

**ARTICLES OF INCORPORATION
OF
HIGH COTTON MARKETPLACE OWNER'S ASSOCIATION, INC.**

In compliance with Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is High Cotton Marketplace Owner's Association, Inc., hereinafter called the "Association."

ARTICLE II

The principal office of the Association is located at 18 Seventh Street, Apalachicola, Florida 32320.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and control of the Common Area within that certain tract of property located in Franklin County, Florida, and described in the Declaration of Covenants, Conditions and Restrictions of High Cotton Marketplace, hereinafter called the "Declaration," recorded or to be recorded in the Public Records of Franklin County, Florida, and as the same may be amended from time to time, said Declaration being incorporated herein by reference, and to promote the health, safety and welfare of the owners within the property described in the Declaration, and any additions thereto as may hereafter be brought within the jurisdiction of this Association.

**ARTICLE IV
MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants or records to assessment by the Association, including contract sellers, shall be 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE V
VOTING RIGHTS**

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors and directors' terms of office may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Leon R. Bloodworth	18 Seventh Street Apalachicola, FL 32320
Charles W. Roberts III	P.O. Box 188 Hosford, FL 32334
Perianne McKeown	304 Gander Street St. George Island, FL 32328

ARTICLE VI

Leon R. Bloodworth, whose address is 18 Seventh Street, Apalachicola, Florida 32320, is hereby appointed the initial registered agent of this Association.

**ARTICLE VII
OFFICERS**

The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, and Assistant Secretary/Treasurer and such other officers as the Board of Directors may from time to time by resolution create. The election, term, removal and duties of the officers shall be as set forth in the By-Laws. Until the first election, Leon R. Bloodworth will serve as President, and Charles W. Roberts III will serve as Vice President and Perianne McKeown will serve as Secretary and Treasurer.

**ARTICLE VIII
BY-LAWS**

The initial By-Laws for the Association shall be adopted by a vote of a majority of the members of the Board of Directors. The By-Laws may be amended or altered at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, in the manner and subject to any other conditions set forth in the By-Laws.

**ARTICLE IX
DURATION**

The corporation shall exist perpetually.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 20th day of July, 2005.

D. Q. A. Rett Leon R. Bloodworth
Witness Leon R. Bloodworth

Adrianauff Beerte
Witness 18 Seventh Street
Apalachicola, FL 32320

D. Q. A. Rett Charles W. Roberts III
Witness Charles W. Roberts III

Adrianauff Beerte
Witness P.O. Box 188
Hosford, FL 32334

D. Q. A. Rett Perianne McKeown
Witness Perianne McKeown

Adrianauff Beerte
Witness 304 Gander Street
St. George Island, FL 32328

STATE OF FLORIDA
COUNTY OF FRANKLIN

The foregoing instrument was acknowledged before me this 20th day of July, 2005, by Leon R. Bloodworth, who is personally known to me or who has produced _____ as identification.

Dawn Janell Ellis

NOTARY PUBLIC

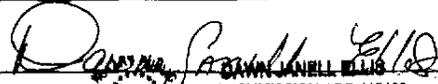
My commission expires:



DAWN JANELL ELLIS
MY COMMISSION # DD 415486
EXPIRES: May 1, 2009
Bonded Thru Budget Notary Services

STATE OF FLORIDA
COUNTY OF FRANKLIN

The foregoing instrument was acknowledged before me this
20th day of July, 2005, by Charles W. Roberts III, who is personally
known to me or who has produced _____ as identification.




DAWN JANELL ELLIS
MY COMMISSION # DD 415466
EXPIRES: May 1, 2009
Bonded Thru Budget Notary Services

NOTARY PUBLIC

My commission expires:

STATE OF FLORIDA
COUNTY OF FRANKLIN

The foregoing instrument was acknowledged before me this
20th day of July, 2005, by Perianne McKeown, who is personally
known to me or who has produced _____ as identification.



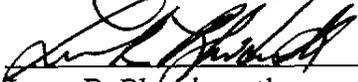

DAWN JANELL ELLIS
MY COMMISSION # DD 415466
EXPIRES: May 1, 2009
Bonded Thru Budget Notary Services

NOTARY PUBLIC

My commission expires:

ACCEPTANCE BY A REGISTERED AGENT

Leon R. Bloodworth, having been named as the registered agent in the foregoing Articles of Incorporation of High Cotton Marketplace Owner's Association, Inc., to accept service of process for the corporation at 18 Seventh Street, Apalachicola, Florida 32320, hereby acknowledges that he is familiar with and accepts the appointment as the registered agent and agrees to act in this capacity and to comply with the laws of the State of Florida relative to such position.



Leon R. Bloodworth