before me this 28th day of April, 2005, by William J. Ray who is personally known to me.
My Commission Expires: April 19, 2009

Tammy Shortal
Notary Public
Tammy Shortal
Printed Name of Notary
DD 420331
Commission Number
(Notary Seal)



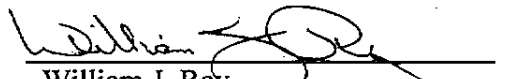
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First – That Grand Oak Place Homeowners Association, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the By-Laws in the County of Okaloosa, State of Florida, has named William J. Ray, located at 1210 Cottage Grove Lane Niceville, Fl. 32578, 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 place designated in this Certificate, I hereby accept to Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



William J. Ray

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