

ARTICLES OF INCORPORATION

OF

BELLA TERRA GULF SHORES RV RESORT CONDOMINIUM
ASSOCIATION, INC.

(a nonprofit corporation)

All terms used in these Articles of Incorporation of Bella Terra Gulf Shores RV Resort Condominium Association, Inc. (the "Articles") will have the same meaning as the identical terms used in the Declaration of Condominium of Bella Terra Gulf Shores RV Resort Condominium (the "Declaration"), unless otherwise defined herein.

ARTICLE I

Name

The name of the corporation will be Bella Terra Gulf Shores RV Resort Condominium Association, Inc. For convenience this corporation will be referred to herein as the "Association."

ARTICLE II

Purposes

1. The purpose for which the Association is organized is to manage, operate and maintain a condominium to be known as Bella Terra Gulf Shores RV Resort Condominium (the "RV Resort") in accordance with the Declaration, and for any other lawful purpose.
2. The Association will have no capital stock and will make no distribution of income or profit to its members, directors or officers.

ARTICLE III

Powers

1. The Association will have all of the common law and statutory powers of a nonprofit corporation which are not in conflict with the terms of these Articles, together with such additional specific powers as are contained in the Bylaws or Declaration, and all other powers reasonably necessary to implement the purpose of the Association.
2. All funds and the titles to all property acquired by the Association and the proceeds thereof must be held only for the benefit of the members in accordance with the provisions of the RV Resort Documents.
3. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration.
4. To maintain, manage, repair, replace and operate the RV Resort Property, including any surface water management system located on the RV Resort Property, as permitted by a water management district, including, without limitation all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain, compensation areas, wetlands and any associated buffer areas, and wetlands mitigation areas.

ARTICLE IV

Members

The qualifications of members, the manner of their admission to the Association, and voting by members will be as follows:

1. All Owners are members of this Association, and no other persons or entities are entitled to membership. Each Owner will be entitled to vote in accordance with the Bylaws.
2. Changes in membership in the Association will be established by the recording in the Office of the Probate Judge of Baldwin County, Alabama, of a deed or other instrument establishing a change of record title to a Unit and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument will thereby become a member of the Association. The membership of the prior Owner will be thereby terminated.
3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's Unit.

ARTICLE V

Directors

1. The affairs of the Association will be managed by a board of directors of consisting of three (3) members. The names and addresses of the three (3) members of the initial Board of Directors, who shall hold office until election or appointment of their successors, are as follows:

Charles K. Smith
Tripp Keber
Gary Weinstein

2. Directors of the Association must be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

ARTICLE VI

Indemnification

Every director and every officer of the Association must be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director may become involved by reason of his or her being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification herein will apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VII

Bylaws

The Bylaws will be adopted by the Board and may be altered, amended or rescinded as provided in the Bylaws.

ARTICLE VIII

Amendments

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment or a summary of the changes to be effected must be included in the notice of any meeting at which a proposed amendment is considered.
2. Until the first election of a majority of directors by members other than the Developer, proposal of an amendment and approval thereof will require the majority vote of the Board, and no meeting of the members nor any approval thereof is required, unless such meeting or approval is required by the Declaration.
3. After the first election of a majority of directors by members other than the Developer, the directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or special meeting. The proposed amendment shall be adopted upon receiving at least two-thirds (2/3) of the votes entitled to be cast by members present or represented by proxy at such meeting.
4. Once adopted, an amendment will be effective when filed with the Office of the Probate Judge of Baldwin County, Alabama.
5. Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity; as may be necessary to conform these Articles to any governmental statutes; as may be in the best interests of the Association; or as the Developer may deem appropriate, in its sole discretion, to carry out the purposes of the project and to expand or enhance the RV Resort.

ARTICLE IX

Term

The term of the Association is the life of the RV Resort. The Association will be terminated by the termination of the RV Resort in accordance with the Declaration.

ARTICLE X

Incorporator

The name and address of the incorporator to these Articles of Incorporation is as follows:

Name
Charles K. Smith

Address
6194 Gulf Shores Parkway
Gulf Shores, AL 36542

ARTICLE XII

Registered Agent

The Association hereby appoints Charles K. Smith as its Registered Agent to accept service of process within this state, with the Registered Office located at 6194 Gulf Shores Parkway, Gulf Shores, Alabama 36542.

ARTICLE XII

Principal Office

The address of the principal office and the mailing address of the Association shall be 6194 Gulf Shores Parkway, Gulf Shores, AL 36542, or at such other place as may be subsequently designated by the Board. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by section 10-3A-43, *Alabama Code*, as amended.

IN WITNESS WHEREOF the incorporator has hereto affixed to these Articles of Incorporation the incorporator's signature this 17th day of August, 2007

By:

Charles K. Smith

Its:

Attorney

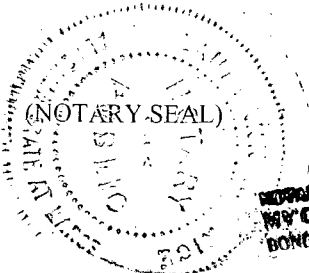
STATE OF ALABAMA)

COUNTY OF Baldwin)

SS.

The foregoing instrument was acknowledged before me this 17th day of August, 2007, by CHARLES K. SMITH, who is executing these Articles as Incorporator of Bella Terra Golf and who is personally known to me or has produced driver's license as identification.

SHORES



Laureann H. Price
(Notary Signature)

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES May 1, 2011
BONDED THRU NOTARY PUBLIC UNDERWRITERS

(Notary Name Printed)

NOTARY PUBLIC

Commission No. _____

Prepared by:
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