

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-0870 • 1-800-342-8062 • Fax (850) 222-1222

Royal St. Augustine Parcel
Owners Association, Inc.

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☐	Certificate of Status	
☐	Certificate of Fictitious Name	
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 4, 2000

RICHARD G. HATHAWAY, P.A.

SUBJECT: ROYAL ST.AUGUSTINE PARCEL OWNERS ASSOCIATION, INC.
REF: W00000000225

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SECRETARY OF STATE

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PAGES 6, 7, 8 ARE NOT LEGIBLE.

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Neysa Culligan
Document Specialist

FAX Aud. #: H00000000299
Letter Number: 100A00000317

**ARTICLES OF INCORPORATION
OF
ROYAL ST. AUGUSTINE PARCEL OWNERS ASSOCIATION, INC.**

A Corporation Not for Profit

The undersigned Subscribers hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida, and certify:

ARTICLE I

Name

The name of this corporation is **ROYAL ST. AUGUSTINE PARCEL OWNERS ASSOCIATION, INC.** called the "Association" in these Articles.

ARTICLE II

Office and Registered Agent

The Association's principal office is located at 3117 Mohave Way, Jacksonville, Florida 32259. Patrick T. Murphy, who maintains a business office at 3117 Mohave Way, Jacksonville, Florida 32259, is hereby appointed the initial registered agent of the Association. Both the Association's registered office and registered agent may be changed from time to time as provided by law.

ARTICLE III

Purpose and Powers of the Association

The Association does not contemplate pecuniary gain or profit to its members. It is formed to promote the health, safety and general welfare of the Parcel Owners (as defined in the Declaration - which is defined below) within all or any portion of that tract of land located in St. Johns County, Florida, which is described in and made subject to the provisions of that Declaration of Master Covenants and Restrictions for Royal St. Augustine to be recorded in the Public Records of St. Johns County, Florida, as amended from time to time (the "Declaration") and any additions to such lands as hereafter may be brought within the Association's jurisdiction in the manner provided in the Declaration.

Without limitation, this Association is empowered to:

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TALLAHASSEE FLORIDA

(a) Declaration Powers. Exercise all rights, powers, and privileges, and perform all duties, of the Association from time to time set forth in the Declaration, including the right to enforce all of the provisions of the Declaration pertaining to the Association in its own name.

(b) Property. Own, hold, improve, operate, maintain, sell, lease, transfer and otherwise dispose of property of any nature whatsoever, real, personal or mixed, tangible or intangible, in connection with this Association in its own name.

(c) Assessments. To adopt budgets and levy, collect and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration.

(d) Costs. Use the proceeds collected from assessment to pay all costs, expenses and obligations lawfully incurred in connection with the Association's affairs including, without limitation, all licenses, taxes or other governmental charges levied or imposed against the Association's property.

(e) Maintenance. To maintain, manage, repair, replace and operate all the Common Areas (as defined in the Declaration), including but not limited to the Master Drainage System and all associated facilities.

(f) Reconstruction. To reconstruct improvements after casualty and construct further improvements to the Common Area.

(g) Borrowings. Borrow money and, with the approval of two-thirds (2/3) of the Members, mortgage, pledge, hypothecate, assign, grant security interests in or otherwise transfer any or all of its property as security for money borrowed, debts incurred or any of its other obligations.

(h) Reorganizations. With the approval of two-thirds (2/3) of the Members, participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.

(i) Regulations. From time to time adopt, amend, rescind and enforce reasonable rules and regulations governing the use of the Common Areas consistent with the rights and duties established by the Declaration.

(j) Contract. Contract with others for the performance of the Association's management and maintenance responsibilities under the Declaration and for the furnishing of services or materials for the benefit of the Parcel Owners consistent with the provisions of the Declaration.

(k) General. Have and exercise all rights, powers and privileges that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers and privileges reasonably to be implied from the existence of any right, power or privilege so granted, or granted by the Declaration, or these Articles or reasonably necessary, convenient or desirable to exercise of any right, power or privilege so granted.

