

HENRY MACLIN ASSOCIATES, INC.
REAL ESTATE DEVELOPMENT AND CONSULTATION

HENRY W. MACLIN, JR.
PRESIDENT

TELEPHONE
(850) 654-9304
FAX
(850) 654-9303

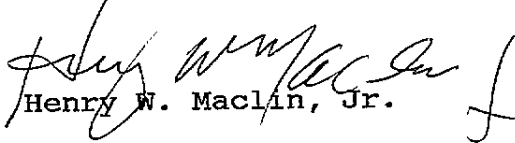
Department of State
Division of Corporations
p.O. Box 6327
Tallahassee Fl. 32314

800003044588--8
-11/15/99--01126--002
*****78.75 *****78.75

Enclosed please find two copies of the article Of
Incorporation of the Water Boat Association Inc. and our
check for \$78.75

Please file and return a copy and certificate to me.

Sincerely,


Henry W. Maclin, Jr.

FILED
99 NOV 15 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name is as in article I
BR

200 GULF SHORE DRIVE
DESTIN, FLORIDA 32541

D. BROWN NOV 16 1999

**ARTICLES OF INCORPORATION
OF**

WATERVIEW BOAT ASSOCIATION INC.

FILED
99 NOV 15 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We hereby associate to form a stock corporation under the provisions of Chapter 607 of the code of Florida and to that end set forth the following:

a. The name of the corporation is Waterview Boat Association Inc. 200 Gulf Shore Drive, - Destin, Fl. 32541.

b. The purposes for which the corporation is being organized are

1. To purchase and own a boat for the recreation use by its stockholders and their invited guest and to charge a reasonable fee for operating expenses and maintenance from its stockholders and their guest.

2. To do all acts and everything necessary, suitable and proper for the accomplishment of this purpose or the attainment of any of the powers hereinafter set forth.

c. The aggregate number of shares which the corporation shall have authority to issue and the par value per share are as follows:

<u>Class & Series</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common	1,000	10.00

d. Full preemptive rights are reserved.

e. The post office address of the initial registered office is 200 Gulf Shore Drive, Destin, Fl. 32541. The name of the city in which the initial registered office is located is Destin Florida. The name of the initial registered agent is Henry W. Maclin, Jr., who is a resident of Florida and whose business address is the same as the registered office of the corporation.

f. The number of initial directors constituting the board of Directors is one (1) and the name and address of the person who is to serve as the initial Director is:

Henry W. Maclin, Jr.	200 Gulf Shore Dr.
	Destin, Fl. 32541

g. 1. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by the reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in the manner

he reasonably believed to be in or not opposed to the best interests of the corporation. The termination of any action, suit or proceeding by judgment, order or settlement shall not of itself create a presumption that the person did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation.

2. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

3. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subparagraphs (1) and (2), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

4. Any indemnification under subparagraphs (1) and (2) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the officer, director, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subparagraphs (1) and (2). Such determination shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the shareholders.

5. Expenses incurred in defending an action, suit, or proceeding, whether civil, administrative or investigative may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in subparagraph 4 upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this paragraph (g).

6. The corporation shall have power to make any other or further indemnity, including criminal proceedings, to any person referred to in this paragraph (g) that may be authorized by these Articles or any amendments hereto or by any by-law made by the stockholders or by any resolution adopted, before or after the event by the stockholders, except an indemnity against his gross negligence or willful misconduct. Each such indemnity may continue as to a person who has ceased to have the capacity referred to above and may inure to the benefit of the heirs, executors and administrators of such a person.

7. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this paragraph (g).

h. The name and street address of the incorporator to these articles of incorporation are:

Henry W. Maclin, Jr.

200 Gulf Shore Drive
Destin, Fl. 32541

IN WITNESS WHEREOF, the undersigned incorporator
has executed these Articles of Incorporation this Day 9th
of November, 1999

Henry W. Maclin, Jr.

State of Florida, County of Okaloosa

The foregoing instrument was acknowledged before me
this 9th day of November, 1999 by Henry W. Maclin, Jr.



Wendy S. Rice
Commission # CC-781702
Expires OCT. 7, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

My commission expires

Wendy S. Rice
Notary Public

Having been named to accept Service of Process for the
above stated corporation, at the place designated in these
Articles, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my
duties. Dated this 9th day of November, 1999.

Henry W. Maclin, Jr.
Henry W. Maclin, Jr.

FILED
99 NOV 15 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA