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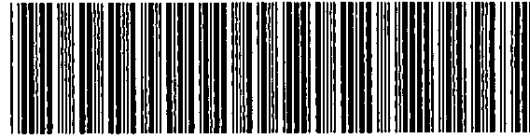
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**ALSO MEMBER OF
GEORGIA BAR

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July 2, 2013

VIA FEDERAL EXPRESS

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

Re: Blue Waters Townhouses 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.

**ARTICLES OF INCORPORATION
OF
BLUE WATERS TOWNHOUSES ASSOCIATION, INC.**

The undersigned, by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapters 617 and 720 of the Florida Statutes, to serve as a homeowners association under applicable provisions of 720.301 through 720.312, Florida Statutes, and adopts the following Articles of Incorporation for such corporation not for profit:

ARTICLE I

The name of the corporation shall be Blue Waters Townhouses Association, Inc., hereinafter referred to as "Association". The address of the principal office and the mailing address of the corporation is 11532 Ivydell Street, Fountain, Florida 32438.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The Association is organized for the following objects and purposes:

1. To provide for the efficient preservation of the appearance, value and amenities of the property ("Property") which is or may in the future be subject to any Declaration of Covenants, Conditions and Restrictions of Blue Waters Townhouses recorded at Book 910, Page 1058, in the Official Records of Bay County, Florida or any amendment thereto or modification thereof ("Declaration") for Blue Waters Townhouses, a residential development currently consisting of Lots 1, 2, & 3, Block 13, Bel Air Subdivision as recorded in Plat Book 8, Page 27 of the Public Records of Bay County, Florida, as more particularly described in the Declaration and additions, subtractions and modifications thereto ("Property").

2. To purchase, lease or otherwise acquire, directly or indirectly, common areas within the Property ("Common Areas") for the benefit of the members, and to maintain, repair and replace, either directly or indirectly through the Association, the Common Areas and such other improvements in

and/or benefiting the Property for which the obligation to maintain has been delegated and accepted.

3. To control the specifications, architecture, design, appearance, elevation and landscaping of all improvements and structures of any kind, including, without limitation, buildings, fences, walls, signs, lighting systems, site paving, grading, screen enclosures, sewers, drains, landscaping, landscape devices or objects and/or other structures constructed, placed or permitted to remain on the Property, as well as any alteration, improvement, addition and/or change therein, thereof or thereto, all in accordance with the Declaration.

4. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration, Articles, Bylaws, or any Rules and Regulations adopted pursuant thereto, and to enforce the provisions thereof.

5. To promulgate, amend and enforce rules, regulations, bylaws, covenants, restrictions and agreements in connection with and to effectuate the affairs and purposes of the Association and to enforce by legal means the provisions of the Declaration.

6. To fix, levy, collect and enforce payment of all assessments or charges to be levied against townhouse parcels (as defined in the Declaration) within the Property pursuant to the terms of the Declaration and Bylaws, and to defray all costs and expenses in connection therewith, as well as the costs and expenses of effectuating the objects and purposes of the Association, and to create reasonable reserves for such costs and expenses.

7. To operate, maintain and manage any surface water or stormwater management system(s) relating to the Property.

8. To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system. The assessments shall be used for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements.

9. To provide services, the responsibility for which has been, or may be, delegated to, and accepted by, the Association.

10. To operate without profit for the sole and exclusive benefit of its members.

11. To assume and undertake all duties and responsibilities of and be responsible for the obligations and liabilities of Blue Waters Townhouses Association, an unincorporated association.

12. To perform any and all other functions contemplated of the Association or otherwise undertaken by its Board of Directors not inconsistent with the Declaration.

ARTICLE IV

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers, authority and privileges generally granted to corporations not for profit under the laws of the State of Florida. Such powers shall include those that are reasonably necessary or appropriate to implement and effectuate the purposes of the Association and that are not inconsistent with these Articles, and the Declaration, as they may from time-to-time be amended.

B. The Association shall have the power to delegate power or powers where such is deemed to be in the interest of the Association.

C. The purposes and objects set forth in Article III of these Articles shall be construed as powers as well as purposes and objects, and the Association shall have and may exercise such powers as if such powers were set forth in full herein.

D. All of right, title and interest and all powers, duties and obligations of Blue Waters Townhouses Association, an unincorporated association.

E. The Association shall have and may exercise all powers set forth in any other Article of these Articles of Incorporation, and Chapters 617 and 720 of the Florida Statutes, all as they currently exist or may be amended or superseded from time to time.

F. All funds and title of properties acquired by the Association and the proceeds therefrom shall be held in trust for the Members in accordance with the provisions of the Declaration and the Articles and Bylaws of the Association.

ARTICLE V

The Members of the Association shall be defined in any Declaration and shall consist of all Owners (the record fee-simple title owner, whether one or more persons or entities, of a fee simple title to any townhouse parcel which is included within the Property including Owners who have contracted to sell, but excluding those having such interest merely as security for the performance of an obligation), and the membership shall be appurtenant to, and may not be separated from, ownership of any townhouse parcel in the Property. Membership shall attach automatically upon the acceptance of delivery of the instrument of transfer of such ownership interest and shall terminate automatically upon the tendering or delivery of such instrument of transfer (provided such tender is accepted) or upon such ownership interest being divested in some other manner; provided that the Association shall have the right to continue to recognize any transferor of such ownership interest as a Member and shall not be required to recognize the transferor of such ownership interest as a Member until an instrument of transfer is recorded in the Official Records of Bay County, Florida, and a true copy of such recorded instrument is delivered to the Association.

ARTICLE VI

The affairs of the Association shall be managed by a Board of Directors consisting of the number of directors as shall be set forth in the Bylaws; provided, however that the Board of Directors shall consist of not less than three directors, and in the absence of a provision in the Bylaws shall consist of three Directors. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE VII

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system, if any, shall be transferred to and accepted by an entity which would comply with rule 40C-42.027, F.A.C., and be approved by the Department of Environmental Protection prior to such termination, dissolution or liquidation.

ARTICLE VIII

The address of the Association's initial registered office is 427 McKenzie Avenue, Panama City, Florida 32401, and the name of

its initial registered agent is Timothy J. Sloan, with the same address.

ARTICLE IX

The Association shall indemnify each person who shall serve as a director, officer, employee, or agent of the Association, or shall serve at the request of the Association in a similar capacity with another corporation, joint venture, trust, or other enterprise, to the fullest extent to which this Association is granted the power by any and every statute of the State of Florida or act of the Legislature of the State of Florida.

ARTICLE X

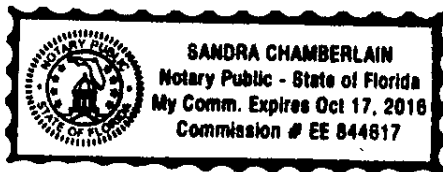
The name of the person signing these Articles is John Ratzlaff, whose address is 11532 FVYDELL ST.

FOUNTAIN, FLA 33438
JOHN RATZLAFF *[Signature]*
Print Name: _____
Its: Incorporator

STATE OF FL
COUNTY OF Duval

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 25th day of June, 2013, by John Ratzlaff, who is personally known to me or who has produced GA DL as identification.

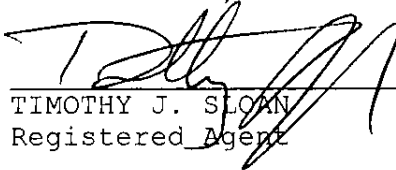
Sandra Chamberlain
Notary Public



**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
OF
BLUE WATERS TOWNHOUSES ASSOCIATION, INC.,
a Florida corporation not for profit**

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 617 of the Florida Statutes relative to keeping open said office.

Dated as of the 2nd day of July, 2013.


TIMOTHY J. SLOAN
Registered Agent