ARTICLE IV

Membership

Membership in the Association shall be as set forth in Section 2.1 of the Declaration.

ARTICLE V

Voting Rights

Each Association Member shall have one (1) vote.

ARTICLE VI

Board of Directors

Section 1. Number and Term. This Association's affairs are managed by a Board of Directors initially composed of three (3) Directors, who need not be Association Members. The number of Directors from time to time may be changed from a minimum of three (3) to a maximum of nine (9), but at all times it must be an odd number. The term of office for all Directors is one year, and any Director may succeed himself in office.

Section 2. Election. All Directors are elected by secret written ballot at the annual meeting. Each member is entitled to one (1) vote for each vacancy. Cumulative voting is not permitted.

Section 3. Initial Directors. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, are removed, are incapacitated or are otherwise unable to serve, are:

<u>Name</u>	<u>Address</u>
Wallace R. Devlin	8535 Baymeadows Road, Suite 3-153 Jacksonville, FL 32256
Mitchell R. Montgomery	9440 Philips Highway - Suite 9 Jacksonville, FL 32256
Patrick T. Murphy	3117 Mohave Way Jacksonville, FL 32259

ARTICLE VII

Officers

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Names and Addresses

Office

Patrick T. Murphy
3117 Mohave Way
Jacksonville, FL 32259

President

Wallace R. Devlin
8535 Baymeadows Road, Suite 3-153
Jacksonville, FL 32256

Vice President / Treasurer

Mitchell R. Montgomery
9440 Philips Highway - Suite 9
Jacksonville, FL 32256

Vice President / Secretary

ARTICLE VIII

Duration

This Association exists perpetually.

ARTICLE IX

By-Laws

The Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be amended or rescinded by a majority vote of Members present at any regular or special meeting duly called and convened, provided that, for so long as Developer (as defined in the Declaration) owns any Parcel all amendments must be approved by Developer in writing.

ARTICLE X

Amendments

Amendments to these Articles and/or the Association's Bylaws may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, except that each such amendment must have the approval of two-thirds (2/3) of the Members (and also the written approval of Developer for so long as Developer owns any Parcel).

ARTICLE XI

Voting Requirements

Section 1. Percentage Requirements. The majority vote of those Members present and voting at a duly called and convened meeting shall constitute the act of the Membership.

Section 2. Two-Thirds Approval. Any of the following constitute Extraordinary Actions that must be approved by two-thirds (2/3) of the Members (and also by Developer for so long it owns any Parcel): (i) any mortgaging of this Association's property; (ii) any merger or consolidation of this Association; (iii) any dissolution of this Association; (iv) amendment of these Articles of Incorporation and/or the Association's Bylaws; (v) any special assessment as provided in Article 5.3 of the Declaration; and (vi) the purchase of additional lands to be owned by the Association for the benefit of the members.

Section 3. Notice, Proxies, and Quorum Requirements. Written notice of all meetings of the Membership must be given to all members not less than 15 days nor more than 45 days in advance of such meeting. The presence of Members or proxies entitled to cast at least one-third (1/3) of the total Membership shall constitute a quorum. If the required quorum is not forthcoming, the Members present shall have the power to adjourn the meeting, from time to time without notice other than announcement at the meeting, until the required quorum shall be present or represented. Proxies must be registered with the Secretary of the Association prior to Member meetings.

Section 4. Written Action. Any action that may be taken at any Membership meeting, including any Extraordinary Action enumerated in this Article, may be taken without a meeting, without prior notice, and without a vote if: (i) written consent, setting forth the action so taken, is signed by those Members entitled to exercise not less than the minimum number of votes necessary to authorize or take such action at a meeting; and (ii) within 10 days after obtaining such written consent, notice thereof is given to those Members who have not so consented in writing.

