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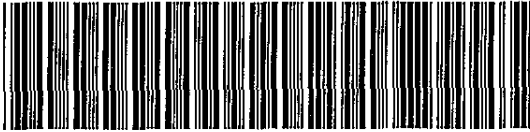
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December 22, 2005

VIA FEDERAL EXPRESS

Division of Corporations
Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Articles of Incorporation for Baywalk Landings Homeowners Association,
Inc.**

Dear Sir:

Enclosed herewith please find one (1) original and two (2) copies of the Articles of Incorporation for the above-named entity, as well as a check for \$78.75 to cover the filing fee and the certified copy. Please return the certified copy in the enclosed self-addressed envelope.

Thank you for your assistance.

Very truly yours,



James L. Webb

JLW/smc
Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
BAYWALK LANDINGS
HOMEOWNERS ASSOCIATION, INC.**

(A Corporation Not For Profit)

In compliance with the requirements of Florida Statutes, Chapter 617, Corporation Not For Profit, the undersigned have voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify as follows:

ARTICLE I - NAME

This corporation shall be known as BAYWALK LANDINGS HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION."

The term "Subdivision" as used in these Articles means and refers to that certain residential subdivision, commonly known as "Baywalk Landings" platted or to be platted on real estate located in Walton County, Florida and encumbered by a Declaration of Covenants, Conditions and Restrictions recorded or to be recorded in the Public Records of Walton County, Florida (the "Declaration"). The Declaration and/or the property brought under the control of the Declaration and the ASSOCIATION may be amended from time to time in accordance with applicable provisions of the Declaration.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the ASSOCIATION shall initially be located at 4300 Legendary Drive, Suite C-204, Destin, Florida 32541, but the Board of Directors of the ASSOCIATION may from time to time change the principal office of the ASSOCIATION to any other address in the State of Florida within a radius of ten (10) miles of the said Principal Office or the Subdivision.

ARTICLE III - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office is 4300 Legendary Drive, Suite C-204, Destin, Florida 32541. The name of the initial registered agent is Richard Olson. The Board of Directors of the ASSOCIATION may from time to time change the registered office and/or the registered agent of the ASSOCIATION.

ARTICLE IV - PURPOSES AND POWERS

This ASSOCIATION is organized for the purpose of maintaining the common properties of the Subdivision, maintaining and enforcing architectural control throughout the Subdivision, and otherwise protecting the value of the Subdivision and promoting the health, safety and welfare of the residents within the Subdivision; and in connection therewith to:

a. Exercise all of the powers and privileges and perform all of the duties and obligations of the ASSOCIATION as set forth in the Declaration;

b. Fix, levy, collect, and enforce payment by any lawful means, all charges or Assessments pursuant to the terms of the Declaration;

c. Pay all office and other expenses incident to the conduct of the business of the ASSOCIATION, including all licenses, taxes or governmental charges levied or imposed against the property of the ASSOCIATION; and also including all charges to maintain, repair, replace, operate and manage the Subdivision and all improvements located therein, including the right to reconstruct improvements owned by the Association after casualty, to make further improvements of the Subdivision or to purchase additional property and improvements, and to operate or maintain a stormwater management system and the stormwater discharge facility as permitted by applicable governmental authorities;

d. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the ASSOCIATION;

e. Borrow money and, with the assent of two-thirds (2/3) of the voting members of the ASSOCIATION, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

f. Dedicate, sell or transfer all or any part of the common area of the Subdivision to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members; provided, no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the voting members of the ASSOCIATION agreeing to such dedication, sale, or transfer;

g. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional property and common area; provided, subject to the rights of the "Declarant" under the Declaration to annex additional property as provided in the Declaration, any such merger, consolidation or annexation shall require the consent of two-thirds (2/3) of the voting members of ASSOCIATION; and

h. Have and exercise any and all powers, rights and privileges which a corporation not for profit organized under Florida law may now or hereafter have or exercise by law.

ARTICLE V - MEMBERSHIP AND VOTING RIGHTS

Every person or entity who is a record owner of a lot, either individually or jointly with others which is subject by covenants of record to Assessment by the ASSOCIATION, including a contract seller, 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.

The ASSOCIATION shall have one class of voting rights as provided for by the Declaration.

A member, unless acting in the capacity of a duly elected officer of the Association, does not have the authority to act for the Association solely by virtue of being a member.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The corporate existence of this corporation shall begin on the date these Articles are filed with the Secretary of State of the State of Florida.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is Richard Olson, 4300 Legendary Drive, Suite C-204, Destin, Florida 32541.

ARTICLE VIII - BYLAWS

The term "Bylaws" as used herein shall mean and refer to the Bylaws of the ASSOCIATION as adopted by the Association in accordance with applicable provisions of the Declaration, as same may be amended from time to time by the Association.

ARTICLE IX - BOARD OF DIRECTORS

The business affairs of this ASSOCIATION shall be managed by the Board of Directors, which shall initially consist of three (3) members. The number of Directors may be increased or decreased from time to time as provided in the Declaration and/or the Bylaws but shall never be less than three (3).

The members of the Board of Directors need not be members of the ASSOCIATION and shall serve for a term as set forth in the Declaration and/or the Bylaws.

