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TALLAHASSEE FLORIDA

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FLORIDA NON-PROFIT CORPORATION
OF PANAMA CITY BEACH
BEACH HOUSE CONDOMINIUM ASSOCIATION/INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 8, 2005

EMMANUEL SHEPPARD & CONDON

SUBJECT: BEACH HOUSE CONDOMINIUM ASSOCIATION, INC.
REF: W05000037237

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Tim Burch
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Letter Number: 405A00050780

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ARTICLES OF INCORPORATION OF
BEACH HOUSE CONDOMINIUM ASSOCIATION, INC.
A NOT FOR PROFIT CORPORATION

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We, the undersigned natural persons competent to contract, acting as incorporators of a corporation not for profit under Chapter 617 of the Florida Statutes, adopt the following articles of incorporation.

Article I. Name. The name of this corporation is: **BEACH HOUSE CONDOMINIUM OF PANAMA CITY BEACH ASSOCIATION, INC.**

Article II. Street Address of the Initial Principal Office. The initial street address of the principal office of the corporation is 25 West Cedar Street, Suite 313, Pensacola, FL 32502

Article III. Purpose. The purposes and objects of the corporation are such as are authorized under Chapter 617 of the Florida Statutes and include providing for the maintenance, preservation, administration, and management of BEACH HOUSE, a condominium under the Florida Condominium Act. The corporation is organized and operated solely for administrative and managerial purposes. It is not intended that the corporation show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member. If, in any taxable year, the net income of the corporation from all sources other than casualty insurance proceeds and other non-recurring items exceeds the sum of (1) total common expenses for which payment has been made or liability incurred within the taxable year, and (2) reasonable reserves for

Article of Incorporation of **OF Panama City Beach**
Beach House Condominium Association, Inc.

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common expenses and other liabilities in the next succeeding taxable year, such excess shall be held by the corporation and used to reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each unit owner will be credited with the portion of any excess that is proportionate to his or her interest in the common elements of the condominium.

Article IV. Election of Directors. The method of election of directors is stated in the Bylaws of the corporation.

Article V. Limitation on Corporate Powers. Except as limited by Chapter 617, Florida Statutes, and any other law, any limitations on the corporate powers authorized under Florida Statutes, Chapter 617 is contained in the Bylaws of the corporation.

Article VI. Initial Registered Office And Registered Agent. The street address of the initial registered office of the corporation is 25 West Cedar Street, Suite 313, Pensacola, Florida 32502. The name of the initial registered agent at the office is: Hugh L. Hiott.

Article VII. Name and Address of Incorporators. The names and address of the incorporators of the corporation are as follows:

| Name | Address |
|---------------------|--|
| Beach House, L.L.C. | 25 West Cedar Street, Suite 313 Pensacola, FL 32502 |

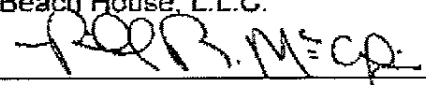
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Article VIII. Bylaws. Bylaws regulating operation of the corporation are annexed to the declaration. The bylaws may be amended by the first board of directors until the first annual meeting of members. Thereafter, the bylaws shall be amended by the members in the manner set forth in the bylaws.

In witness, we, the undersigned, being the incorporator of this corporation, have, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, executed these articles of incorporation on August 2, 2005.

Beach House, L.L.C.


RICHARD R. MCALPIN,
As Managing Member of BH, LLC
Its Managing Member
Incorporator


Beach House, L.L.C.

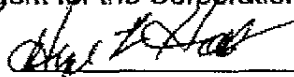
ANTHONY T. SLEIMAN,
As Managing Member of Panama
Condo Development Group, LLC
Its Managing Member
Incorporator

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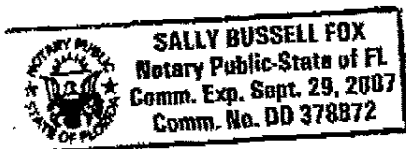
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as Registered Agent for the Corporation.


HUGH L. HIOTT

ACKNOWLEDGED before me on August 2, 2005, by Hugh L. Hiott
who produced _____ as identification, or is personally known
to me.

Sally Busell Fox
NOTARY PUBLIC



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