

# NO1000005118

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

## FLORIDA NON-PROFIT CORPORATION

Anastasia Dunes Association, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 0x5     |
| Estimated Charge      | \$70.00 |

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Exhibit "B" to Declaration

**ARTICLES OF INCORPORATION  
OF  
ANASTASIA DUNES ASSOCIATION, INC.  
A Florida Not-For-Profit corporation**

The undersigned, for the purpose of forming a corporation not-for-profit under the laws of Florida, adopts the following Articles of Incorporation:

**ARTICLE I  
Name**

The name of this corporation shall be **ANASTASIA DUNES ASSOCIATION, INC., a Florida not-for-profit corporation**, hereinafter referred to as the "Association."

**ARTICLE II  
Principal Office and Mailing Address**

The principal place of business and mailing address of this corporation shall be c/o James N. McGarvey, Jr., JNM Makarios Development Venture, Ltd., 2453 South Third Street, Jacksonville Beach, Florida 32250.

**ARTICLE III  
Initial Registered Agent and Address**

The initial Registered Agent of the Association is James N. McGarvey, Jr.. The street address of the Registered Agent is 2453 South Third Street, Jacksonville Beach, Florida 32250.

**ARTICLE IV  
Incorporator**

The incorporator of the corporation is JNM Makarios Development Venture, Ltd., a Florida limited partnership whose address is 2453 South Third Street, Jacksonville Beach, Florida 32250.

**ARTICLE V  
Duration**

This corporation shall exist perpetually.

**ARTICLE VI  
Purposes**

The Association does not contemplate pecuniary gain or profit to its members. The Association's specific purposes are to provide for the maintenance and preservation of the property to be known as Anastasia Dunes (the "Property") in accordance with the Declaration of Charter, Easements, Covenants and Restrictions for Anastasia Dunes, recorded or to be recorded in the public

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records of St. Johns County, Florida (the "Declaration") for the mutual advantage and benefit of the members of the Association, who shall be owners of Lots within the Property. To promote the health, safety and welfare of the owners of Lots, the Association shall have the exercise the following authority, powers and duties:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, which is hereby incorporated by reference, as it may be amended from time to time, and all the powers and privileges of a not-for-profit corporation organized under Chapter 617, Florida Statutes.
- (b) To acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- (c) To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with St. Johns River Water Management District requirements and applicable rules; to assist in the enforcement of the restrictions and covenants contained therein; and to levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management systems, including but not limited to work within retention areas, drainage structures and drainage easements.
- (d) To borrow money and to mortgage, pledge or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.
- (e) To participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.

ARTICLE VII  
Membership

Every person or entity who is a record owner of a Lot within the Property shall be a member of the Association. Membership shall be appurtenant to any may not be separated from ownership of any Lot

ARTICLE VIII  
Voting Rights

Voting rights are assigned in accordance with the provisions of the Declaration. However, until the occurrence of certain events as described of the Declaration, the developer of the Property shall have the right to elect a majority of the members of the Board.

ARTICLE IX  
Board of Directors

The affairs of the Association shall be managed by a Board of Directors, who do not need to be members of the Association. The Board of Directors shall be selected as provided in the Declaration and Bylaws.

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**ARTICLE X**  
**Term of Existence**

This corporation shall commence existence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida.

**ARTICLE XI**  
**Dissolution**

The Association may be dissolved as provided in the Declaration and the Master Declaration of Agreements, Covenants, Restrictions and Easements for Makarios on the Island. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the stormwater management system must be transferred to an entity which would comply with section 40C-42.027, F.A.C.

**ARTICLE XII**  
**Officers**

Subject to the direction of the Board, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board in accordance with the Bylaws.

**ARTICLE XIII**  
**Bylaws**

The Bylaws of this Association shall be adopted by the first Board and recorded among the public records of St. Johns County, Florida. The Bylaws may be altered, amended, modified or repealed by (a) a majority of the Directors, or (b) assent in writing of members representing a majority of the voting interests. Any such modification shall be effective upon recording in the public records of St. Johns County.

**ARTICLE XIV**  
**Amendments**

This Association reserves the right to amend or repeal any of the provisions contained in these Articles by approval in writing of two-thirds (2/3) of the membership.

**ARTICLE V**  
**Supremacy**

These Articles and the Bylaws are subject to the Declaration and in the event of a conflict, the Declaration shall govern. In the event of a conflict between the Articles and Bylaws, the Articles shall govern.

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ARTICLE VI  
Indemnification

This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents, to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee or agent may be entitled as a member or law or which he may be lawfully granted.

IN WITNESS WHEREOF, the incorporator has caused these Articles of Incorporation to be executed this 17 day of July, 2001.

WITNESSES:

JNM Makarios Development Venture, Ltd., a  
Florida limited partnership

Patricia H. Kelley  
Name: Patricia H. Kelley

BY: JNM Makarios, Inc., its general partner

Jeannette Luther  
Name: Jeannette Luther

James N. McGarvey, Jr.  
James N. McGarvey, Jr., its president

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17 day of July, 2001, by James M. McGarvey, Jr., president of JNM Makarios, Inc., a Florida corporation, on behalf of the corporation as general partner of JNM MAKARIOS DEVELOPMENT VENTURE, LTD., a Florida limited partnership. He is personally known to me or has produced a Florida driver's license as identification and did take an oath.

Patricia H. Kelley  
Notary Public for the State of Florida  
Commission No. CC 722880  
Commission Expires: 5-21-02  
(SEAL)



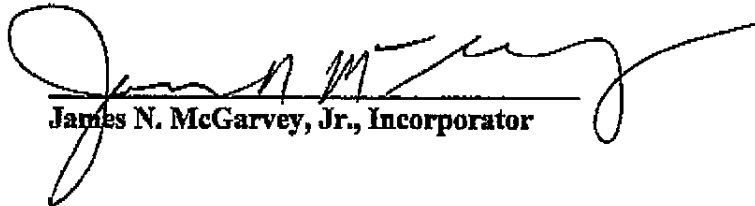
Patricia H. Kelley  
MY COMMISSION # CC722880 EXPIRES  
May 21, 2002  
BONDED THRU TROY FAIN INSURANCE INC

**H01000076476 0 CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

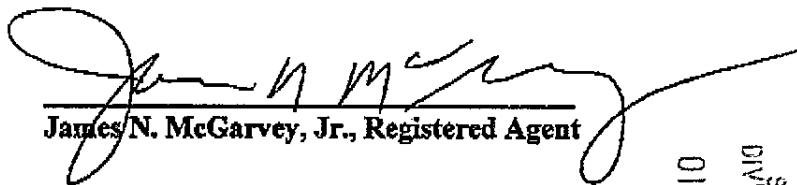
ANASTASIA DUNES ASSOCIATIONS, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates as its registered agent James N. McGarvey, Jr. to accept service of process within the State of Florida and the address of its registered office shall be 2453 South Third Street, Jacksonville Beach, Florida 32250

DATED this 17 day of July, 2001

  
James N. McGarvey, Jr., Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 17 day of July, 2001

  
James N. McGarvey, Jr., Registered Agent

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