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TALLAHASSEE, FLORIDA

LAW OFFICES OF
MITCH DEVER, P.A.

1813 THOMAS DRIVE
PANAMA CITY BEACH, FLORIDA 32408

MITCH DEVER

ADMITTED
TO PRACTICE
IN FLORIDA & ALABAMA

P.O. BOX 9811
PANAMA CITY BEACH, FL 32417

PHONE (850) 234-5555
FAX (850) 234-7677

May 9, 2006

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

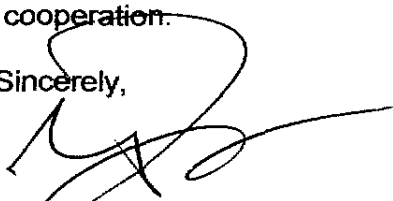
Re: VILLAS de SAN SOUCI HOMEOWNERS ASSOCIATION, INC.
Articles of Incorporation for A Florida Not-For-Profit Corporation

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for the above-captioned corporation. Also, enclosed is my check in the amount of \$70.00 for the filing fee.

Thank you for your assistance and cooperation.

Sincerely,



Mitch Dever

SMD/md
Enclosures

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ARTICLES OF INCORPORATION
FOR
VILLAS de SAN SOUCI HOMEOWNERS ASSOCIATION, INC.
A Florida Not-For-Profit Corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation is the Villas de San Souci Homeowners Association, Inc., hereinafter referred to as the "Association". The street address of the Association is 2020 Watkins Avenue, Panama City Beach, FL. 32407

ARTICLE II - REGISTERED AGENT

The initial Registered Agent of the Association is Joe Bishop. The street address of the Registered Agent is 2020 Watkins Avenue, Panama City Beach, FL 32407.

ARTICLE III - PURPOSES

The Association does not contemplate pecuniary gain or profit to its members. The Association's specific purposes are to provide for the maintenance and preservation of the property to be known as Villas de San Souci (the "Property") in accordance with the Declaration of Charter, Easements, Covenants, and Restrictions, to be recorded in the public records of Bay County, Florida (the "Declaration") for the mutual advantage and benefit of the members of the Association, who shall be owners of Lots within the Property. To promote the health, safety and welfare of the owners of Lots, the Association shall have and exercise the following authority and powers:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, which is hereby incorporated by reference, as it may be amended from time to time.
- (b) To 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.
- (c) To borrow any money and to mortgage, pledge or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.

Exhibit A

ARTICLE IV - MEMBERSHIP

Every person or entity who is a record owner of a Lot within the Property shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE V - VOTING RIGHTS

Each Lot is assigned one vote. However, until the occurrence of certain events, the developer of the Property shall have the right to elect a majority of the members of the Board.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. The Board of Directors shall be selected as provided in the Declaration and Bylaws.

ARTICLE VII - 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.

ARTICLE VIII - DISSOLUTION

The Association may be dissolved as provided in the Declaration.

ARTICLE IX - OFFICERS

Subject to the direction of the Board, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board in accordance with the Bylaws.

ARTICLE X - BYLAWS

The Bylaws of this Association shall be adopted by the first Board and recorded among the public records of Bay County, Florida. The Bylaws may be altered, amended, modified, or repealed by (a) a majority of the Directors if ratified by a majority of members present at any duly called meeting of the members of the Association, or (b) assent in writing of members representing a majority of the voting interests. Any such modification shall be effective upon recording in the public records of Bay County.

ARTICLE XI- AMENDMENTS

The Association reserves the right to amend or repeal any of the provisions contained in these Articles by approval in writing of two-thirds (2/3) of the membership.

ARTICLE XII - SUPREMACY

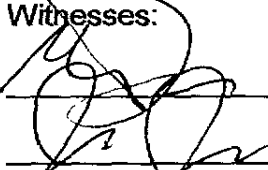
These Articles and Bylaws are subject to the Declaration and in the event of a conflict, the Declaration shall govern. In the event of a conflict between the Articles and Bylaws, the Articles shall govern.

ARTICLE XIII - INCORPORATOR

The incorporator of the corporation is Joe Bishop, whose address is 2020 Watkins Avenue, Panama City Beach, FL 32407.

IN WITNESS WHEREOF, the incorporator has caused these Articles of Incorporation to be executed this 9 day of May, 2006.

Witnesses:

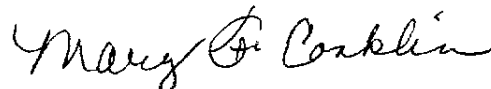




Joe Bishop

STATE OF FLORIDA
COUNTY OF BAY

These Articles of Incorporation were acknowledged before me this 9th day of May, 2006, by Joe Bishop.



Notary Public (signature)

My commission expires:



Mary F. Conklin
Commission # DD521989
Expires April 21, 2010
Bonded Troy Fair Insurance Inc. 800-386-7019

Notary Public (printed name)

REGISTERED AGENT CERTIFICATE

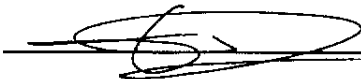
Villas de San Souci Homeowners Association, Inc., a corporation duly organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Panama City Beach, in Bay County, Florida, has named Joe Bishop as its agent to accept service of process within this state. The street address of the Registered Agent is 2020 Watkins Avenue, Panama City Beach, FL 32407.

VILLAS DE SAN SOUCI HOMEOWNERS
ASSOCIATION, INC.

By: 
Its President

Dated: 5/9/06

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Dated: 5/9/06

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TALLAHASSEE, FLORIDA

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