Section 5. Certification. An instrument signed by any executive officer of this Association, and attested by the Association's Secretary under the Association's seal, is conclusive that any required approval has been obtained in the manner provided in these Articles as to all persons without actual knowledge to the contrary.

ARTICLE XII

Interpretation

Reference is made to the terms and provisions of the Declaration where necessary to interpret, construe and clarify the provisions of these Articles. All terms defined in the Declaration have the same meaning where used in these Articles, and the rules of interpretation set forth in the Declaration apply to the interpretations, construction, application and enforcement of these Articles. By subscribing and filing these Articles, the incorporators intend that the provisions hereof be consistent with the provisions of the Declaration and be interpreted, construed, applied and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE XIV

Subscribers

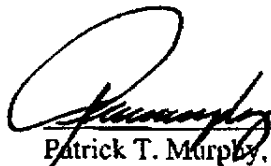
The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Patrick T. Murphy
3117 Mohave Way
Jacksonville, FL 32259

Michael A. Murphy
3117 Mohave Way
Jacksonville, FL 32259

Richard G. Hathaway
10151 Deerwood Park Blvd.
Bldg. 100, Suite 250
Jacksonville, FL 32256

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 29th day of December, 1999.


Patrick T. Murphy, Subscriber


Michael A. Murphy, Subscriber

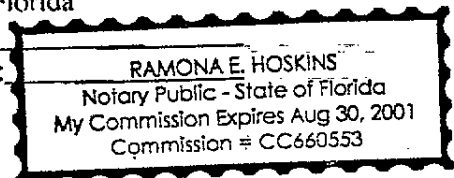

Richard G. Hathaway, Subscriber

STATE OF FLORIDA
COUNTY OF ST. Johns

The foregoing instrument was acknowledged before me this 29th day of December, 1999
by Patrick T. Murphy, Subscriber to the Articles of Incorporation of Royal St. Augustine Parcel
Owners Association, Inc.. He is ☒ personally known to me or has produced _____
_____ as identification.

Ramona E. Hoskins

Notary Name: _____
Notary Public, State of Florida
Commission No: _____
My commission expires: _____
(Notary Seal)

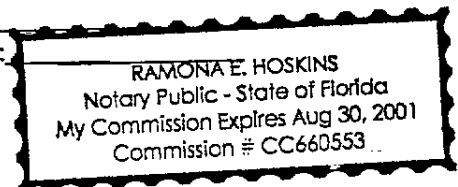


STATE OF FLORIDA
COUNTY OF ST. Johns

The foregoing instrument was acknowledged before me this 29th day of December, 1999
by Michael A. Murphy, Subscriber to the Articles of Incorporation of Royal St. Augustine Parcel
Owners Association, Inc.. He is ☒ personally known to me or has produced _____
_____ as identification.

Ramona E. Hoskins

Notary Name: _____
Notary Public, State of Florida
Commission No: _____
My commission expires: _____
(Notary Seal)



STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 30th day of December, 1999
by Richard G. Hathaway, Subscriber to the Articles of Incorporation of Royal St. Augustine Parcel
Owners Association, Inc.. He is _____ personally known to me or has produced _____
_____ as identification.

Pamella Deane Woods

Notary Name: _____
Notary Public, State of Florida
Commission No: _____
My commission expires: _____
(Notary Seal)



Pamella Deane Woods
Commission # 00 828332
Expires June 6, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Royal St. Augustine Parcel Owners Association, Inc, desiring to organize under the laws of the State of Florida as a corporation not for profit with its principal place of business in St. Johns County, Florida, has named Patrick T. Murphy, whose business office is 3117 Mohave Way, Jacksonville, Florida 32259, as its registered agent to accept service of process within this state, all in accordance with Section 607.034, Florida Statutes.

DATED this 29th day of December, 1999.

By: Patrick T. Murphy
Patrick T. Murphy, Subscriber
Initial Director and President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE

Having been named to accept service to process for the foregoing corporation, at the place designated in this certificate, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 27th day of December, 1999.

Patrick T. Murphy, registered agent