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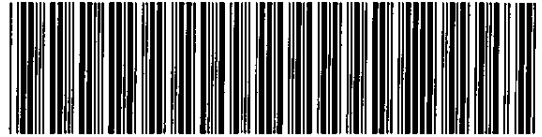
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2008 JAN 28 P 4: 51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Paul
1-28-08

RISH, GIBSON, SCHOLZ & GROOM, P.A.

ATTORNEYS AT LAW

**WILLIAM J. RISH
THOMAS S. GIBSON
S. RUSSELL SCHOLZ
PAUL W. GROOM II**

PAUL W. GROOM II

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**116 SAILOR'S COVE DRIVE
PORT ST. JOE, FLORIDA 32456**

**MAIL TO:
POST OFFICE BOX 39
PORT ST. JOE, FLORIDA 32457**

November 30, 2007

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

Re: Scarlett's Place Homeowners Association, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above named corporation. Also enclosed is our check for \$78.75. Please send us a certified copy of the filing. If you have any questions or need anything further, please contact me. Thank you.

Very truly yours,

RISH, GIBSON, SCHOLZ & GROOM, P.A.


Paul W. Groom II

PWGII/pwr

Enclosures: as stated

ARTICLES OF INCORPORATION

FILED

OF

2008 JAN 28 P 4: 51

**SCARLETT'S PLACE
HOMEOWNERS ASSOCIATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, PAUL W. GROOM II, the subscriber to these Articles of Incorporation, hereby executes these Articles of Incorporation to form a non-stock corporation, not for profit, under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation is SCARLETT'S PLACE HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association." The initial street address of the principal office of the Association shall be 116 Sailor's Cove Drive, Port St. Joe, FL 32456; but may be changed to another place in Florida as designated from time to time by the Board of Directors.

ARTICLE II. PURPOSE AND POWERS

The Association is not organized for pecuniary gain or profit to the members thereof, and it shall be prohibited from any distribution of income to its members, directors, and officers. The specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the subdivision known as SCARLETT'S PLACE in Gulf County, Florida, according to the plat thereof to be recorded in the public records of said county, and the Declaration of Covenants, Conditions, and Restrictions of Scarlett's Place Subdivision, likewise to be recorded in the public records of said county, and promote the health, safety, and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association. For these purposes, the Association shall have the powers set forth in the Declaration, which include, but are not limited to (but only as the following may from time to time be permissible for corporations not for profit under the laws of Florida):

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and to be recorded in the Office of Clerk of the Circuit Court of Gulf County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

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

(c) 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;

(d) borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred in accordance with the provisions of the Declaration;

(e) 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 Members. No such dedication or transfer shall be effective unless in accordance with the provisions of the Declaration.

(f) grant easements over the Common Area to private parties, in accordance with the provisions of the Declaration;

(g) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall be in accordance with the Declaration;

(h) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Corporation Not For Profit Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE III. MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract vendees under a contract for deed, 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. There shall be only one membership per Lot. If a Lot is owned by more than one Person, all co-Owners shall share the privileges of membership, subject to reasonable Board regulation and the restrictions on voting set forth in the By-Laws.

ARTICLE IV. VOTING RIGHTS

The Association shall have two classes of membership:

Class A. All Members of the Association shall be Class A Members, except the Class B Member, if any.

Class B. The Class B Member shall be the Declarant (as defined in the Declaration), and the Class B Membership shall terminate as provided in the Declaration and By-Laws.

The voting rights of each class of voting membership shall be as provided in the Declaration and the By-Laws of the Association.

ARTICLE V. BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors (hereinafter referred to as the Board), consisting of at least three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association but may not exceed seven (7) nor be less than three (3). The names and residence addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Jan G. Traylor, 141A N. Highway 71, Wewahitchka, FL 32465

Libby Owens, 141 A N. Highway 71, Wewahitchka, FL 32465

Betty Ann Owens, 225 Land Drive, Wewahitchka, FL 32465

The terms, qualification and election of members of the Board of Directors shall be governed by the procedures set forth in the By-Laws of the Association.

ARTICLE VI. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy five percent (75%) of the Class " Members, and the approval of the Class B Member, during the Development Period, as defined in the Declaration. 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 was created. 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 such similar purposes.

ARTICLE VII. DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State. The Association shall exist perpetually, unless dissolved in accordance with Article VI of these Articles of Incorporation.

ARTICLE VIII. AMENDMENTS

Subject to the provisions of Florida Law, these Articles of Incorporation may be amended with the approval of the Board of Directors and at least seventy-five percent (75%) of the total votes of the Association and with the approval of the Class "B" Member, so long as such membership exists. No amendment shall conflict with the Declaration, nor shall any amendment be effective to impair or dilute any rights of Members that are granted by the Declaration.

ARTICLE IX. OFFICERS

The affairs of the Association are to be managed by a President, Vice-President, Secretary, and Treasurer, who need not be Members of the Association. They shall be elected at the first meeting of the Board of Directors following each annual meeting of the Members. Until the first election of officers, Jan G. Traylor shall serve as President; and Libby Owens shall serve as Vice President, Secretary and Treasurer of the Association.

ARTICLE X. INCORPORATOR

The name and address of the incorporator and subscriber of these Articles of Incorporation is: Paul W. Groom II whose mailing address is P. O. Box 39, Port St. Joe, FL 32457 and whose physical address is 116 Sailor's Cove Drive, Port St. Joe, FL 32456.

ARTICLE XI. INITIAL RESIDENT AGENT AND OFFICE

Paul W. Groom II, whose office address is 116 Sailor's Cove Drive, Port St. Joe, Florida 32456, is hereby appointed as the initial Resident Agent of the Association, and the office of the Association shall be at that address until another is properly designated pursuant to the then applicable law.

ARTICLE XII. INDEMNITY

Every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceedings to which he or she may be a party or in which he or she

may become involved, by reason of his or her being or having been an officer of the Association whether or not he or she was an officer at the time such expenses are incurred, except in such cases wherein the officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any such officer may be entitled.

IN WITNESS WHEREOF the subscriber has executed this instrument this 30th day of November, 2007.

INCORPORATOR:

Paul W. Groom II
PAUL W. GROOM II

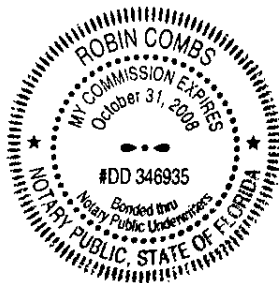
STATE OF FLORIDA

COUNTY OF GULF

The foregoing instrument was acknowledged before me this 30th day of November 2007, by Paul W. Groom II, Incorporator, who is personally known to me.

FILED
2008 JAN 28 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(SEAL)



Robin Combs
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires: _____

ACCEPTANCE BY RESIDENT AGENT

The undersigned accepts the appointment as resident agent of the Association, and agrees to comply with all provisions of the law relating thereto.

DATED this 30th day of November, 2007.

Paul W. Groom II
PAUL W. GROOM II