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T. Burch MAY 29 2012

TIMOTHY J. SLOAN, P.A.

ATTORNEYS AND COUNSELORS AT LAW
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TIMOTHY J. SLOAN*
CHARLES J. STAFFORD
*ALSO MEMBER OF
DISTRICT OF COLUMBIA
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May 22, 2012

Department of State
Division of Corporations
New Filing Section
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Thirty Blu Owners Association, Inc.

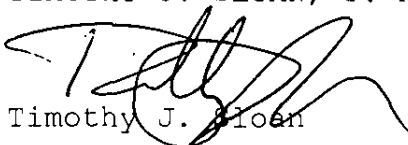
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with the Certificate Designating Registered Agent and a check in the amount of \$78.75 to cover the cost of filing. Please file these Articles at your earliest convenience, and return a certified copy to us.

Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

TIMOTHY J. SLOAN, P. A.


Timothy J. Sloan

TJS/mf
Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THIRTY BLU OWNERS ASSOCIATON, INC.

The undersigned subscriber to these Articles of Incorporation, hereby executes these Articles of Incorporation to form a non-stock corporation, not for profit, pursuant to the Chapters 617 and 720 of the Florida Statutes, as may be amended or superseded.

ARTICLE I. NAME

The name of the corporation is THIRY BLU OWNERS ASSOCIATION, INC., hereafter called the "Association."

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 a subdivision known or to be known as THIRTY BLU, in Walton County, Florida, evidenced by a plat to be recorded in the public records of said county, and governed by a Declaration of Covenants and Restrictions ("Declaration") also to be recorded in the public records of said county, and promote the health, safety, and welfare of the residents within that property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose 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 any Declaration and other covenants, restrictions and rules governing THIRTY BLU, as the same may be amended from time to time;

(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 with the assent of a majority of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility agreeing to hold and maintain the same for such purposes. The Association may grant easements over the common area to private parties, but no such easement shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, unless the Declaration provides for such merger, consolidation or annexation;

(f) operate, maintain and manage the stormwater management system in a manner consistent with any permits of the applicable permitting agency and applicable rules thereof or of any successor or assign, and shall assist in the enforcement of the restrictions and covenants contained herein;

(g) levy and collect adequate assessments against members of the Association including but not limited to being used for the costs of maintenance, repair and operation of the stormwater management system;

(h) provide services, the responsibility for which has been, or may be, delegated to, and accepted by, the Association;

(i) perform any and all other functions contemplated of the Association or otherwise undertaken by its Board of Directors not inconsistent with the Declaration; and

(j) have and to exercise any and all powers, rights, and privileges which a corporation organized under Chapters 617 and 720 of the Florida Statutes, as may be amended or superseded, now has or may hereafter have or exercise.

ARTICLE IV. VOTING RIGHTS

The Association shall initially have two classes of voting membership.

Class A. Class A member(s) shall be all Owners, with the exception of the Developer, Brooks Capital Partners, LLC, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Developer, Brooks Capital Partners, LLC (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership upon the termination of the Class "B" Control Period (as defined in the Declaration).

Upon the termination of the Class "B" Control Period, there will only be one class of membership.

ARTICLE V. BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board 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 Bylaws of the Association but may not exceed five (5) nor be less than three (3). The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Barrett Brooks
402 East Main Street
Samson, Alabama 36477

Jordan Brooks
308 West Main Street
Samson, Alabama 36477

Fleming Brooks
405 West Morris Street
Samson, Alabama 36477

Only three (3) directors shall be required initially. After the first annual meeting, the members shall elect at least three (3) directors and at each succeeding annual meeting, or at a special meeting called for the purpose of electing directors, the members shall elect the number of directors which may from time to time be designated by the Bylaws.

ARTICE VI. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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

The corporation shall exist perpetually.

ARTICLE VIII. AMENDMENTS

Amendments to these Articles shall require the assent of two-thirds (2/3) of the entire membership. Amendments may be proposed by any member at any annual meeting or special meeting called for that purpose, and adopted by the members, in person or by proxy, at that or any subsequent meeting by the percentage of members set forth above. The Bylaws of the corporation shall be made, altered, or rescinded, as provided in the Bylaws.

ARTICLE IX. OFFICERS

The affairs of the corporation 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. The President and Vice-President shall be Directors. Until the first election of officers, Barrett Brooks shall serve as President, Vice-President, Secretary and Treasurer of the corporation.

ARTICLE X. INCORPORATOR

The subscriber to these Articles of Incorporation and his address is Barrett Brooks, 402 East Main Street, Samson, Alabama 36477.

ARTICLE XI. INITIAL RESIDENT AGENT AND INITIAL OFFICE

Timothy J. Sloan, whose office address is 427 McKenzie Avenue, Panama City, Florida 32401, is hereby appointed as the initial Registered Agent of the corporation. The initial office of the corporation shall be 2350 W. County Highway 30A, Santa Rosa Beach, Florida 32459. The principal office of the corporation shall be located in Florida and may be changed from time to time by the Board of Directors pursuant to the then applicable law.

ARTICLE XII. INDEMNITY

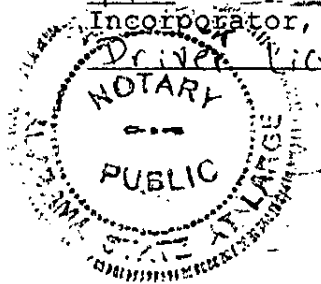
Every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or opposed upon him or her in connection with any proceedings to which he or she may be a party or in which he or she may become involved, by reason 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 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 17th day of May, 2012.

[Signature]
BARRETT BROOKS, Incorporator

STATE OF Alabama
COUNTY OF Geneva

17th The foregoing instrument was acknowledged before me this day of May, 2012, by Barrett Brooks, Incorporator, who is personally known to me or who has produced Driver License as identification.



[Signature]
MY COMMISSION EXPIRES JULY 22, 2015 NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

The undersigned accepts the appointment as Registered Agent of the corporation, and agrees to comply with all provisions of the law relating thereto.

DATED this 22nd day of May, 2012.

[Signature]
TIMOTHY J. SLOAN

FILED
12 MAY 25 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA