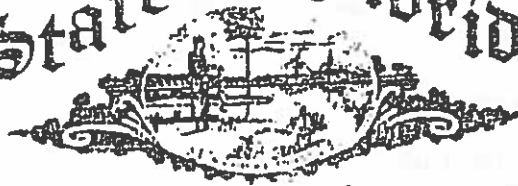


State of Florida



Department of State

I certify that the attached is a true and correct copy of the
Articles of Incorporation of SMUGGLERS COVE
HOMEOWNERS ASSOCIATION, INC., a corporation
organized under the Laws of the State of Florida, filed on
November 6, 1985, as shown by the records of this office.

The document number of this corporation is N11927.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
7th day of November, 1985.



George Firestone
Secretary of State



FLORIDA DEPARTMENT OF STATE

George Firestone
Secretary of State

D. W. McKinnon, Director
Division of Corporations

904/488-9636 November 7, 1985

Mrs. F. Stille Sims, Chief
Bureau of Corporate Records
904/488-9383

Ronald W. Ritchie, Esquire
4400 Bayou Blvd.
Cordova Square, Suite 20
Pensacola, Florida 32503

Dear Mr. Ritchie:

The Articles of Incorporation for SMUGGLERS COVE
HOMEOWNERS ASSOCIATION, INC. were filed on
November 6, 1985, and assigned document number N11927.
Your check for \$38.00 covering the various fees has been
received.

Enclosed is a certified copy of the articles.

Should you have any questions regarding this matter, please telephone
(904) 488-9005, the Non-Profit Filing Section.

Sincerely,


D. W. McKinnon, Director
Division of Corporations

DWM:blt

Oliver

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ARTICLES OF INCORPORATION

: OF

SMUGGLERS COVE HOMEOWNERS ASSOCIATION, INC.

We, the undersigned, with other persons being desirous of forming a Corporation not for profit, and to be operated exclusively for such purposes as are authorized under the provisions of Chapter 617, Florida Statutes, do agree to the following:

ARTICLE I - NAME

The name of this Corporation shall be Smugglers Cove Homeowners Association, Inc.

ARTICLE II - PURPOSES

The objects and purposes of this Corporation are to serve as the Homeowners Association for Smugglers Cove Subdivision, Santa Rosa County, Florida, and to perform all acts consistent with the responsibility delegated to it in the restrictions for such subdivision and do all such other things as may be legal in the State of Florida for corporations not for profit.

ARTICLE III - QUALIFICATION OF MEMBERS

The corporation shall have Members. The initial membership shall consist of the subscribers named below. Additional members may be added from among those persons applying for membership in the Corporation. Upon application by a prospective member, the entire membership then existing shall vote and confer or not confer membership on such person, all in a manner consistent with the By-Laws of this Corporation, as enacted by the Board of Trustees.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - SUBSCRIBERS

The names and addresses of the subscribers to these Articles are:

1. Jon W. Sponheimer 7 Smugglers Cove Drive
Gulf Breeze, Florida 32561
2. Deborah M. Sponheimer 7 Smugglers Cove Drive
Gulf Breeze, Florida 32561
3. Kevin Jon Sponheimer 1153 Bayview Drive
Gulf Breeze, Florida 32561

ARTICLE VI - OFFICERS

The officers of this Corporation shall consist of a President, Vice-President, Secretary and Treasurer. The office of Secretary and Treasurer may be combined and filled by one individual. Additional offices may be created as provided in the By-Laws of this Corporation.

ARTICLE VII - BOARD OF TRUSTEES

The affairs of this Corporation shall be managed by a Board of Directors consisting of not less than three members, and by officers elected by said Board of Directors from the membership of the Corporation. The Directors shall be elected to membership in this Corporation annually or as prescribed in the By-Laws. The names and addresses of the first Directors who shall manage the affairs of this Corporation until the first annual meeting are the same as those names above as subscribes to these articles.

Any vacancy in the Board of Directors may be filled by the majority of the remaining Directors until the next annual election.

ARTICLE VIII - BY-LAWS

SECTION 1. The Board of Directors of this Corporation shall provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

SECTION 2. Upon proper notice, the By-Laws may be amended, altered or repealed by majority vote of those

members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX - AMENDMENTS

SECTION 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

SECTION 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

ARTICLE X - LOCATION

The location of this Corporation shall be at 7 Smugglers Cove Drive, Gulf Breeze, Florida 32561.

ARTICLE XI - REGISTERED AGENT

The Registered Agent of this Corporation upon whom process may be served is Jon W. Sponheimer at the Corporation's location.

ARTICLE XII - POWERS

In order to promote the purposes of this Corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the Corporation shall require for the benefit of the members and not for pecuniary profit, and it shall have all Corporate powers enumerated in Chapter 617 of the Florida Statutes, which are specifically incorporated by reference herein.

The Corporation is further empowered to indemnify any directors or officers or former directors or officers of the corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not nor profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceedings in which they are made a party by means of being or having been such director or officer except in relation to matters as to which he shall be adjudged in such action, suit or proceedings, to be liable for negligence or misconduct in the performance of duty; but such

indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-laws, agreements, vote of Board of Directors or members, or otherwise.

ARTICLE XIII NON PROFIT STATUS

SECTION 1. The corporation shall be organized and operated exclusively for purposes authorized in these Articles of Incorporation; notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

SECTION 2. No part of the net earnings of the Corporation shall inure to the benefit of any individual member.

SECTION 3. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

ARTICLE XIV - DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or Corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or Director of this Corporation.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators have hereunto set our hands and seals, this _____ day of August, 1985, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

Jon W. Sponheimer
JON W. SPONHEIMER

Deborah M. Sponheimer
DEBORAH M. SPONHEIMER

Kevin Jon Sponheimer
KEVIN JON SPONHEIMER

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, a Notary Public duly authorized in the State of County above named to take acknowledgements, personally appeared Jon W. Sponheimer, to me well know, and to me known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State aforesaid this _____ day of _____, 1985.

Notary Public
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, a Notary Public duly authorized in the State of County above named to take acknowledgements, personally appeared DEBORAH M. SPONHEIMER, to me well know, and to me known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the County and
State aforesaid this _____ day of _____, 1985.

Notary Public _____
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, a Notary Public duly authorized in the
State of County above named to take acknowledgements,
personally appeared KEVIN JON SPONHEIMER, to me well know,
and to me known to be the person described as a subscriber
in and who executed the foregoing Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the County and
State aforesaid this _____ day of _____, 1985..

Notary Public
My Commission Expires: _____

D/CW