

No 7000004739

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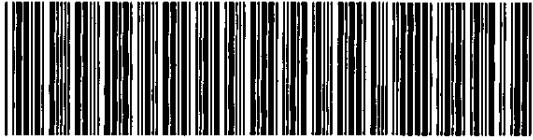
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TRANSMITTAL LETTER

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Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 323011

SUBJECT: Whispering Oaks Owners Association of Walton County, Inc.

The enclosed Articles of Incorporation of Whispering Oaks Owners Association of Walton County, Inc. and check in the amount of \$78.75 are submitted for filing.

Please return a certified copy and any correspondence concerning this matter to the following:

Alison Hand
543 Harbor Blvd.
Suite 103
Destin, FL 32541

For further information concerning this matter, please call Alison Hand at (850) 650-0077.

ARTICLES OF INCORPORATION
OF
WHISPERING OAKS OWNERS ASSOCIATION
OF WALTON COUNTY, INC.

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DIVISION OF CORPORATIONS

07 MAY 10 PM 2:07

I. NAME AND INITIAL PRINCIPAL OFFICE. The name of this corporation is WHISPERING OAKS OWNERS ASSOCIATION OF WALTON COUNTY, INC. and the initial principal office address is 543 Harbor Blvd., Suite 103, Destin, FL 32541. For convenience, the corporation shall be referred to in this document as the "Association," the Covenants, Restrictions and Reservations and the Amended and Restated Covenants, Restrictions and Reservations, collectively, as "Covenants," and these Articles of Incorporation as "Articles."

II. PURPOSE. This corporation is organized for the purpose of providing an entity to manage, operate and maintain a subdivision located in Walton County, Florida known as Whispering Oaks Subdivision ("Subdivision"), and certain Association Property, including recreational facilities. The Subdivision shall be operated on a not-for-profit basis for the mutual use, benefit, enjoyment and advantage of the individual owners of the Subdivision; to make such improvements, additions and alterations to the Subdivision as may be necessary or desirable from time to time as authorized by the Covenants and Bylaws; to purchase and own real or personal property; and to conduct and transact all business necessary and proper in the management, operation and maintenance of the Subdivision, all as agents of the Owners of the individual Lots of the Subdivision.

III. DEFINITIONS. The terms used in these Articles shall have the same definitions and meanings as those set forth in the Covenants recorded in the Public Records of Walton County, unless herein provided to the contrary, or unless the context otherwise requires.

IV. MEMBERS.

A. Membership. The members of the Association shall consist of all of the record title Owners of Subdivision Lots. New members shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association.

B. Assignment. The share 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 Lot for which that share is held.

C. Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Lot, which vote shall be exercised or cast in the manner provided in the Covenants and Bylaws. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot owned.

D. Meetings. The Bylaws shall provide for an annual meeting of members, and may provide for regular and special meetings of members other than the annual meeting.

V. TERM OF EXISTENCE. The Association shall have perpetual existence.

VI. INCORPORATOR. The name and address of the incorporator of this Corporation is:

Delys Dearmon

543 Harbor Blvd., Suite 103
Destin, FL 32541

VII. OFFICERS. The affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties and qualifications of the Officers.

VIII. DIRECTORS.

A. Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of Directors determined in the manner provided by the Bylaws, but which shall consist of not less than three Directors.

B. Duties and Powers. All of the duties and powers of the Association existing under Florida law, the Covenants, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval of Lot Owners when such approval is specifically required.

C. Election; Removal. Directors of the Association shall be elected at the annual meeting of members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

D. First 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 taken office, as provided in the Bylaws, are as follows:

JAMES McDOWELL, 690 Walton Way, Miramar Beach, FL 32550

RICHARD STAMM, 596 Walton Way, Miramar Beach, FL 32550

DELYS DEARMON, 544 Walton Way, Miramar Beach, FL 32550

FRANK BURGE, 522 Walton Way, Miramar Beach, FL 32550

FRANK KOVACH, 238 Walton Way, Miramar Beach, FL 32550

IX. BYLAWS. The Bylaws of this Corporation may be altered, amended or replaced in the manner provided in the Bylaws.

X. AMENDMENTS. These Articles may be amended 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.

2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in

person or by proxy at the meetings considering the amendment may express their approval in writing, provided such approval is delivered to the Officers at or prior to the meeting.

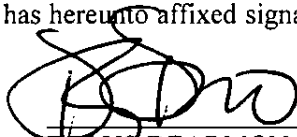
3. Approval of an amendment must be by not less than seventy-five (75%) percent of the votes of the entire membership of the Association.

4. No amendment shall change the configuration of any Lot or share in the Common Areas unless the record Owner of the Lot concerned and all record owners of the mortgages on such Lot shall join in the execution of the amendment, and all other Lot Owners approve the amendment.

5. A copy of each amendment shall be certified and recorded in the Public Records of Walton County, Florida. Such amendment shall become effective at the time of its recording in the Public Records.

XI. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT. The registered office address and name of the registered agent of the Corporation shall be determined by the Board of Directors from time to time. The initial registered agent shall be DELYS DEARMON, 543 Harbor Blvd., Suite 103, Destin, FL 32541.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed signature this 8th day of May, 2007.

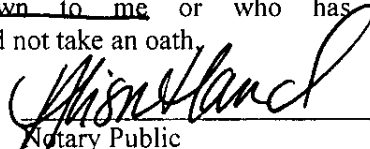


DELYS DEARMON

STATE OF FLORIDA
COUNTY OF Okaloosa

The foregoing instrument was acknowledged before me on 5.8.2007 by DELYS DEARMON, who is personally known to me or who has produced _____ as identification and who did not take an oath.

 **Alison Hand**
Commission # DD302828
Expires May 29, 2008
Bonded Troy Fain - Insurance, Inc. 800-385-7019

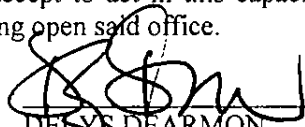


Notary Public
Print Name: _____
My commission expires: _____
[SEAL]

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OATH OF REGISTERED AGENT

I, DELYS DEARMON, having been named to accept service of process for WHISPERING OAKS OWNERS ASSOCIATION OF WALTON COUNTY, INC., at 543 Harbor Blvd., Suite 103, Destin, FL 32541, hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



DELYS DEARMON