

**ARTICLES OF INCORPORATION
OF ISLAND VILLAS
CONDOMINIUM ASSOCIATION, INC.**

I, the undersigned natural person competent to contract, associate myself for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes (2003), and certify as follows:

ARTICLE ONE: NAME

The name of the corporation is Island Villas Condominium Association, Inc. ("the Association").

ARTICLE TWO: PURPOSE

The purposes and objectives of the corporation are such as are authorized under The Florida Condominium Act, Chapter 718, Florida Statutes (2003), and the Florida Corporation Not-for-Profit Act, Chapter 617, Florida Statutes (2003), and as they may be amended from time to time, and include providing for the operation, maintenance, preservation, administration, and management of Island Villas, a condominium, located in St. Johns County, Florida ("the Condominium"), and the property of the Association ("the Property").

ARTICLE THREE: POWERS

The powers of the Association shall be, in addition to the general powers afforded a corporation not-for-profit under the laws of the State of Florida, all the powers reasonably necessary to implement the purpose of this Association, including, but not limited to, the following:

1. To operate and manage the Property, the Condominium, and the lands on which it is situated.
2. To carry out all the powers and duties vested in the Association pursuant to the Declaration of Condominium for Island Villas Condominium ("the Declaration of Condominium"), By-Laws, and any rules and regulations of the Association, which shall include:
 - a. to make and collect assessments against members to defray the costs, expenses and losses of the Association;

- b. to use the proceeds of assessments in the exercise of its powers and duties;
- c. to maintain, repair, replace and operate the Property;
- d. to reconstruct improvements after casualty and to further improve the Property;
- e. to make and amend regulations respecting the use of the Property;
- f. to enforce by legal means the provisions of the Declaration of Condominium, these Articles, the By-Laws of the Association and the rules and regulations for the use of the Property promulgated by the Board from time to time ("the Rules and Regulations");
- g. to contract for the management and maintenance of the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted it by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association;
- h. to purchase insurance upon the Property and insurance for the protection of the Association and its members as Unit Owners;
- i. to acquire title to property or otherwise hold, convey, lease and mortgage Association property for the use and benefit of its members.

3. The Association shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon nonprofit corporations of a similar character by the provisions of Chapter 617, Florida Statutes (2003), and as may be amended from time to time to do any and all things necessary to carry out its purposes.

4. The Association shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations formed to operate condominiums under the provisions of Chapter 718, Florida Statutes (2003), and as may be amended from time to time.

5. No compensation shall be paid to Directors for their services as Directors. However, compensation may be paid to a Director in his or her capacity as an employee or for other services rendered to the Association outside of his or her duties as a Director. In such case, compensation must be approved and advanced by the Board of Directors and the vote for said compensation. The Directors shall have the right to set and pay all salaries or compensation to be paid to employees, agents, or attorneys for services rendered to the corporation.

6. All funds and the title to all property acquired by this Association and the proceeds thereof shall be held in trust for the owners of the condominium Units in accordance with the provisions of the Declaration of Condominium, these Articles and the By-Laws.

7. All of the powers of this Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws and Rules and Regulations.

ARTICLE FOUR: MEMBERS

Each Unit shall have as an appurtenance thereto a membership in the corporation, which membership shall be held by the person or entity, or in common by the persons or entities owning such Unit, except that no person or entity holding title to a Unit as security for the performance of an obligation, shall acquire the membership appurtenant to such Unit by virtue of such title ownership. In no event may any membership be severed from the Unit to which it is appurtenant.

Each membership in the corporation shall entitle the holder or holders thereof to exercise that proportion of the total voting power of the corporation corresponding to the proportionate undivided interest in the common elements appurtenant to the Unit to which such membership corresponds, as established in the Declaration.

ARTICLE FIVE: DURATION

The period of the duration of the corporation is perpetual.

ARTICLE SIX: SUBSCRIBER

The name and address of the subscriber to these Articles is:

Name

Address

James Hays

413 Ocean Grove Circle
St. Augustine, Florida 32080

ARTICLE SEVEN: OFFICERS

The affairs of the corporation are to be managed by a President, Secretary, and Treasurer who will be accountable to the Board of Directors. The offices of Vice President, Secretary or Treasurer may be combined in one individual. Officers will be elected annually in the manner set forth in the By-Laws.

The names of the officers who are to serve until the first elections of officers are as follows:

Name

Office

James Hays

President

Jeffrey Hatin

Vice President/Treasurer

Stephen Griffith

Secretary

ARTICLE EIGHT: DIRECTORS

The number of persons constituting the first Board of Directors is not less than three (3). The number of directors may be increased or decreased from time to time as provided by the By-laws, provided there shall never be less than three (3). The names and addresses of the directors who are to serve until the first annual meeting of the members or until their successors are elected and qualified are:

Name

Address

James Hays

413 Ocean Grove Circle
St. Augustine, Florida 32080

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Jeffrey Hatin

27 Sea Oaks Drive
St. Augustine, Florida 32080

Stephen Griffith

1679 Metropolitan Circle
Tallahassee, Florida 32308

The election of Directors, their terms of office, removal or the filling of vacancies on said Board shall be in accordance with the By-laws of the Association.

ARTICLE NINE: BYLAWS

By-laws regulating operation of the corporation shall be adopted by the Board of Directors and may be amended by the first Board of Directors until the first annual meeting of members. Thereafter, the By-laws shall be amended by the members in the manner set forth in the By-laws.

ARTICLE TEN: AMENDMENT

Amendments to these Articles of Incorporation may be proposed by at least two-thirds (2/3) of the Directors or by members entitled to exercise at least one-third (1/3) of the then authorized membership voting power. Amendments may be adopted by affirmative vote of those members exercising not less than two-thirds (2/3) of the total voting power of the corporation. Additional requirements concerning proposal and adoption of amendments to these Articles shall be set forth in the By-laws.

ARTICLE ELEVEN: INDEMNIFICATION

Every director and officer of the Association and every member of the Association serving the Association at its request shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, or by reason of his or her serving or having served the Association at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities are incurred; provided that, in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or

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willful misconduct in the performance of his or her duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

ARTICLE TWELVE: PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE, AND REGISTERED AGENT

The street address and mailing address of the initial Principal Office of the Association is 741 A1A Beach Boulevard, St. Augustine, Florida 32080. The street address of the initial Registered Office of the Association is 780 North Ponce de Leon Boulevard, St. Augustine, Florida 32084, and the name of its initial Registered Agent at such address is Katherine G. Jones.

James Hays

James Hays
Subscriber/Incorporator

**STATE OF FLORIDA
COUNTY OF ST. JOHNS**

28th day of *JUNE*, 2004, by James Hays, who () is personally known to me or () has produced Florida driver's license number _____ as identification.

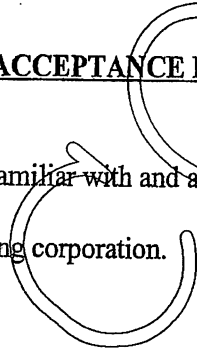


Victoria P. Gard

Notary Public

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing corporation.



Katherine G. Jones

Katherine G. Jones