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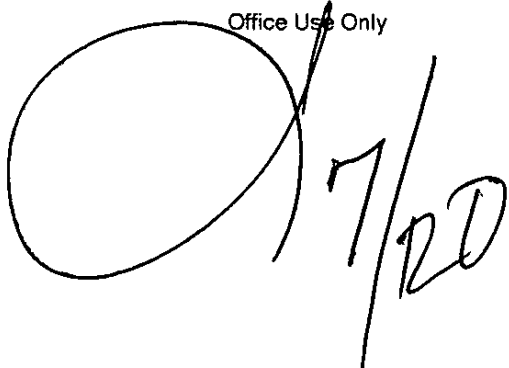
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FILED  
07 JUL 19 AM 10:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 29, 2007

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: ARTICLES OF INCORPORATION FOR:  
CARILLON BEACH INN CONDOMINIUM ASSOCIATION, INC.  
OUR FILE NUMBER C-171**

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75, Filing Fee and Certificate.

If you have any questions or concerns regarding the enclosed, please do not hesitate to contact Angela Leftwich at 850-231-3465 (ext.20).

**FROM: FRANKLIN H. WATSON, P.A.**  
5365 E. Highway 30-A, Suite 105  
Seagrove Beach, FL 32459  
Phone: 850-231-3465

Exhibit "B" to Declaration  
ARTICLES OF INCORPORATION  
FOR  
CARILLON BEACH INN CONDOMINIUM ASSOCIATION  
INC.,  
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED  
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a Florida limited liability company, 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 Carillon Beach Inn Condominium Association, Inc., hereinafter referred to as the "Association." The street address of the Association is c/o Mr. Peter J. Barton, 5399 E. County Highway 30A #190, Santa Rosa Beach, FL 32459.

ARTICLE II  
REGISTERED AGENT

The initial Registered Agent of the Association is Mr. Peter J. Barton. The street address of the Registered Agent is 5399 E. County Highway 30A #190, Santa Rosa Beach, FL 32459.

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 Carillon Beach Inn, A Condominium (the "Condominium") in accordance with the Condominium Declaration, recorded or 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 unit owners within the Condominium. To promote the health, safety and welfare of the unit owners, the Association shall have and exercise the following authority, powers and duties:

- (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 money and to mortgage, pledge or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.
- (d) To participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.

(e) To have all other powers and duties of a not-for-profit corporation organized as a condominium association under Chapter 718, Florida Statutes.

#### ARTICLE IV MEMBERSHIP

Every person or entity who owns a unit in the Condominium shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any unit. In the event the Association becomes a multicondominium association, all unit owners of condominiums managed by the Association shall be members of the Association.

#### ARTICLE V VOTING RIGHTS

Voting rights are assigned in accordance with the provisions of the Declaration. However, until the occurrence of certain events as described in Article 17 of the Declaration, the developer of the Condominium 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, members of which do not need to be members of the Association. The Board of Directors shall be selected as provided in the Declaration and Bylaws.

#### ARTICLE VII TERM OF EXISTENCE

This corporation shall commence existence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The 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, 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

This 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 the 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 INDEMNIFICATION

This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents, to the full extent 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 appeal thereof, to which any such persons 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 affect any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

#### ARTICLE XIV INCORPORATOR

The incorporator of the corporation is Condominiums of Carillon, LLC, a Florida limited liability company, whose address is c/o Peter J. Barton 5399 E. County Highway 30A #190, Santa Rosa Beach, FL 32459.

IN WITNESS WHEREOF, the incorporator has cause these Articles of Incorporation to be executed this 29<sup>th</sup> day of June, 2005.

WITNESSES

Kimberly W. Sewell  
print: Kimberly W. Sewell

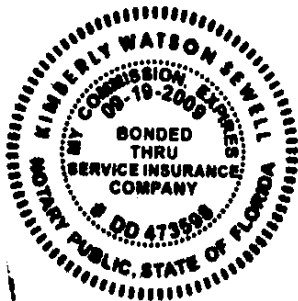
Angela D. Leftwich  
print: Angela D. Leftwich

STATE OF FLORIDA  
COUNTY OF Walton

CONDOMINIUMS OF CARILLON, LLC,  
a Florida Limited Liability Company

By: P. J. Barton  
Peter J. Barton, President

The foregoing instrument was acknowledged before me this 29 day of June, 2007, by Peter J. Barton, President of CONDOMINIUMS OF CARILLON, LLC, a Florida Limited Liability Company. He is personally known to me or has produced a Florida driver's license as identification and did take an oath.



Kimberly Watson Sewell

Notary Public, State of Florida at Large  
Serial Number:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

FIRST -- That **Carillon Beach Inn Condominium Association, Inc.**, with its principal place of business at **5399 E. County Highway 30A, #190, Santa Rosa Beach, Florida 32459** named Peter J. Barton, located at **5399 E. County Highway 30A, #190, Santa Rosa Beach, Florida 32459**, as its agent to accept service of process within the State of Florida.

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, and I accept the duties and obligations of Section 607.0501 Florida Statutes.

Date: June 29, 2007

**CARILLON BEACH INN  
CONDOMINIUM ASSOCIATION, INC.**

  
\_\_\_\_\_  
**Peter J. Barton**

**FILED**  
07 JUL 19 AM 10:36  
CLERK OF STATE  
TALLAHASSEE, FLORIDA