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May 6, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

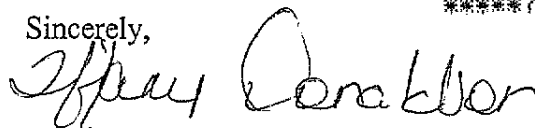
RE: Articles of Incorporation for Bocage Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation, including Certificate of Designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 to cover the filing fee.

Thank you for your assistance in this matter. If you have any questions or need additional information, please give me a call.

Sincerely,



Tiffany Donaldson
Legal Assistant for
Joseph M. Scheyd, Jr.

/tjd

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BOCAGE HOMEOWNERS ASSOCIATION, INC.

FILED
99 MAY 14 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles Of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: BOCAGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE II - PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS

The principle place of business and the mailing address of this corporation shall be: 126 South Shore Drive #3, Destin, Florida 32541.

ARTICLE III - PURPOSE

The specific purpose for which the corporation is organized is to provide for maintenance, preservation, architectural control and security of all residential and Association property including lots, easements, swimming facilities and common areas, and to promote the health, safety, and welfare of all residents of the subject property and such phases as added thereto all of which will be brought within the jurisdiction of the Association for such purposes when said phases are recorded in the Public Records of

Walton County, Florida.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be stated in the By-Laws.

ARTICLE V - LIMITATION OF CORPORATE POWERS

In addition to corporate powers as provided for in Section 617.0302, Florida Statutes, the corporation has the power to perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions and Restrictions as recorded in Walton County, Florida, and as the same may be amended from time to time, said Declaration incorporated herein by reference.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Joseph M. Scheyd, Jr., 305 Main Street, Destin, Florida 32541.

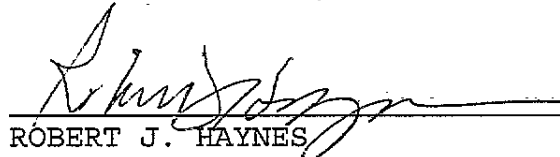
ARTICLE VII - INCORPORATORS

The names and street addresses of the incorporators for these Articles of Incorporation are:

Robert J. Haynes
126 South Shore Drive #3
Destin, Florida 32541

The undersigned incorporators have executed these Articles Of

Incorporation this 14th day of May, 1999.


ROBERT J. HAYNES

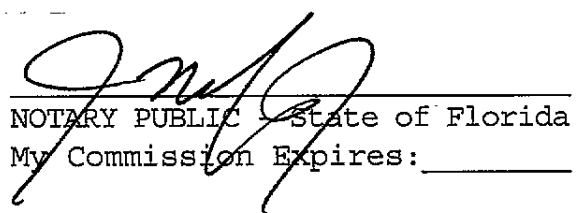
STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 14th day of May, 1999 by ROBERT J. HAYNES, who is personally known to me or who has produced _____ as identification and acknowledged and declared that he executed the same for the uses and purposes therein set forth.




Joseph M. Scheyd, Jr.
MY COMMISSION # CC057583 EXPIRES
June 22, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC - State of Florida
My Commission Expires: _____

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida. The name of the corporation is BOCAGE HOMEOWNERS ASSOCIATION, INC. The name and address of the registered agent is Joseph M. Scheyd, Jr. and the address of the registered office is 305 Main Street, Destin, Florida 32541.

HAVING BEEN NAMED AS REGISTERED AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


JOSEPH M. SCHEYD, JR.

DATE: 5/5/99

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99 MAY 14 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA