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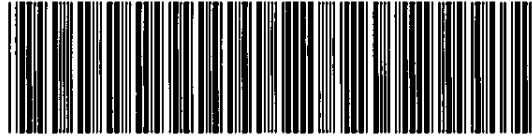
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TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560
Writer's Direct Line: (850) 425-5482

February 16, 2007

VIA HAND DELIVERY

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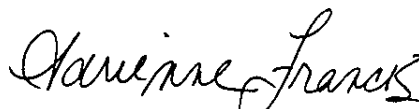
Re: Pelican Bay Townhouse Resort Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation for Pelican Bay Townhouse Resort Homeowners Association, Inc. These Articles include Registered Agent and Registered Office designation for the company. Also enclosed is our client's check in the amount of \$78.75 which is comprised of the \$35.00 filing fee, \$35.00 Designation of Registered Agent fee, and \$8.75 certified copy fee.

Please telephone me at 425-5482 when the certified copy is ready and I will arrange for someone to pick it up. Thank you for your assistance.

Sincerely,



Adrienne U. Francis
Paralegal

Enclosures

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**ARTICLES OF INCORPORATION
OF
PELICAN BAY TOWNHOUSE RESORT HOMEOWNERS ASSOCIATION, INC.
A Florida Corporation Not for Profit**

The undersigned desires to form a non-profit corporation under the "Florida Not for Profit Corporation Act" (Chapter 617, Florida Statutes) and does hereby certify:

ARTICLE I.- NAME

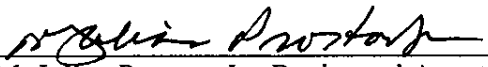
The name of the corporation is PELICAN BAY TOWNHOUSE RESORT HOMEOWNERS ASSOCIATION, INC. (referred to herein as the "Association").

ARTICLE II. - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Association's initial registered office and the name of its initial registered agent is:

M. Julian Proctor, Jr.
227 S. Calhoun Street
Tallahassee, Florida 32301

Having been named as registered agent to accept service of process for the above-named corporation at the place designated in this document, I accept the appointment as registered agent and I am familiar with, and accept the obligations of that position.


M. Julian Proctor, Jr., Registered Agent

ARTICLE III. - PRINCIPAL OFFICE

The street address of the initial principal office of the Association shall be 234 Office Plaza Drive, Tallahassee, Florida 32301

ARTICLE IV. - PURPOSE AND POWERS

The Association does not contemplate pecuniary gain or profit to its members ("Members"). The specific purposes for which it is formed are to operate as a corporation-not-for-profit pursuant to Chapter 617, Florida Statutes, and to provide for the maintenance, preservation and architectural control of all improvements on the Properties and the Common Area, all within that certain tract of land (the "Property") described in that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions for PELICAN BAY TOWNHOUSE RESORT recorded in the public records of Franklin County, Florida, on July 10, 2002 at Official Record Book 704, Page 187, as it may be modified and supplemented from time to time (the "Declaration"), all for the mutual advantage and benefit of the Members who shall be the Owners of the Lots. The Declaration is incorporated herein by this reference as if set forth in detail, and all capitalized terms set forth herein, to the extent not defined herein, shall have the meanings set forth in the Declaration. For such purposes, the Association shall have and exercise the following authority and powers:

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1. 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, as the same may be amended from time to time as therein provided, as well as in the provisions of these Articles and the Bylaws of the Association (the "Bylaws").

2. To fix, levy, collect and by any lawful means enforce payment of all assessments pursuant to the terms of the Declaration, and to 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, including without limitation, adequate assessments for the costs of maintenance, repair and operation of the stormwater facilities, including without limitation drainage structures and drainage easements.

3. 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 or any improvements thereon in connection with the affairs of the Association.

4. To borrow money and to mortgage, pledge or hypothecate any and all of the Association's real or personal property as security for money borrowed or debts incurred.

5. To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Board of Directors.

6. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes.