The President of the ASSOCIATION shall at all times be a member of the Board of Directors, and members of the Board of Directors shall be elected and hold office in accordance with the Declaration and/or the Bylaws.

The names and street addresses of the persons who are to serve as the first Board of Directors of the corporation are:

1. Alan Como
700 South Palafox Street
Suite 100
Pensacola, Florida 32502
2. James E. Lusk
700 South Palafox Street
Suite 100
Pensacola, Florida 32502
3. Michael E. Clark
700 South Palafox Street
Suite 100
Pensacola, Florida 32502

ARTICLE X - OFFICERS

The officers of this ASSOCIATION shall be a President, who shall at all times be a member of the Board of Directors, a Vice President and Secretary/Treasurer, and such other officers as the Board of Directors may from time to time create.

The names of the persons who are to serve as officers of this ASSOCIATION until the first election are:

President:	Alan Como
Vice President:	Michael E. Clark
Secretary/Treasurer:	James E. Lusk

The officers shall be selected at the annual meeting of the Board of Directors as provided in the Declaration and/or the Bylaws and each shall hold office until he shall sooner resign or shall be removed or otherwise disqualified to serve. Officers shall serve at the pleasure of the Board of Directors.

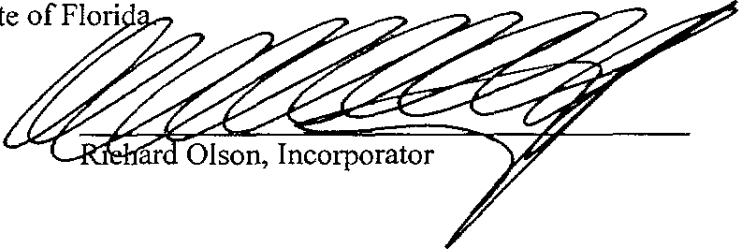
ARTICLE XI - DISSOLUTION

The ASSOCIATION may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the voting members of the ASSOCIATION. Upon dissolution of the ASSOCIATION, other than incident to a merger or consolidation, the assets of the ASSOCIATION shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this ASSOCIATION was created. In the event that acceptance of such dedication is refused, the assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII - AMENDMENTS

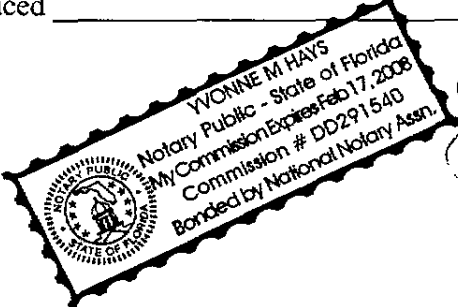
These Articles may be amended by a two-thirds (2/3) vote of the voting members of the ASSOCIATION at a special meeting of the membership called for such purpose or at a regular meeting of the membership provided the members shall have been given notice, as provided in the Declaration and/or the Bylaws, of intention to submit such amendments; provided, the foregoing shall be subject to any rights or restrictions pertaining to amendment of these Articles contained in the Declaration.

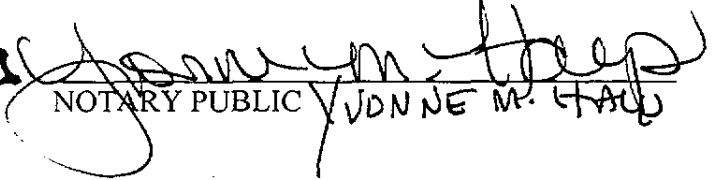
IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 14 day of December, 2005, for the purpose of forming this corporation not for profit under the laws of the State of Florida


Richard Olson, Incorporator

STATE OF FLORIDA
COUNTY OF WALTON Okaloosa

The foregoing was acknowledged before me this 14th day of December, 2005, by Richard Olson, who personally appeared before me and is personally known to me, or who has produced _____ as identification.




NOTARY PUBLIC YVONNE M. HAYS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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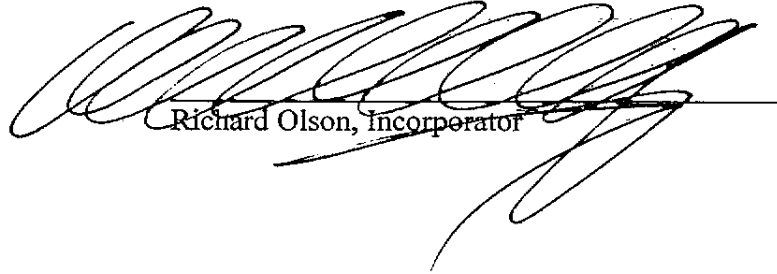
RESIDENT AGENT'S CERTIFICATE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

BAYWALK LANDINGS HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation has named Richard Olson, 4300 Legendary Drive, Suite C-204, Destin, Florida 32541, as its agent to accept service of process within this State.

Acknowledgment and Acceptance

Having been named to accept service of process for the above stated corporation (or Association) at the place designated in this Certificate, I hereby accept such designation and agree to comply with the provisions of said Act relative to keeping open said office.


Richard Olson, Incorporator