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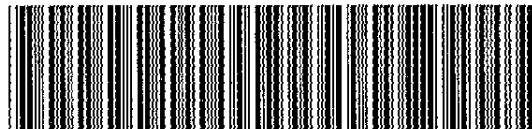
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VIA FEDEX
February 6, 2006

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

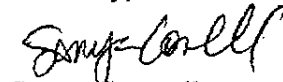
Re: Biltmore Bay Village Community Association, Inc.

Dear Clerk:

Enclosed are an original and 2 copies of the Articles of Incorporation of Biltmore Bay Community Association, Inc. Further enclosed is a check from this firm in the amount of \$87.50 to cover the cost of the filing fee, certificate of status, and a certified copy. Please forward the certificate of status and the certified copy to our attention once the Articles have been filed.

Please do not hesitate to call me if you have any questions or require anything further to complete this transaction.

Sincerely,



Sonya Conwell
Legal Assistant to Amy H. Bray

Enclosures

ARTICLES OF INCORPORATION

OF

BILTMORE BAY VILLAGE COMMUNITY ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. Name. The name of the corporation is Biltmore Bay Village Community Association, Inc. (the "Association").

Article 2. Principal Office. The initial principal office of the Association is:

5304 Sunset Avenue
Panama City Beach, Florida 32408

Article 3. Duration. The Association shall have perpetual duration.

Article 4. Applicable Statute. The corporation is organized pursuant to the provisions of the Florida Not for Profit Corporation Act.

Article 5. Purposes and Powers. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members.

(a) In way of explanation and not of limitation, the purposes for which it is formed are:

(i) to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions, and Restrictions for Biltmore Bay Village ("Declaration"), Recorded or to be Recorded in the records of Bay County, Florida, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws of the Association ("By-Laws") and as provided by law; and

(ii) to provide an entity for the furtherance of the interest of the Owners (as such term is defined in the Declaration) in the development.

(b) In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the board of directors:

(i) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Florida in effect from time to time;

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation, the following:

- (1) to fix and to collect assessments or other charges to be levied;
- (2) to manage, control, operate, maintain, repair, and improve property subjected to the Declaration or any other property for which the Association by rule, regulation, declaration, or contract has a right or duty to provide such services;
- (3) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;
- (4) to engage in activities which will actively foster, promote, and advance the common interest of all owners of property subject to the Declaration;
- (5) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;
- (6) to borrow money for any purpose;
- (7) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;
- (8) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interest in such corporations, firms, or individuals;
- (9) to own, operate and maintain stormwater and wastewater facilities contained within Biltmore Bay Village which serves the Community and its Owners. Such operation and maintenance shall include all present and future requirements of applicable regulatory and local authorities to the extent the same are lawful and applicable to the Community;
- (10) to adopt, alter, and amend or repeal such By-Laws as may be necessary to desirable for the proper management of the affairs of the Association; provided, however, such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and
- (11) to provide any and all supplemental municipal services as may be necessary or proper.

(c) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article 5.

Article 6. Membership. The Association shall be a membership corporation without certificates or shares of stock. Each Person who is the Owner of a Unit (as such capitalized terms are defined in the Declaration) subject to the Declaration is a member and shall be entitled to vote as set forth herein and in the Declaration and the By-Laws.

Article 7. Board of Directors. The business and affairs of the Association shall be governed by a board of directors, the number, qualification, and method of election of which shall be as set forth in the By-Laws. The initial Board of Directors shall consist of the following members:

Karen Sheppard
5304 Sunset Avenue
Panama City Beach, Florida 32408

Allen Sheppard
5304 Sunset Avenue
Panama City Beach, Florida 32408

Nicholas Tuz
5304 Sunset Avenue
Panama City Beach, Florida 32408

Article 8. Indemnification of Directors. To the extent consistent with the Florida Not For Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, the Association shall indemnify its officers and directors as required by the Declaration and By-Laws. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 9. Dissolution. The Association may be dissolved only upon a resolution duly adopted by the board of directors and the affirmative vote of members who are Owners of not less than two-thirds (2/3) of the Units (other than the Declarant) and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant. Upon dissolution of the Association, any remaining real property 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, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

Article 11. Merger and Consolidation. The Association may merge or consolidate only upon a resolution duly adopted by the board of directors and the affirmative vote of members who are Owners of not less than two-thirds (2/3) of the Units (other than the Declarant) and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant.

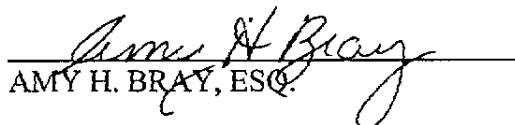
Article 12. Amendments. These Articles may be amended only upon a resolution duly adopted by the board of directors and the affirmative vote of at least two-thirds (2/3) of the total eligible votes of the members and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant; provided however, no members shall be entitled to vote on any amendment to these Articles of Incorporation for the sole purpose of complying with the requirements of any governmental or quasi governmental entity or institutional lender authorized to fund, insure or guarantee mortgages on individual Units, as such requirements may exist from time to time, which amendments may be adopted by the board of directors.

Article 13. Incorporator. The name and address of the incorporator is as follows:

Amy H. Bray, Esq.
Andersen, Tate, Mahaffey & McGarity, P.C.
1505 Lakes Parkway
Suite 100
Lawrenceville, Georgia 30043

Article 14. Registered Agent and Office The initial registered office of the Corporation is Karen Sheppard, and the initial registered agent at such address is 5304 Sunset Avenue, Panama City Beach, Florida 32408.

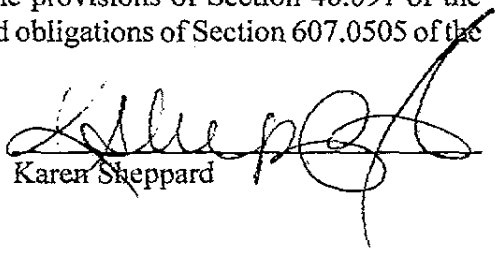
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.


AMY H. BRAY, ESQ.

Andersen, Tate, Mahaffey & McGarity, P.C.
1505 Lakes Parkway
Suite 100
Lawrenceville, Georgia 30043

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the property and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.


Karen Sheppard

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