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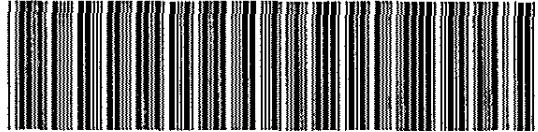
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JACK G. WILLIAMS
ATTORNEY AT LAW
502 HARMON AVENUE
PANAMA CITY, FLORIDA 32401

MAILING ADDRESS:
P. O. BOX 2176
PANAMA CITY, FLORIDA 32402

TELEPHONE NO. (850) 763-5368
FACSIMILE NO. (850) 763-1806

August 9, 2005

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314


RE: The Sands of Panama City Beach Homeowners Association, Inc.

Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation for The Sands of Panama City Beach Homeowners Association, Inc., Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and my check made payable to your order in the amount of \$70.00 representing the filing fee. Once you have received the same, I would appreciate you filing and returning a copy of the same to the undersigned.

If you should have any questions with regard to the enclosures, please do not hesitate to give me a call.

Very truly yours,



Jack G. Williams

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DIVISION OF STATE
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Enclosures: As stated

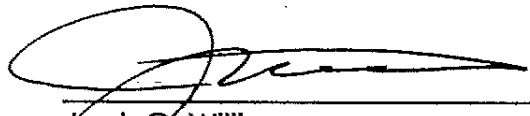
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

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

First, that The Sands of Panama City Beach Homeowners Association, Inc.,
desiring to organize under the laws of the State of Florida, with its principal office,
as indicated in the Articles of Incorporation, at 502 Harmon Avenue, Panama City,
Florida 32401 has named Jack G. Williams located at 502 Harmon Avenue,
Panama City, Florida 32401 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 the place designated in this certificate, I hereby accept to act in
this capacity, and agree to comply with the provisions of said Act relative to
keeping open said office.



Jack G. Williams
Registered Agent

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DIVISION OF CORPORATE
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reasonably necessary to implement the powers of the Association, which powers shall include, but are not limited to, the power:

- A. To make, establish and enforce reasonable rules and regulations governing the use of the Condominium property;
- B. To make, levy and collect assessments against Unit Owners of the said Condominium to provide the funds to pay for Common Expenses of the Condominium as provided for in the Condominium Documents and the Condominium Act, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association including the operation of and maintenance of a stormwater management facility on the common elements of the property.
- C. To maintain, repair, replace and operate those portions of the Condominium Property that the Association has the duty or right to maintain, repair, replace and operate under the Condominium Documents;
- D. To contract for the management and maintenance of the Condominium and to authorize the management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparations of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the power and duties granted them by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association;
- E. To employ personnel to perform the services required for the proper operation of the Condominium;
- F. To purchase insurance upon the Condominium Property for the protection of the Association and its members;
- G. To reconstruct improvements constructed on the real property submitted to Condominium Ownership after casualty or other loss;
- H. To make additional improvements on and to the Condominium Property;

- I. To approve or disapprove the transfer, mortgage and ownership of Condominium Parcels to the extent such power is granted to it under the Condominium Documents;
- J. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities including but not limited to country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association;
- K. To enforce by legal action the provisions of the Condominium Documents; and
- L. To acquire by purchase or otherwise Condominium Parcels in the Condominium.

ARTICLE IV **MEMBERS**

- 1. Members. The members of the Association shall consist of all owners of Condominium Parcels in the Condominium, and after the termination of the Condominium shall consist of those persons who are members at the time of such termination.
- 2. Voting Members. Each Condominium Parcel shall be entitled to one vote, which vote shall be exercised by the Unit Owner designated by the Owner or Owners of a majority interest in a single Condominium Parcel to cast the vote appurtenant to said Parcel. The designation of voting members shall be perfected in the manner provided in the Condominium Declaration.
- 3. Assignment. Neither the share or a member in the funds and assets of the Association, nor membership in this Association may be assigned, hypothecated or transferred in any manner except as an appurtenance to a Condominium Parcel.
- 4. The members of the Association shall be subject to all of the terms, conditions, restrictions and covenants contained in the Condominium Documents.

ARTICLE V
TERM

This corporation shall exist perpetually.

ARTICLE VI
SUBSCRIBER

The name and residence of the subscriber to these Articles of Incorporation is as follows:

Jack G. Williams

502 Harmon Avenue
Panama City, FL 32401

ARTICLE VII
BOARD OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than three (3) nor more than five (5) directors. The Board of Directors shall be elected annually by the members of the Association entitled to vote. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

W.C. Grimsley, Jr.
7911 Thomas Drive
Panama City Beach, FL 32408

Charles E. Faircloth
460 Harrison Avenue
Panama City, FL 32401

Jack G. Williams
502 Harmon Avenue
Panama City, FL 32401

ARTICLE VIII
OFFICERS

The affairs of the Association shall be managed by a President, Vice President, Secretary and Treasurer. The officers of the Association shall be elected annually by the Board of Directors of the Association in accordance with the provision of the By-Laws of the Association.

ARTICLE IX
INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Association, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE X
AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3's) of the Voting Members of the Association.

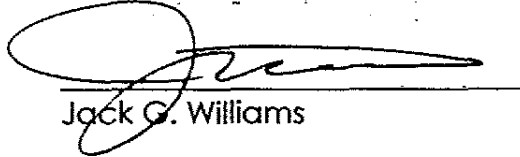
ARTICLE XI
BY-LAWS

The Association shall adopt By-Laws governing the conduct of the affairs of the Association. The By-Laws may be amended by an affirmative vote of two-thirds (2/3's) of the Voting Members of the Association.

ARTICLE XII
PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

The street address of the principal office of this corporation is 502 Harmon Avenue, Panama City, Florida 32401. The initial registered office of this corporation shall be located at 502 Harmon Avenue, Panama City, Florida 32401, or at such other place or places as may be designated from time to time by the Board of Directors. The initial registered agent of this corporation shall be Jack G. Williams, or such other person as may be designated from time to time by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 9th day of August, 2005.


Jack G. Williams

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, personally appeared Jack G. Williams, who acknowledged before me that he the foregoing Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me, this 9th day of August, 2005.

NOTARY PUBLIC


Notary Public
My Commission expires:



ARTICLES OF INCORPORATION
OF
THE SANDS OF PANAMA CITY BEACH HOMEOWNERS ASSOCIATION, INC.

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

ARTICLE I
NAME

The name of this corporation is The Sands of Panama City Beach Homeowners Association, Inc. The corporation is sometimes referred to herein as the "Association".

ARTICLE II
PURPOSE

This corporation is organized to operate and manage The Sands of Panama City Beach, a Condominium, to be established in accordance with Chapter 718, Florida Statutes, upon real property situate, lying and being in Bay County, Florida; to perform and carry out the acts and duties incident to the administration, operation and management of said condominium in accordance with the terms, provisions, and conditions, contained in these Articles of Incorporation, in the Declaration of Condominium Ownership and any amendments thereto, which will be recorded among the Public Records of Bay County, Florida, and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

The terms used herein shall have the same meaning attributed to them in Chapter 718, Florida Statutes.

ARTICLE III
POWERS

The Association shall have all of the powers of a corporation not for profit existing under the laws of the State of Florida and all the powers now or hereafter granted to Condominium Associations by the Condominium Act, Chapter 718, Florida Statutes, as the same may be hereafter amended and all powers

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