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From:

Account Name : JOHN R. GREEN, P.A.
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FLORIDA PROFIT/NON PROFIT CORPORATION

DOROTHY AVENUE HOMEOWNERS ASSOCIATIONN INC.

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SECRETARY OF STATE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DOROTHY AVENUE HOMEOWNERS' ASSOCIATION, INC.**

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I – NAME

The name of the corporation is DOROTHY AVENUE HOMEOWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association".

ARTICLE II – NATURE OF BUSINESS

The corporation is organized as a homeowners association for the purpose of exercising all of the powers and privileges and to perform all of the duties and obligation of the Association as set forth in the Dorothy Avenue Declaration of Covenants, Conditions and Restrictions (the "Declaration"), and recorded in the Public Records of Bay County, Florida, and as the same may be amended from time to time as therein provided.

ARTICLE III – DURATION

This corporation shall have perpetual existence and shall commence upon filing of these Articles of Incorporation.

ARTICLE IV – POWERS

The powers of the Association shall include and be governed by the following provisions:

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A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit in conflict with the terms of these Articles.

B. The Association shall have all of the powers and duties set forth in these Articles and the Declaration and all of the powers and duties reasonable necessary to carry out the purposes of the Declaration as it may be amended from time to time, included but not limited to the following:

(1) To hold title to and own fee simple or other lesser interest in real, personal, or mixed property, wherever situated, and to lease, mortgage and convey same.

(2) To make and collect assessments against the members as unit owners to defray the costs, expenses and losses of the Association and any portions of the Wastewater Facility Plant serving the development as excepted or permitted by applicable regulatory authority.

(3) To use the proceeds of the assessments in the exercise of these powers and duties, including the assignment of the assessments and assessment collection rights in order to collateralize loans the Association may deem appropriate.

(4) To maintain, repair, replace and operate the property of the Association, including but not limited to, any portions of the Wastewater Facility Plant and the Stormwater Management Facility serving the development as exempted or permitted by applicable regulatory authority that may become part of the Common Elements or property of the Association.

(5) To purchase insurance upon the property of the Association, and insurance for the protection of the Association and its members.

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C. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws of the Association.

ARTICLE V – MEMBERS

A. PERSONS ENTITLED: The membership of the Association shall consist of all of the Owners of Lots as defined in the Declaration. Where an undivided interest is owned by more than one person or by an entity, membership in the Association shall be determined in accordance with the provisions of the Declaration and the By-Laws of the Association.

B. TRANSFER OF MEMBERSHIP: Change of membership in the Association shall be established by recording in the public records of Bay County, Florida, a deed or other instrument establishing a change in the record title holder and the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

C. ENTITLED TO VOTE: The manner of exercising voting rights shall be as specified in the Declaration and By-Laws of the Association. 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 declarant, 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.

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Class B. The Class B member will be the declarant, as that term is defined in the Declaration. The declarant will be entitled to three (3) votes for each lot owned. The Class B membership will cease and be converted to Class A membership as provided in the Declaration.

ARTICLE VI – DIRECTORS

A. MEMBERSHIP OF BOARD: The affairs of the Association will be managed by a board consisting of the number of directors determined by the By-Laws, but not less than three (3) directors, and in the absence of such determination shall consist of three (3) directors. Directors must be members of the Association.

B. ELECTION AND REMOVAL: Directors of the Association shall be elected at the annual meeting of the members in the manner required by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

C. FIRST BOARD OF DIRECTORS: The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed are as follows:

Miller W. Owen, III
Post Office Box 1644
Panama City, FL 32402

The Directors named herein shall serve until the First Election of Directors as defined in the By-Laws of the Association and any vacancies in their number occurring before the First Election of Directors shall be filled by the remaining Directors.

ARTICLE VII – OFFICERS

A. ADMINISTRATION: The affairs of the Association shall be administered by the officers designated in the By-Laws. After the First Election of

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Directors, the officers shall be elected by the Board of Directors at the first meeting following the annual meeting of a majority of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and address of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President/Secretary: Miller W. Owen, III
Post Office Box 1644
Panama City, FL 32402

ARTICLE VIII – INDEMNIFICATION

A. DIRECTORS AND OFFICERS: 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 or any settlement of 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, whether or not he is a director or officer of the Association at the time such expenses are incurred, except when 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 indemnifications shall apply only when the Board of Director 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 officer may be entitled.

ARTICLE IX – BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

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ARTICLE X – AMENDMENTS

A. MANNER OF AMENDMENT: Except as otherwise provided in the Declaration, amendments to the Articles of Incorporation may be considered at any regular or special meeting of the owners, and may be adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered, and said notice shall be made as required by the By-Laws.

2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a majority of the members of the Association.

Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provide such approval is delivered to the secretary at or prior to the meeting. Such amendments must be approved by majority vote of the members voting at a meeting at which a quorum is present, including votes in person, by proxy or other approval in writing.

ARTICLE XI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 24 West 8th Street, Panama City, Florida 32401 and the name of the initial registered agent of this corporation is John R. Green, P.A.

ARTICLE XII – INCORPORATORS

The name and address of the subscriber of these Articles is Miller W. Owen, III, Post Office Box 1644, Panama City, FL 32402.

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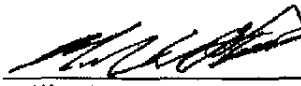
ARTICLE XIII – MISCELLANEOUS

The Association shall issue no shares of stock of any kind or nature whatsoever. Membership in the Association and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as are provided for in the Declaration and By-Laws and these Articles. The voting rights of the owners of parcels in said property shall be as set forth in the Declaration and By-Laws.

ARTICLE IX – DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. 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 which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

IN WITNESS WHEREOF, the subscriber has set his hand and seal,
acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12 day of April, 2006.


Miller W. Owen, III

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/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 DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

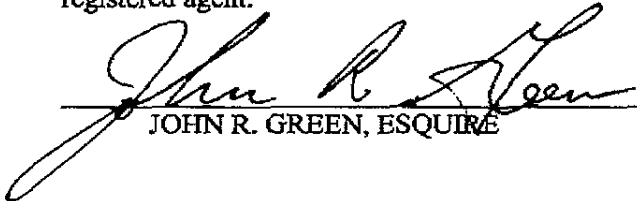
Dorothy Avenue Homeowners' Association, Inc.

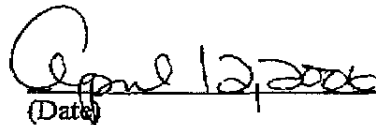
2. The name and address of the registered agent and office is:

John R. Green, P.A.
24 West 8th Street
Panama City, FL 32401

ACCEPTANCE

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and 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.


JOHN R. GREEN, ESQUIRE


(Date)

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