7. To make, establish and amend reasonable rules and regulations governing the use of the Lots and Common Area.

8. To maintain, repair, replace, operate and manage the Common Area.

9. To employ personnel, agents or independent contractors to perform the services required for the proper operation of the Common Area.

10. To exercise architectural control over improvements within the Property.

11. To have and to exercise any and all powers, rights and privileges which a corporation organized under the law of the State of Florida may now or hereafter have or exercise.

12. To timely file all required corporate filings with the Florida Secretary of State's office.

All of the Association's assets and earnings shall be used exclusively for the purposes set forth herein and in accordance with Section 528 of the Internal Revenue Code of 1986, as amended ("Code"), and no part of the assets of this Association shall inure to the benefit of any individual Member or any other person. The Association may,

however, reimburse its Members for actual expenses incurred for or on behalf of the Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Association, as permitted by Section 528 of the Code, other applicable provisions of the Code, federal and state law. In addition, the Board of Directors shall also have the right to exercise the powers and duties set forth in the Bylaws.

ARTICLE V. – MEMBERSHIP

1. Every owner of a Lot which is subject to assessment shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

2. The transfer of the membership of any Owner shall be established by the recording in the public records of Franklin County of a deed or other instrument establishing a transfer of record title to any Lots for which membership has already been established. Upon such recordation the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a copy of the deed or other instrument establishing the transfer of ownership of the Lots. It shall be the responsibility and obligation of the former and new Owner of the Lots to provide such copy to the Association.

3. The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Lots owned by such Member.

ARTICLE VI. VOTING RIGHTS

Members shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members; however, the vote for such Lot shall be exercised as they shall determine among themselves, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE VII. - BOARD OF DIRECTORS

The affairs of the Association shall be managed and governed by a Board of Directors composed of not less than three (3) Directors. The first Board of Directors shall have five (5) members, and the number of Directors on subsequent Boards will be determined from time to time in accordance with the Bylaws of the Association.

Directors of the Association shall be appointed in the manner determined by the Bylaws of the Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided for in the Bylaws.

The names and addresses of the persons who are to act in the initial capacity of Directors until the selection and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Erin Ennis	1432 Denholm Drive Tallahassee, FL 32308
Everall Perkins	234 Office Plaza Drive Tallahassee, Florida 32301
Dan Clark	5175 Charlemagne Drive Jacksonville, FL 32210
Stewart Proctor	Post Office Box 4288 Tallahassee, FL 32315
Dixie Russell	1690 Raymond Diehl Road, C-6 Tallahassee, FL 32308

ARTICLE VIII.- TERM OF EXISTENCE

This Association 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 Secretary of State, Tallahassee, Florida.

ARTICLE IX. - DISSOLUTION

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 for which this Association is 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 X. – OFFICERS

Subject to the direction of the Board of Directors, 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 of Directors. The names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

<u>Name and Title</u>	<u>Address</u>
Erin Ennis President	1432 Denholm Drive Tallahassee, Florida 32308
Everall Perkins Treasurer	234 Office Plaza Drive Tallahassee, Florida 32301

Dan Clark
Secretary

5175 Charlemagne Drive
Jacksonville, FL 32210

ARTICLE XI. - BYLAWS

The Bylaws of this Association shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or appealed in the manner set forth in the Bylaws.

ARTICLE XII. - AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of the Members who are entitled to vote at least two-thirds (2/3) of the votes of the membership present at any annual or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Members whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Association. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Members who have not consented in writing.

ARTICLE XIII. - INDEMNIFICATION

This Association shall indemnify any and all of its directors, officers, employees or agents, or former directors as permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent, as herein provided. The foregoing right of indemnification shall not be inclusive of any other rights to which any such person may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIV. - TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

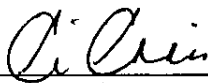
No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or her or their votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact he or she is or may be interested in any such contract transaction. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorized such a contract or transaction.

ARTICLE XV. – INCORPORATOR

The name and address of the incorporator of the Association is:

Erin Ennis
1432 Denholm Drive
Tallahassee, FL 32308

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 13th day of February, 2008.



Erin Ennis, Incorporator

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