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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION
DIAMOND BAY SUBDIVISION OWNER'S ASSOCIATION, INC.**

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ARTICLES OF INCORPORATION
OF
DIAMOND BAY SUBDIVISION OWNER'S ASSOCIATION, INC.

In compliance with the requirements of *Florida Statutes, Chapter 617* (Corporations Not-for-Profit) and *Chapter 720* (Homeowners' Association), the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is Diamond Bay Subdivision Owner's Association, Inc., hereinafter referred to as the "Association". The principal office of the Association is 16 Diamond Bay Drive, Lake Placid, Florida 33852.

ARTICLE II - REGISTERED AGENT

The initial Registered Agent of the Association is Shepard & Leskar, P.A., whose street address is 100 N.W. 70th Avenue, First Floor, Plantation, Florida 33317.

ARTICLE III - 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. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE IV - DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as set those set forth in that certain Declaration of Covenants, Conditions, and Restrictions of Diamond Bay Subdivision (the "Declaration"), recorded or to be recorded in the public records of Highlands County, Florida.

ARTICLE V - PURPOSE AND POWERS OF THE ASSOCIATION

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 residential lots and common area within that real property (hereinafter referred to as the "Property") described in the Declaration. To promote the health, safety and welfare of the owners of lots in the Property and any additions thereto which may hereafter be brought within the jurisdiction of this Association, 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

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obligations of the Association as set forth in the Declaration, which is hereby incorporated by reference.

(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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 against the property of the Association.

(c) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate the purposes for which the Association is organized.

(d) To maintain, repair, replace, operate, and manage the Property and any improvements therein, including the right to reconstruct improvements owned by the Association after casualty and to make further improvements of the Property or to purchase additional property and improvements and also including the right to operate and maintain a storm water discharge system.

(e) To employ personnel to perform the services required for the proper operation of the Association.

(f) To enforce the provisions of the Declaration, these Articles of Incorporation, the By-Laws of the Association, and the Rules and Regulations governing the use of the Property and the improvements thereon.

(g) To appear through its authorized agents before any legislative, judicial, administrative or governmental body concerning matters affecting the Property and/or the Association.

(h) To have and exercise any and all powers, rights and privileges which a corporation organized either under the Homeowner's Association statute or under the Not-for-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE VI - MEMBERSHIP

Every person or entity, including the Declarant, who is or becomes a record fee simple 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. The interest of any member in any part of the funds or assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner except as an appurtenance to the said lot owned by such member.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than seven (7) directors. The number of directors may be changed by amendment of the By-

Laws of the Association, but shall never be less than three (3). The names and addresses of the persons who are to act in the capacity of directors until the selection or election of their successors are:

Rick Murray 16 Diamond Bay Drive, Lake Placid, FL 33852

Murray E. Shepard 32 Diamond Bay Drive, Lake Placid, FL 33852

Robert S. Murray, III 24 Diamond Bay Drive, Lake Placid, FL 33852

ARTICLE VIII - OFFICERS

The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be deemed desirable or necessary by the Board of Directors. The officers shall be elected at the annual meeting of the Board of Directors as provided by the By-Laws. The names and addresses of the officers who shall serve until the first election or appointment are:

Rick Murray, President 16 Diamond Bay Drive
Lake Placid, FL 33852

Valerie Murray, Vice-President 16 Diamond Bay Drive
Lake Placid, FL 33852

Valerie Murray, Secretary/Treasurer 16 Diamond Bay Drive
Lake Placid, FL 33852

ARTICLE IX - BY-LAWS

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

ARTICLE X - AMENDMENTS

Amendments to these Articles of Incorporation may be proposed either by a majority of the entire membership or by a majority of the Board of Directors. To become effective, an amendment must be approved by an affirmative vote of 51% of the entire membership, cast in person or by proxy at a specially called meeting for such purpose, the notice of which shall describe the amendment or amendments being proposed. The Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Declarant alone. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Highlands County, Florida.

ARTICLE XIX- INDEMNIFICATION

(a) Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a part to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that said person is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding, unless (i) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that said person did not act in good faith, nor in a manner reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that said person had reasonable cause to believe this conduct was unlawful, and (ii) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of solo contender or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which said person reasonable believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, have reasonable cause to believe that said person's conduct was unlawful.

(b) Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter herein, they shall be indemnified against expenses (including attorney's fees and appellate attorneys' fees) actually and reasonably incurred by them in connection therewith. Any costs or expenses incurred by the Association in implementing any of the provisions of this Article shall be fully assessable against Owners as common expense of the Association.

(c) Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon the receipt of any undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that it is not entitled to be indemnified by the Association as authorized in this Article.

(d) Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

(e) Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability

asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify them against such liability under the provisions of this Article.

(f) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XII - DISSOLUTION

The Association may be dissolved with the assent in writing of not less than seventy-five percent (75%) of each class of member. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of this Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created or for the general welfare of the residents of the county in which the Property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE XIII - SUPREMACY

These Articles and the By-Laws of the Association 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 By-Laws, the Articles shall govern.

ARTICLE XIV - INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

Murray E. Shepard, Esq. 32 Diamond Bay Drive
Lake Placid, Florida 33852

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscribing incorporator of this Association, has executed these Articles of Incorporation this the 20th day of December, 2006.


MURRAY E. SHEPARD, Incorporator

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STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Murray E. Shepard is known to me to be the person who executed the foregoing Articles of Incorporation, and who produced personally known identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 21 day of December, 2006.

LORI FERRARI
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD301759
EXPIRES 3/18/2008
BONDED THRU 1-22-NOTARY

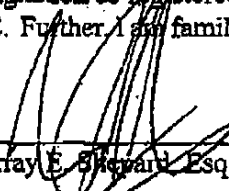


Notary Public State of Florida

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I DO HEREBY accept the foregoing designation as registered agent of DIAMOND BAY SUBDIVISION OWNERS ASSOCIATION, INC. Further, I am familiar with and accept the duties and obligations of such designation.



Murray E. Shepard Esq.

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared Murray E. Shepard, Esq., known to me to be the person who accepted this designation as Registered Agent of the aforesaid corporation, and who is personally known to me or has produced personally known identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State of County aforesaid, this 21 day of December, 2006.



Notary Public State of Florida

My Commission Expires:

LORI FERRARI
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD301759
EXPIRES 3/18/2008
BONDED THRU 1-22-NOTARY



Notary Public State of Florida