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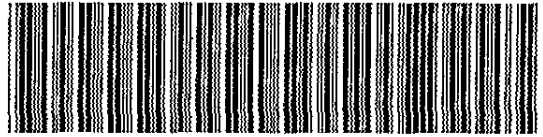
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FILED  
03 MAR 17 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten signature or initials*

*Victoria Lakes, LLC*

One San Jose Place, Suite 7 Jacksonville, Florida 32257  
904.268.9990 phone 904.268.6966 fax hs9990@attglobal.net

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March 6, 2003

Yvonne Pooler  
Florida Department of State  
Division of Corporation  
P.O. Box 637  
Tallahassee, FL 32314

RE: Incorporation The Owners Association of Victoria Lakes, Inc.

Dear Ms. Pooler:

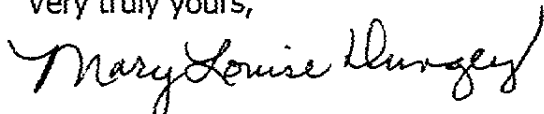
Enclosed please find Articles of Incorporation and Registered Agents Certificate together with our check for \$78.75.

Please file and return to me a certified copy and a Certificate of Good Standing.

Ms. Pooler, we have an urgent need for this corporation and would appreciate your efforts to handle this as speedily as possible.

If you have any questions or need anything from me, please give me a call at (904) 268-9990.

Very truly yours,



Mary Louise Dungey

Enclosures

**ARTICLES OF INCORPORATION  
OF  
THE OWNERS ASSOCIATION OF VICTORIA LAKES, INC.**

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03 MAR 17 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of Florida and all of whom are of age, have this day voluntarily associated themselves together for the purposes of forming a corporation not-for-profit and do hereby certify:

ARTICLE I.  
NAME OF THE CORPORATION

The name of the corporation is "The Owners Association of Victoria Lakes, Inc.", hereinafter called the "Association".

ARTICLE II.  
PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at One San Jose Place, Suite 7, Jacksonville, Florida 32257.

ARTICLE III.  
REGISTERED AGENT

The registered agent of the Association is Mary Louise Dungey, whose address is One San Jose Place, Suite 7, Jacksonville, Florida 32257.

ARTICLE IV.  
PURPOSES OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof. The general nature, objects and purposes of the Association are to provide for maintenance, preservation, and architectural control for the Properties within the residential areas subject to the Declaration of Covenants, Conditions, Easements, and Restrictions for Victoria Lakes (the "Declaration") recorded or to be recorded in the current public records of Duval County, Florida, and any additions to Victoria Lakes as may be brought within the jurisdiction of the Association by recording an amendment or joinder to the Declaration in the current public records of Duval County, Florida. The terms "Declarant", "Property", or "Properties", "Owner", "Lot", and any other defined terms used herein, and elsewhere in these Articles, are used with the definitions given them in the Declaration.

ARTICLE V.  
POWERS OF THE ASSOCIATION

The Association shall have, without limitation, the following powers:

(a) to control the specifications, architecture, design, appearance, elevation and location of, all buildings and improvements of any type, including walls, fences, antennae or other structures constructed, placed or permitted to remain on the Property, as well as the alteration and/or changes thereto;

(b) to repair, restore and maintain the Stormwater Management System and to repair, restore and maintain any drainage structures located on the property in accordance with the rules of the U.S. Army Corps of Engineers and the State of Florida Department of Environmental Protection, the St. Johns River Water Management District Permit # \_\_\_\_\_ for Victoria Lakes, or any other governmental entities having jurisdiction and to perform all of the functions contemplated for the Association and undertaken by the Board of Directors of the Association (the "Board") in the Declaration hereinabove described;

(c) 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 as the same may be amended from time to time as therein provided;

(d) to fix, levy, collect and enforce payment by any lawful means, all charges, capital contributions, and assessments pursuant to the terms of the Declaration; and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges, levied or imposed against the property of the Association, if any;

(e) 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;

(f) to borrow money, and with the assent of two-thirds of each class of members of the

Association as set forth in the Bylaws, to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property, if any, as security for money borrowed or debts incurred;

(g) to participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property, if any; provided, that any such merger or consolidation shall have the assent of two-thirds of each class of members of the Association; notwithstanding the foregoing, Declarant shall have the right to annex additional residential property as provided in the Declaration; and

(h) the reasonable right to enter upon any Lot to make emergency repairs to maintain or repair the storm water management system, or to do the work reasonably necessary for proper maintenance of the Properties;

(i) to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise;

(j) to be responsible for the maintenance, operation and repair of the stormwater management system. Maintenance of the stormwater management system(s) shall mean the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other stormwater management capabilities as permitted by the St. Johns River Water Management District. The Association shall be responsible for such maintenance and operation. Any repair or reconstruction of the stormwater management system shall be as permitted, or if modified as approved by the St. Johns River Water Management District.

Notwithstanding anything set forth herein to the contrary, the provisions of this paragraph shall not be construed to prevent the Association from delegating any power set forth in the Declaration to the Architectural Review Committee as provided in the Declaration.

