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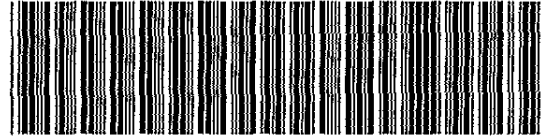
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2006 APR 20 PM 1:41

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T. Hampton APR 20 2006

~~006-17833~~

*Alisa W. James, P.A.*

Attorney and Counsellor at Law

921 Jenks Avenue

Panama City, FL 32401

Also Admitted Virginia  
Col., USAFR

Tel: (850) 913-8669

Fax: (850) 913-8663

April 13, 2006

**SECRETARY OF STATE,**

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

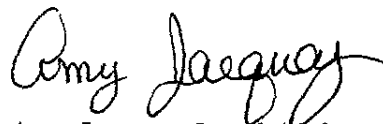
**Re: LILLY TOWNHOMES, INC.**

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for each of the above-named corporations along with a check for \$87.50 which includes the \$70.00 filing fee, \$8.75 certification fee, and the \$8.75 fee for the certificate of status for each corporation. Please file the original Articles, certify the copies, and return the certified copies to our office in the enclosed self-addressed stamped envelope.

If you have any questions or need additional information, please call me.

Sincerely,



Amy Jacquay, Legal Assistant to:  
Alisa W. James, Esq.

/aj

Enclosures: As stated



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

06 APR 20 PM 1:07

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

April 14, 2006

AMY JACQUAY, LEGAL ASSISTANT  
ALISA W JAMES, PA  
921 JENKS AVE  
PANAMA CITY, FL 32401

SUBJECT: LILLY TOWNHOMES, INC.  
Ref. Number: W06000017833

We have received your document for LILLY TOWNHOMES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Document Specialist  
New Filing Section

Letter Number: 306A00025594

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ARTICLES OF INCORPORATION  
OF  
LILLY TOWNHOMES, INC.  
A Nonprofit Corporation

2006 APR 20 PM 1:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person of legal age, who is a citizen of the State of Florida, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, hereby adopt the following articles of incorporation:

*Article I*

The name of the corporation is *Lilly Townhomes, Inc.*, (hereinafter the "association").

*Article II*

The principal office and mailing address of this corporation is 2206 W. 15<sup>th</sup> Street, Panama City, FL 32401.

*Article III*

The association is a nonprofit corporation.

*Article IV*

The period of its duration is perpetual.

*Article V*

The association is formed for the primary purpose of providing for the maintenance, preservation, and architectural control of the townhomes and common area within a certain tract of real property described as follows:

**Parcel I - Parcel ID # 06511-000-000**

**Begin at the point of intersection of the Easterly right of way line of Star Avenue and the Northerly right of way line of Lilly Street, according to plat of Baxter subdivision, as recorded in Plat Book 11, Page 99, of the Public Records of Bay County, Florida and run thence S85°37'44"E along said northerly right of way line for a distance of 330.47 feet to the Southwesterly corner of that certain parcel recorded in Official Records Book 887, Page 14, of said Public Records; thence run N04°28'32"E along the westerly line of said parcel for a distance of 283.94 feet to the Northwesterly corner of said parcel and the Southerly line of a drainage easement; thence run N85°22'00"W along said Southerly line for a distance of 331.15 feet to said Easterly right of way line; thence run S04°20'22"W along said Easterly right of way line for a distance of 284.81 feet to the Point of Beginning. Said parcel lying in and being a portion of the South half of the Northwest Quarter of the Southwest Quarter of the Southeast Quarter of Section 8, Township 4 South, Range 13 West, Bay County, Florida.**

and to promote the health, safety, and welfare of the residents.

In furtherance of such purposes, the association will have the power to:

- (a) Perform all of the duties and obligations of the association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the "Declaration") applicable to the townhomes and recorded in the public records of Bay County, Florida;
- (b) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and 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 on the property of the association;
- (c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;
- (d) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer will be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale, or transfer;
- (f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation must have the consent by vote or written instrument of two-thirds of each class of members;
- (g) Have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The association is organized and will be operated exclusively for the above purposes. The activities of the association will be financed by assessments on members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member.

#### *Article V*

The street address of the initial registered office of the association is **2206 W. 15<sup>th</sup> Street, Panama City, FL 32401**, and the name of its initial registered agent at that address is **Timothy A. Skiba**.

**Article VI**

Every person or entity who/which is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, will be a member of the association. Membership will be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

**Article VII**

The association will have two classes of voting members, which are defined as follows:

**Class A.** Class A members will include all owners with the exception of the declarants, as that term is defined in the Declaration. Class A members will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all of those persons will be members. The vote for such lot will be exercised as such members determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by Class A members.

**Class B.** The Class B member will be the declarants, as that term is defined in the Declaration. The declarants will be entitled to three votes for each lot owned. The Class B membership will cease and be converted to Class A membership as provided in the Declaration.

**Article VIII**

The number of directors constituting the initial board of directors of the association is one, and the names and addresses of the persons who are to serve as the initial directors are:

<b>Name</b>	<b>Address</b>
Timothy A. Skiba	2206 W. 15 <sup>th</sup> Street Panama City, FL 32401
Concetta B. Wallace	2206 W. 15 <sup>th</sup> Street Panama City, FL 32401

The method of election of directors is as stated in the bylaws.

**Article IX**


On dissolution, the assets of the association will be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets will be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

*Article X*

The name and street address of each incorporator is:

<b>Name</b>	<b>Address</b>
Timothy A. Skiba	2206 W. 15 <sup>th</sup> Street Panama City, FL 32401

Executed at Panama City, Bay County, Florida, on this 12 day of April, 2006.

  
TIMOTHY A. SKIBA, Incorporator

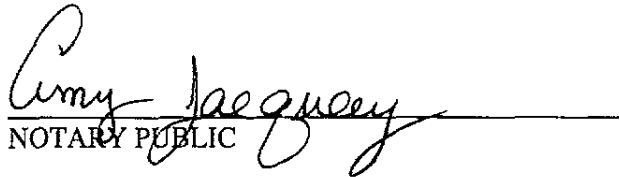
STATE OF FLORIDA  
COUNTY OF BAY

I, Timothy A. Skiba a notary public, certify that on this 12 day of April, 2006, TIMOTHY A. SKIBA, being first duly sworn, personally appeared before me and declared that he is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

IN WITNESS, I have set my hand and on the date first above written.



Amy T. Jacquay  
MY COMMISSION # DD124932 EXPIRES  
July 19, 2006  
BONDED THRU TROY FAIN INSURANCE, INC.

  
NOTARY PUBLIC

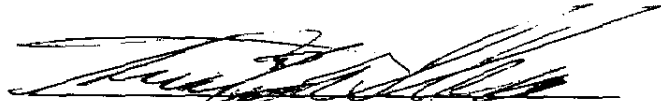
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **LILLY TOWNHOMES, INC.**
2. The name and address of the registered agent and office is:

TIMOTHY A. SKIBA  
2206 W. 15<sup>th</sup> Street  
Panama City, FL 32401

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.



TIMOTHY A. SKIBA, Registered Agent