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FLORIDA PROFIT/NON PROFIT CORPORATION

palm beach water view homes owner's association inc.

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Articles of incorporation of:  
**PALM BEACH WATER VIEW HOMES OWNERS' ASSOCIATION INC.**  
A Nonprofit Corporation

We, the undersigned natural persons of legal age, at least two of whom are citizens of the State of Florida, acting as incorporators 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 **PALM BEACH WATER VIEW HOMES OWNERS' ASSOCIATION INC.** (hereinafter the "association").

Article II.

The association is a nonprofit corporation.

Article III.

The period of its duration is perpetual.

Article IV.

The association is formed for the primary purpose of providing for the [maintenance, preservation, and architectural control] of the residence lots and common area within a certain tract of real property More particularly described in the Declarations described below, and to promote the health, safety, and welfare of the residents within the above-described tract and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose.

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 subdivision and recorded in Book 2733 Page 654 of 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;

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(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; and

(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 2405 Ruth Hentz Drive, Panama City, Florida 32405, and the name of its initial registered agent at that address is Michael McQuaig. The mailing address is P. O. Box 15819, Panama City, FL 32406.

#### 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 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.

Class B. The Class B member will be the declarant, as that term is defined in the Declaration. The declarant will be entitled to four 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 three, and the names and addresses of the persons who are to serve as the initial directors are:

Michael McQuaig

2405 Ruth Hentz Drive, Panama City, Fl  
32405

Cynthia McQuaig

2405 Ruth Hentz Drive, Panama City, Fl  
32405

Clarence G. Ball Jr.

1600 Maryland Ave. Lynn Haven Fl  
32444


**Article IX.**

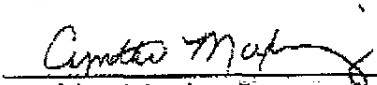
On dissolution, the assets of the association will be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets will be granted, conveyed, and assigned to any nonprofit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

**Article X.**

The name and street address of each incorporator is:  
Michael McQuaig 2405 Ruth Hentz Drive, Panama City,  
Fl 32405 (Address)  
Cynthia McQuaig 2405 Ruth Hentz Drive, Panama City,  
Fl 32405

Executed at Panama City, Florida, on June 16, 2006.


  
\_\_\_\_\_  
Michael McQuaig, Incorporator

  
\_\_\_\_\_  
Cynthia McQuaig, Incorporator

State of Florida  
County of BAY

I, Brenda R. McDowell, a notary public, certify that on June 16, 2006, Michael McQuaig and Cynthia McQuaig, being first duly sworn, personally appeared before me and declared that they are the persons who signed the foregoing document as incorporators, and that the statements contained therein are true.

In witness, I have set my hand and on the date first above-written.

  
\_\_\_\_\_  
Notary Public in and for BAY  
County, Florida  
My commission expires:

[Notarial seal]



Brenda R. McDowell  
Commission #DD236006  
Expires: Jul 29, 2007  
Bonded Through  
Atlantic Bonding Co., Inc.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

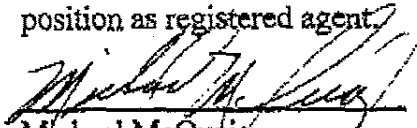
UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: PALM BEACH WATER VIEW HOMES OWNERS' ASSOCIATION INC.

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

Michael McQuaig  
2405 Ruth Hentz Drive,  
Panama City, Fl 32405

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

  
Michael McQuaig  
June 20, 2006

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