#### ARTICLE VI MEMBERSHIP

Every person or entity who is an owner of a fee or an undivided fee interest in any Lot which is subject, pursuant to the Declaration, to assessments by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

#### ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) Directors. Directors shall be elected and shall serve according to the provisions of the Bylaws. The number of Directors may be changed in accordance with the provisions of the Bylaws of the Association, but shall never be less than three (3). The names and addresses of the initial Directors are:

<u>Name</u>	<u>Address</u>
V. Hawley Smith, Jr.	2767 Forest Circle Jacksonville, FL 32257
Mary Louise Dungey	12844 Bay Plantation Drive Jacksonville, FL 32223
Donna Passmore	2707 Bishop Estates Road Jacksonville, FL 32259

#### ARTICLE VIII INITIAL OFFICERS

The affairs of the Association shall be managed by a president, vice president, secretary, treasurer, and such other officers as permitted in the Bylaws. The names and addresses of those persons who shall act as officers of the corporation until their successors are duly elected and qualified, or until the earlier of their death, resignation, or removal are:

President	V. Hawley Smith, Jr. 2767 Forest Circle Jacksonville, FL 32257
Vice President	Mary Louise Dungey 12844 Bay Plantation Drive Jacksonville, FL 32223

Secretary/Treasurer

Donna Passmore  
2707 Bishop Estates Road  
Jacksonville, FL 32259

**ARTICLE IX**  
**INCORPORATION**

The names and addresses of the initial incorporators of the Association are as follows:

V. Hawley Smith, Jr.	2767 Forest Circle Jacksonville, FL 32257
Mary Louise Dungey	12844 Bay Plantation Drive Jacksonville, FL 32223
Donna Passmore	2707 Bishop Estates Road Jacksonville, FL 32259

**ARTICLE X**  
**DISSOLUTION**

(a) The Association may be dissolved upon a resolution to that effect being recommended by two-thirds of the members of the Board of Directors, and approval by two-thirds of each class of members of the Association, and if necessary at the time of the dissolution, after receipt of an appropriate decree as set forth in Florida Statutes 617.05 or statute of similar import.

(b) Upon dissolution of the Association, the Board of Directors shall cause responsibility for the maintenance of the stormwater management system contained within the Properties to be assigned to a responsible entity approved by the St. Johns River Water Management District and complying with the rules of the St. Johns River Water Management District, the Florida Department of Environmental Protection, Duval County, and such other applicable governmental authorities having jurisdiction.

(c) Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payments of all costs and expenses of such dissolution shall be distributed in the following manner:

(1) Any real property contributed to the Association without the receipt of other than nominal consideration by the Declarant (or its successor in interest) shall be returned to the Declarant (whether or not the Declarant exists as a member of the Association at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part);

(2) Remaining assets shall be distributed among the members as tenants in common, with each member's share of the assets to be determined in accordance with its voting rights.

**ARTICLE XI**  
**DURATION**

This Association shall exist perpetually.

**ARTICLE XII**  
**INDEMNIFICATION**

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases which the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

**ARTICLE XIII**  
**AMENDMENTS**

Amendment of these Articles may be proposed by the Board of Directors or by not less than thirty percent (30%) of the entire membership and adoption of any such amendment shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XIV  
BYLAWS

The Bylaws of this Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 16<sup>th</sup> day of February 2003.

Eddie Maguire  
D. J. [Signature]  
Witnesses

V. Hawley Smith, Jr.  
V. Hawley Smith, Jr.

Eddie Maguire  
D. J. [Signature]  
Witnesses

Mary Louise Dungey  
Mary Louise Dungey

Eddie Maguire  
D. J. [Signature]  
Witnesses

Donna Passmore  
Donna Passmore

State of Florida  
County of Duval

The foregoing instrument was acknowledged before me this 11 day of MARCH 2003, by Donna Passmore, personally known to me to be the person who executed the foregoing Articles of Incorporation and that she executed the same.

Everett H. Bondurant, Jr.  
Notary Public  
State of Florida

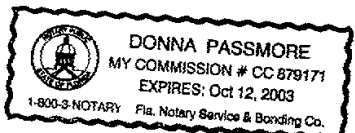
Everett H. Bondurant, Jr.  
EVERETT H. BONDURANT, JR.  
Notary Public, State of Florida  
My comm. exp. Mar. 18, 2004  
Comm. No. CC919731

My Commission Expires:  
CC 919 731

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of MARCH 2003, by V. Hawley Smith, Jr., personally known to me to be the person who executed the foregoing Articles of Incorporation and he they executed the same.

Donna Passmore  
Notary Public  
State of Florida

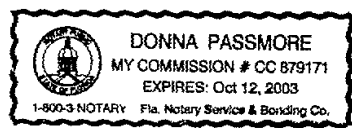
My Commission Expires:



The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of MARCH 2003, by Mary Louise Dungey, personally known to me to be the person who executed the foregoing Articles of Incorporation and that she executed the same.

Donna Passmore  
Notary Public  
State of Florida

My Commission Expires:



Yvonne Pooler  
Florida Department of State  
Division of Corporation  
P.O. Box 637  
Tallahassee FL 32314

FILED  
03 MAR 17 PM 3:4  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

In compliance with Section 48:091, Florida Statutes, the following is submitted:

First, that The Owners Association of Victoria Lakes, Inc., desiring under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Mary Louise Dungey, located at One San Jose Place, Suite 7, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

Mary Louise Dungey  
Incorporator

2-12-03  
Date

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, Mary Louise Dungey, further agrees to act in this capacity, and Mary Louise Dungey further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Mary Louise Dungey  
Mary Louise Dungey

2-12-03  
Date