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POST OFFICE BOX 39
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WILLIAM J. RISH
THOMAS S. GIBSON
S. RUSSELL SCHOLZ

TELEPHONE (850) 229-8211
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May 7, 1999

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-05/13/99-01064-007
****122.50 *****78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32399

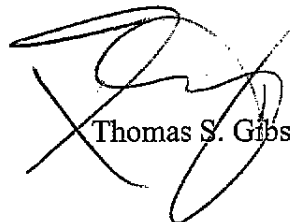
Re: The Bluff Homeowners Association, Inc.

Dear Sir or Madam:

I have enclosed the original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the filing fee and the cost of receiving a certified copy of the Articles of Incorporation. Please forward your certificate of incorporation and certified copy to me as soon as possible.

Thank you for your assistance in this matter.

Sincerely,


Thomas S. Gibson

TSG/pwr

Enclosure: as stated

FILED
99 MAY 27 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W99-11516~~

(5)

See 5/28



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 17, 1999

THOMAS S. GIBSON
RICH, GIBSON & SCHOLZ, P.A.
P.O. BOX 39
PORT ST. JOE, FL 32457

SUBJECT: THE BLUFF HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W99000011516

We have received your document for THE BLUFF HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 499A00027217

ARTICLES OF INCORPORATION
OF

FILED
99 MAY 27 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE BLUFF AT SECLUDED DUNES HOMEOWNERS ASSOCIATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION

The name of the Corporation is THE BLUFF AT SECLUDED DUNES HOMEOWNERS ASSOCIATION, INC. The principal office for the corporation shall be 2010 Monument Avenue, Port St. Joe, FL 32456.

ARTICLE II
DURATION

The duration of the Corporation is perpetual. Corporate existence shall commence upon the proper filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE III
PURPOSE

The general purposes and powers are to have and to exercise all rights and powers conferred on non-profit corporations under the laws of Florida, including the power to contract, rent, buy or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

ARTICLE IV
MEMBERSHIP

The members of the corporation shall be the owners of lots within the Bluff at Secluded Dunes Pines Subdivision as described in the Public Records of Gulf County, Florida and the Bylaws.

ARTICLE V
REGISTERED AGENT

The initial registered agent for this corporation is THOMAS S. GIBSON, and the initial registered office is located at 206 E. 4th Street, Port St. Joe, FL 32457.

ARTICLE VI
DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is three (3). The name and address of each person who is to serve as a member of the initial Board of Directors are:

William J. Rish, Jr.
2010 Monument Ave.
Port St. Joe, FL 32456

Joshua Paillet
322 Royal Street
New Orleans, LA 70130

Thomas S. Gibson
206 E. 4th Street
Port St. Joe, FL 32456

The number of directors shall be fixed by the Bylaws and may be changed from time to time, but shall never be less than three (3) nor more than five (5). The manner of election shall be as provided in the bylaws.

ARTICLE VII
OFFICERS

The number of officers constituting the initial officers of the Corporation is three (3). The name and address of each person who is to serve as an initial officer are:

William J. Rish, Jr., *President*
2010 Monument Ave.
Port St. Joe, FL 32456

Joshua Paillet, *Vice President*
322 Royal Street
New Orleans, LA 70130

Thomas S. Gibson, *Secretary/Treasurer*
206 E. 4th Street
Port St. Joe, FL 32456

The number of officers for the Corporation shall be fixed by the Bylaws and may be changed from time to time. The manner of election shall be as provided in the Bylaws.

ARTICLE VIII
BYLAWS

The Board of Directors shall have the authority to adopt, alter or amend the Bylaws for the Corporation by a majority vote at any directors' meeting.

ARTICLE IX
INCORPORATORS

The name and address of the incorporators are as follows:

Thomas S. Gibson
206 E. 4th Street
Port St. Joe, FL 32456

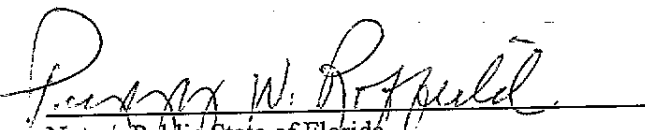

THOMAS S. GIBSON

DATED this 27 day of May, 1999.

STATE OF FLORIDA
COUNTY OF GULF

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared THOMAS S. GIBSON, known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form(s) of identification of the above-named person(s): *personally known*

of May WITNESS my hand and official seal in the County and State last aforesaid this 27 day
, 1999.


Notary Public State of Florida
My Commission Expires:

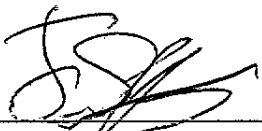


Peggy W. Raffield
MY COMMISSION # CC488704 EXPIRES
August 15, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

CONSENT OF REGISTERED AGENT

FILED
99 MAY 27 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



THOMAS S. GIBSON