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FLORIDA NON-PROFIT CORPORATION

julington plaza owners association, inc.

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ARTICLES OF INCORPORATION
OF
JULINGTON PLAZA OWNERS ASSOCIATION, INC.
(a Nonprofit Corporation)

STATE
FLORIDA

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

ARTICLE I
NAME AND ADDRESS

Section 1.1 Name. The name of this Association is Julington Plaza Owners Association, Inc. (hereinafter called the "Association").

Section 1.2 Address of Principal Office. The address of the principal office of the Association is 9428 Baymeadows Road, Suite 112, Jacksonville, Florida 32256.

ARTICLE II
DEFINITION OF CAPITALIZED TERMS

Section 2.1 Terms. The capitalized terms herein shall have the same meaning as in the Declaration of Covenants, Conditions, Restrictions and Easements for Julington Creek Plantation Commercial Parcels 86 and 42, Julington Plaza, which is recorded in the public records of St. Johns County, Florida (as amended or modified, collectively, the "Declaration"). If there is any conflict between these instruments, then the definitions in the Declaration shall control.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT AND INITIAL OFFICERS

Section 3.1 Name and Address. The street address of the initial registered office of this Association is 200 Laura Street North, Jacksonville, Florida 32202 and the name of the initial registered agent of this Association at that address is F&L Corp. The names and addresses of the initial officers of the corporation who are to serve until the first election of officers of the corporation are as follows:

President: Thomas F. Beeckler
9428 Baymeadows Road, Suite 112
Jacksonville, Florida 32256

Vice President
and Secretary: Forrest Gibson
1301 Riverplace Boulevard, Suite 2330
Jacksonville, Florida 32207

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**ARTICLE IV
PURPOSES AND POWERS OF THE ASSOCIATION**

Section 4.1 **General Purposes.** The Association is not organized for pecuniary gain or profit and it shall have no capital stock. The Association is formed to promote the general welfare of the owners of Parcels, the preservation and enhancement of the Property, maintenance of the Property and improvements thereon, and to carry out the duties and responsibilities assigned to the Association pursuant to the Declaration.

Section 4.2 **Powers.** The Association shall have the following powers:

- (a) The power to perform all of the duties and obligations, and exercise all rights and privileges, of the Association as set forth in the Declaration, including without limitation the power to fix, levy and collect Assessments;
- (b) The power to acquire, own, hold, improve, 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) The power to borrow money and mortgage, pledge or otherwise encumber any or all of its real or personal property as security for debts incurred;
- (d) The power to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes; and
- (e) The power to exercise any and all rights and privileges which a corporation organized under Chapter 617, Florida Statutes may now or hereafter exercise.

**ARTICLE V
MEMBERSHIP**

Section 5.1 **Membership.** Every person or entity who is a record owner of a fee interest in any Parcel shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Parcel which is subject to assessment by the Association.

**ARTICLE VI
CLASSES OF MEMBERSHIP, VOTING RIGHTS**

Section 6.1 **Classes of Membership; Voting Rights.** The Association shall have two (2) classes of voting membership, as provided for in the Declaration, which two types of membership and the voting rights of each shall be as follows:

- (a) Class "A" members shall be all those owners of Parcels, as such term is defined by the Declaration with the exception of Creek Corner Partners, LLC

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until the Class "B" membership terminates. Each Class "A" member shall be entitled to one vote for each Parcel owned by such member. When more than one person holds an interest in any Parcel, the vote for such Parcel shall be exercised as provided in Section 607.0721(8), Florida Statutes, and in no event shall more than one vote be cast with respect to any Parcel.

(b) The Class "B" member shall be Creek Corner Partners, LLC, and it shall be entitled to the number of votes equal to the number of votes to which all Class "A" members are entitled, plus one. The Class "B" membership shall cease on the first to occur of the following events: (i) Creek Corner Partners, LLC shall have conveyed all Parcels to one or more third party purchasers (provided, however, that a transfer of any of the property subject to the Declaration together with a full or partial assignment of Creek Corner Partners, LLC's developer rights shall not be treated as a transfer under this subsection (i)), (ii) Creek Corner Partners, LLC terminates the Class "B" membership or (iii) on December 31, 2027.

(c) Until the Class "B" membership terminates, Class "A" members shall have no voting rights except as to matters specifically set forth in the Declaration and except for altering the Articles of Incorporation and Bylaws of the Association which rights are provided for herein.

**ARTICLE VII
DIRECTORS**

Section 7.1 Number. The affairs of this Association shall be managed by a Board of Directors that shall initially consist of three (3) persons who shall serve until the first election of directors by the Members of the corporation, but thereafter the Board of Directors shall consist of three (3) persons.

Section 7.2 Initial Directors. The name and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Ladson Montgomery	1301 Riverplace Boulevard, Suite 2330 Jacksonville, Florida 32207
Thomas F. Beeckler	9428 Baymeadows Road, Suite 112 Jacksonville, Florida 32256
Forrest Gibson	1301 Riverplace Boulevard, Suite 2330 Jacksonville, Florida 32207

Section 7.3 Election. Directors shall be elected by the Class B Member. In the event there shall be no Class B Member, directors shall be elected by a plurality of the votes cast by the Class A Members at a duly held meeting of the Corporation.

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**ARTICLE VIII
DURATION**

Section 8.1 Duration. This Association shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

**ARTICLE IX
AMENDMENT**

Section 9.1 Amendment. These Articles may be amended at any time by the Class B Member. If there shall be no Class B Member, amendment to these Articles shall require the affirmative vote of a majority in interest of the Class A Members at a duly held meeting of the Corporation.

**ARTICLE X
INCORPORATOR**

Section 10.1 Name and Address. The name and street address of the incorporator of this corporation is David C. Cook, 200 Laura Street North, Jacksonville, Florida 32202.

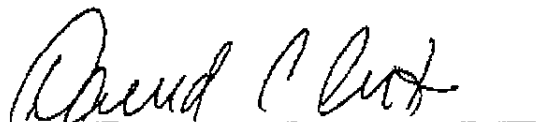
**ARTICLE XI
BYLAWS**

Section 11.1 Bylaws. The initial bylaws of this Association shall be adopted by the Board of Directors. Bylaws may be amended or repealed from time to time by Members of the corporation and only the Members shall have the power to alter or rescind the Bylaws of the Corporation.

**ARTICLE XII
INDEMNIFICATION**

Section 12.1 Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 15th day of October, 2002.



David C. Cook, Incorporator

OCT. 30. 2002 3:39PM

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ACCEPTANCE BY REGISTERED AGENT

STATE
TALLAHASSEE FLORIDA

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

F&L CORP.

By: Charles V. Hedrick
Charles V. Hedrick
Authorized Signatory

Date: October 15, 2002