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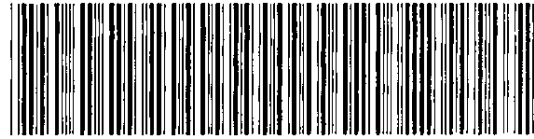
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SEAL OF THE STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

VA

GEORGE V. MATLOCK

LAW OFFICES

2549 Barrington Circle
Tallahassee, Florida 32308
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May 14, 2009

Via Hand Delivery

Registration Section
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

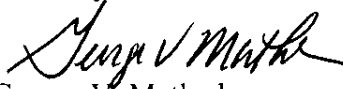
Re: St. John's Village Homeowners Association, Inc.

Gentlemen:

Enclosed for filing is an original and one copy of Articles of Incorporation for the above not for profit corporation. I have enclosed a check in the amount of \$78.75, representing the applicable filing fee and the cost of a certified copy.

I request that you call my office to pick up the filed Articles of Incorporation when ready. Thank you for your assistance.

Sincerely,


George V. Matlock

Enclosures

ARTICLES OF INCORPORATION
OF
ST. JOHNS VILLAGE HOMEOWNERS ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a not for profit corporation under Chapter 617 of the Florida Statutes, and certify as follows:

Article I.

The name of the corporation is St. Johns Village Homeowners Association, Inc. (hereinafter the "Association").

Article II.

The address of the initial principal office of the Association is 4060 N. Highway 71, Wewahitchka, Florida 32465.

Article III.

All capitalized terms used herein which are not defined shall have the meaning set forth in the Declaration of Covenants, Conditions and Restrictions for St. John's Village, recorded or to be recorded in the Public Records of Gulf County, Florida as amended from time to time (the "Declaration").

Article IV.

The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its members. By way of explanation and not of limitation, the purposes for which the Association is formed are:

- (a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as set forth in the Governing Documents and as provided by law; and
- (b) to provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration.

Article V.

In furtherance of its purposes, the Association shall have the following powers which, unless indicated otherwise by the Declaration or Bylaws of the Association, may be exercised by the Board of Directors:

- (a) all of the powers conferred upon nonprofit corporations by common law and Florida Statutes in effect from time to time;
- (b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, and the Declaration, including, without limitation, the power to do the following:
 - (i) fix, levy, collect and enforce payment of all charges or assessments authorized by the Declaration by any lawful means and to pay all expenses in connection therewith and all administrative, 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;
 - (ii) manage, control, operate, maintain repair and improve the Common Areas and facilities, and any property the Association subsequently acquires, or for which it by rule, regulation, declaration, or contract, has a right or duty to provide such services;
 - (iii) make rules and regulations and to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;
 - (iv) engage in activities which will actively foster, promote and advance the common interests of all owners of property subject to the Declaration;
 - (v) buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any Association purpose;
 - (vi) borrow money for any purpose subject to such limitations as may be contained in the Declaration and Bylaws;
 - (vii) enter into, make, perform, and enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other corporation, or other entity or agency, public or private;
 - (viii) act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms or individuals; and
 - (ix) provide any and all supplemental municipal services to the Residential Community as may be necessary or desirable.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article V are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article V.

Article VI.

The Association shall be a membership corporation without certificates or shares of stock. There shall be two classes of membership as more fully set forth in the Declaration. The Owner of each Lot, as those terms are described in the Declaration, shall be a member of the Association and shall be entitled to vote as provided in the Declaration and the Bylaws.

Change of membership in the Association shall be established by recording in the Official Records of Gulf County, Florida, a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the Owner designated by such instrument shall become a Member of the Association and the membership of the prior Owner shall terminate.

Article VII.

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Department of State. Unless terminated in accordance with Florida law and Article XII, the Association shall exist in perpetuity.

Article VIII.

The number of directors constituting the initial board of directors of the association is three, and the names and addresses of the persons who are to serve as the initial directors are:

Jerry Huft	Alan McNair	James Townsend
4060 N. Hwy 71	P.O. Box 266	628 Port Townsend Rd.
Wewahitchka, FL 32465	Wewahitchka, FL 32465	Port St. Joe, FL 32457

Article IX.

The Bylaws shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

Article X.

To the fullest extent that the Florida Not For Profit Corporation Act, as it exists on the date hereof or as it may be amended, permits the limitation or elimination of the liability of directors, no director of the Association shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged

liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article XI

Amendments to these Articles of Incorporation may be proposed and adopted upon a resolution duly adopted by the Board and the affirmative vote or written consent of Neighborhood Representatives representing at least two-thirds of the Class "A" votes of the Association, and the consent of Declarant for so long as Declarant or any affiliate of Declarant owns property described on Exhibit "A" or "B" to the Declaration or which Declarant may unilaterally subject to the Declaration. No amendment may be in conflict with the Declaration, and no amendment shall be effective to impair or dilute any rights of Members that are governed by such Declaration.

Article XII

The Association may be dissolved only as provided by Florida law and in the Governing Documents. The Association may be dissolved only upon a resolution duly adopted by the Board and the affirmative vote of Members who are Owners of not less than two-thirds (2/3) of the Lots (other than Declarant) and Declarant's consent so long as Declarant or any affiliate of Declarant owns any property subject to the Declaration or which Declarant may unilaterally subject to the Declaration. Upon dissolution of the Association, so long as the VA is guaranteeing and/or HUD is insuring any mortgage in the Community, and unless otherwise agreed in writing by HUD or VA, as applicable, any remaining real property 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 acceptance of such dedication is refused, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. No such restriction shall exist if VA is not guaranteeing or HUD is not insuring any mortgage in the Community.

Article XIII

As long as Declarant has the right to appoint and remove the directors and officers of the Association as provided in the Bylaws, the following actions shall require the prior approval of the VA, so long as the development is approved by the VA for the guaranteeing of mortgages in the Community, and HUD, so long as the development is approved by HUD for the insuring of mortgages in the Community: annexation of additional property in the Community, except annexation by Declarant in accordance with section 9.1 of the Declaration; mergers, consolidations, or dissolution of the Association; mortgaging of Common Area; dedication of Common Area to any public entity; and amendment of these Articles of Incorporation.

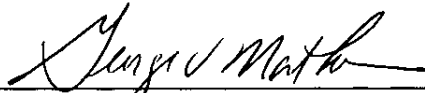
Article XIV

The name of the incorporator of these Articles of Incorporation is George V. Matlock, 2549 Barrington Circle, Tallahassee, Florida 32308.

Article XV

The initial registered office of the Association is 2549 Barrington Circle, Tallahassee, Florida 32308, and the initial registered agent at that address is George V. Matlock.

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of May, 2009.

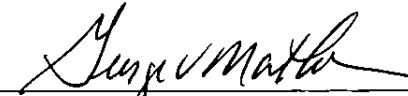


George V. Matlock

Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 14th day of May, 2009.



George V. Matlock
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA