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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 AM 9:15

EXECUTIVE OFFICE:

JBL Properties, Ltd.
P.O. Box 161506
Mobile, AL 36616-2506
(334) 343-8198
FAX (334) 343-2176

December 10, 1997

Division of Corporations
Florida Secretary of State
P. O. Box 6327
Tallahassee, Florida 32314

000002371990--9
-12/15/97-01060-003
*****70.00 *****70.00

Re: Gaslight Square Homeowners' Association, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation of Gaslight Square Homeowners' Association, Inc., along with our check in the amount of \$70 (\$35 for the filing fee and \$35 for the registered agent designation fee).

Please return the recorded Articles of Incorporation to me at the following address:

JBL Properties, Ltd.
P. O. Box 161506
Mobile, AL 36616-2506

Thank you for your assistance with this matter.

Very truly yours,

Pamela B. Rather

Enclosure

D. BROWN DEC 16 1997

7241 Ashmoor Drive, N.
Mobile, AL 36695
(334) 639-7475
FAX (334) 607-0452

P.O. Box 30424
Pensacola, FL 32503-1424
(904) 479-3700
FAX (904) 494-2425

P.O. Box 786
Harvey, LA 70059-0786
(504) 362-9920
FAX (504) 362-9966

P.O. Box 280
Cordova, TN 38088-0280
(901) 753-4004
FAX (901) 753-4887

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ARTICLES OF INCORPORATION

OF

GASLIGHT SQUARE HOMEOWNERS' ASSOCIATION, INC.

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

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation shall be GASLIGHT SQUARE HOMEOWNERS' ASSOCIATION, INC. The initial principal office and mailing address of the corporation is Suite 1, 8826 North Davis Highway, Pensacola, Florida 32514.

ARTICLE II - PERIOD OF DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The purposes for which the corporation is organized are:

1. To own, administer, maintain or operate those certain properties and amenities (including, without limitation, the entrance markers, landscaping, signage, fencing, lighting and improved easements) serving the Gaslight Square subdivision (also known as Nirvana Subdivision), a residential community located on Gulf Beach Highway in Escambia County, Florida.
2. To transact all business being not for profit consistent with the purposes for which the corporation is organized and as are allowed by law, to collect all monies necessary for all operations of the corporation, and to pay all indebtedness that may be incurred by the corporation.
3. To exercise all of the authorities and powers given and granted to a corporation not for profit as set forth in the Florida Not For Profit Corporation Act.

ARTICLE IV - MEMBERS

All owners of record of residential lots within the Gaslight Square subdivision (also known as the Nirvana Subdivision) shall be members of the corporation.

ARTICLE V - NOT FOR PROFIT CORPORATION

The corporation shall be without capital stock, will not be operated for profit, and will not distribute gains, profits or dividends to any of its members, directors or officers.

ARTICLE VII- DIRECTORS

The number of Directors of the corporation shall be established from time to time by the By-Laws of the corporation; however, the initial number of Directors shall be three (3). The names and addresses of the Directors who shall act as such until the first annual meeting, or until such time as their successors are duly chosen and qualified, are:

Jay W. Weber	Suite 200, 3800 Airport Boulevard Mobile, Alabama 36608
L. Ellis Lord	Suite 200, 3800 Airport Boulevard Mobile, Alabama 36608
Wiley C. Page	Suite 1, 826 North Davis Highway Pensacola, Florida 32514

The qualifications, powers duties and tenure of the office of Director and the manner by which Directors are to be chosen shall be as prescribed and set forth in the By-Laws of the corporation.

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify every officer and Director of the corporation against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or Director in connection with any action, suit or other proceeding (including the settlement of any such proceeding, if approved by the then Board of Directors of the corporation) to which he or she may be made a party by reason of being or having been an officer or Director of the corporation and whether such person is an officer or Director at the time such expenses are incurred, except when such officer or Director 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 such officer or Director may be entitled.

ARTICLE VIII - REGISTERED AGENT

The address of the initial registered office of the corporation shall be Suite 1, 8826 North Davis Highway, Pensacola, Florida 32514, and the name of the initial registered agent of the corporation at such address is Wiley C. Page.

ARTICLE IX - INCORPORATORS

The name and address of each incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Jay W. Weber	Suite 200, 3800 Airport Boulevard Mobile, Alabama 36608
L. Ellis Lord	Suite 200, 3800 Airport Boulevard Mobile, Alabama 36608

Wiley C. Page

Suite 1, 826 North Davis Highway
Pensacola, Florida 32514

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter or repeal any provision contained in these Articles in the manner now or hereafter proscribed by state for the amendment of Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have executed this Articles of Incorporation on this the 4th day of NOVEMBER, 1997.

Signed, sealed and delivered
in the presence of:

Angela G. Lee
Print Name: ANGELA G. LEE

Jay W. Weber
Jay W. Weber

Angela G. Lee
Print Name: ANGELA G. LEE

L. Ellis Lord
L. Ellis Lord

Melanie E. Sanders
Print Name: Melanie E. Sanders

Wiley C. Page
Wiley C. Page

STATE OF ALABAMA)
COUNTY OF MOBILE)

I, the undersigned Notary Public, in and for such State and County, do hereby certify that Jay W. Weber and L. Ellis Lord, whose names are signed to the foregoing instrument, and who are known to me, acknowledged before me on this date that, being informed of the contents thereof, they executed same voluntarily for the purposes stated therein.

Given under my hand and seal this 4th day of NOVEMBER, 1997.

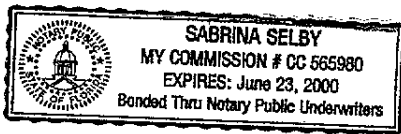
[NOTARIAL SEAL]

Pamela B. Rether
NOTARY PUBLIC
State of Alabama at Large
My Commission Expires: 4-10-2000

STATE OF FLORIDA)
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me this 7th day of August, 1997, by Wiley C. Page, who is personally known to me and did take an oath.

[NOTARIAL SEAL]



Sabrina Selby
NOTARY PUBLIC
State of Florida at Large
My Commission Expires: June 23, 2000

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 AM 9:15

Having been named as registered agent for Gaslight Square Homeowners' Association, Inc., a Florida not for profit corporation, I do hereby agree to accept service of process for said corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



Wiley C. Page