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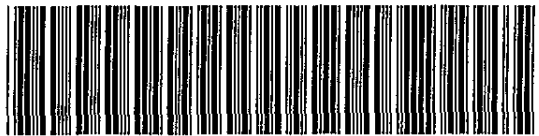
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LAW OFFICES OF
LAMAR A. CONERLY, P.A.

POST OFFICE BOX 6944
4481 LEGENDARY DRIVE, SUITE 200
DESTIN, FLORIDA 32550

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August 12, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

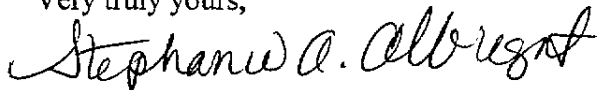
RE: Articles of Incorporation for The Alluvion Townhome Association, Inc.

Dear Sir/Madam:

Enclosed herewith please find the Articles of Incorporation for the above-entitled non-profit corporation. Once same has been filed, please send a confirmation to our office at 850-837-5187. If you have any questions, please do not hesitate to contact me.

Thank you for your prompt attention to this matter.

Very truly yours,



Stephanie A. Albright
Paralegal to Lamar A. Conerly, Jr., Esq.

LCJ/saa —
Enclosures

cc: James C. Patton

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

THE ALLUVION TOWNHOME 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 the corporation shall be The Alluvion Townhome Association, Inc. The principal address of the corporation at the time of incorporation is 5228 Tivoli Drive, Destin, Florida 32550. The mailing address of the corporation at the time of incorporation is Post Office Box 1055, Fortson, Georgia 31808.

ARTICLE II - DURATION

The duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence at the time of the filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

The specific and primary purpose for which this corporation is organized is to enforce restrictive covenants in a subdivision known as The Alluvion Townhomes and to maintain the common areas including but not limited to the operation and maintenance of a storm water management facility and to enforce the preservation and maintenance of the vegetative buffer as required under the Development Order issued by Bay County and to assess owners for the costs thereof.

This corporation is formed and shall be operated exclusively for the benefit of the members of the corporation and for non-profit purposes. No part of the net earnings shall inure to the benefit of any member, trustee, or officer of the corporation except as provided by law.

This corporation shall have and exercise all power conferred upon non-profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.021 of the Florida Not For Profit Corporation Act.

ARTICLE IV - QUALIFICATION and ADMISSION OF MEMBERS

The members of this corporation, their qualifications and manner of admission, the property, voting and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection thereof, and the termination and transfer of membership shall be by ownership of a lot within The Enclave at Inlet Beach subdivision.

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ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 4481 Legendary Drive, Suite 200, Destin, Florida 32541 and the name of the corporation's initial registered agent at such address is Lamar A. Conerly, Jr., Esq.

ARTICLE VI - FIRST BOARD OF DIRECTORS

The following persons shall serve the corporation as directors until the first annual meeting or their meeting called to elect directors:

James C. Patton, III -- President
5228 Tivoli Drive
Destin, Florida 32550

John David Dorchak -- Vice President
1765 Central Church Road
Midland, Georgia 31820

Ted Oliver Kondrey -- Secretary/Treasurer
22221 Front Beach Road
Panama City Beach, Florida 32413

ARTICLE VII - BASIS UNDER WHICH CORPORATION IS ORGANIZED

This corporation is organized under a non stock basis.

The corporation is a not-for-profit corporation as defined by the Florida Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its member, directors, officers or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VIII - MANAGEMENT OF CORPORATE AFFAIRS

Board of Directors: The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors of not less than three (3) directors. The number of directors provided for in these Articles of Incorporation may be changed by a By-Law adopted by the members entitled to vote.

Election of Directors: The method of electing directors shall be as set forth in the By-Laws.

Elective Officers: The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. Other offices and officers may be established or appointed by the

members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office and the manner of removing officers shall be set forth in the By-Laws.

Standing Committees: This corporation shall have the authority to establish standing committees in the manner as provided for in the By-Laws. The powers and duties of the standing committees shall be specified in the By-Laws.

ARTICLE IX - INCORPORATOR

The name and address of the initial incorporator is as follows: Lamar A. Conerly, Jr., Esq., 4481 Legendary Drive, Suite 200, Destin, Florida 32541.

ARTICLE X - BY-LAWS

By-Laws will be hereafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended, repealed, in whole or in part, by the members in the manner provided in the By-Laws. Any amendments to the By-Laws shall be binding on all members of the corporation.

ARTICLE XI - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of the voting members of the corporation.

ARTICLE XII - DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such Code as subsequently amended, or to the federal, state or local government to be used exclusively for public purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 12th day of August, 2005.


LAMAR A. CONERLY, JR., ESQ.



STATE OF FLORIDA,
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, this day personally appeared to me, Lamar A. Conerly, Jr., Esq., who is personally known to me or has produced _____ and is the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid, this 12th day of August, 2005.

(SEAL)

CINDY L. SHUCK
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires Sept. 16, 2005
Comm. No. DD 057006


Notary Public

Print

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THIS FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

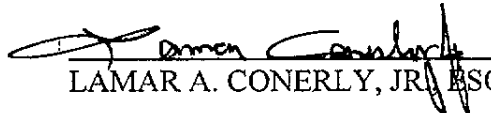
The Alluvion Townhome Association, Inc.

2. The name and address of the registered agent and office is:

Lamar A. Conerly, Jr., Esq.
Law Offices of Lamar A. Conerly, P.A.
4481 Legendary Drive
Suite 200
Destin, Florida 32541

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 12th day of August, 2005.


LAMAR A. CONERLY, JR., ESQ.

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