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Account Name : PATTERSON, BOND & LATSHAW, P.A.
Account Number : I20000000140
Phone : (904)247-1770
Fax Number : (904)394-5396

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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

FERNANDINA CAY CONDOMINIUM ASSOCIATION, INC.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
FERNANDINA CAY CONDOMINIUM ASSOCIATION, INC.**

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The undersigned subscribers associate themselves through these Articles in order to form a non profit corporation under the laws of the State of Florida, and do hereby adopt the following Articles of incorporation:

1. The name of the corporation is Fernandina Cay Condominium Association, Inc., hereinafter referred to as the "Association."

2. This Association's existence shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

3. The initial principal office and mailing address of the Association is 1810 Parkview Court, Kennesaw, Georgia 30152.

4. The purpose of the corporation is to provide an entity, in accordance with the Florida Condominium Act, Chapter 718, to operate the condominium located in Nassau County, Florida, and known as Fernandina Cay, a Condominium.

5. All terms used in these Articles of Incorporation have the same meaning as designated in the Declaration of Condominium of Fernandina Cay, a Condominium ("Declaration of Condominium"), unless these Articles specifically provide otherwise, or unless the context dictates a contrary meaning.

6. The Association shall have all common-law and statutory powers permitted a corporation not for profit under Florida law which do not conflict with these Articles, the Declaration of Condominium, the Bylaws of Fernandina Cay Condominium Association, Inc. ("Bylaws"), or the Condominium Act. Except as limited by these Articles, the Declaration of Condominium, and the Bylaws of the Association, the Association shall have all powers and duties set forth in the Condominium Act. The Association shall also have those powers reasonably necessary to carry out its responsibilities for the operation of the condominium in accordance with the Declaration of Condominium and the Association Bylaws, which powers shall include, but not be limited to, the following:

a. To make and collect assessments against members as unit owners for the purpose of exercising its powers and carrying out its responsibilities for the operation of the condominium, including, but not limited to, the costs of maintenance and operation of the surface water or stormwater management system. The assessments shall be used for the maintenance and repair of the surface water or stormwater management systems, including, but not limited to, work within retention areas, drainage structures and drainage easements.

b. To buy, sell, trade, lease, or encumber property, real or personal, and to construct additional improvements of the condominium property.

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c. To maintain, repair, replace, reconstruct after casualty, operate, and manage the condominium property or any property owned or leased by the Association for use by member unit owners.

d. To acquire and pay for insurance on the condominium property and for the protection of the Association and member unit owners.

e. In the manner provided in the Association Bylaws, to make and amend reasonable rules and regulations for the use and appearance of all property in the condominium for the benefit, health, safety, welfare, and happiness of member unit owners.

f. To approve or disapprove the leasing, transfer, mortgaging, ownership or possession of units in the manner provided for in the Declaration of Condominium or the Association Bylaws.

g. To enforce through legal means the Condominium Act, the Declaration of Condominium, the Bylaws of the Association, these Articles and any rule or regulation as contemplated by section 6(e) of these Articles.

h. To contract for the management of the condominium and delegate to a management entity which may be affiliated with the Developer, those powers and duties of which are not specifically required by the Condominium Act to be retained by the Board of Directors, and also to contract for the management or operation of those portions of the common elements which are susceptible to such management or operation, or to enter leases for such common elements for the same purpose.

i. To hire employees to perform the services needed for the proper operation of the condominium.

j. Operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the applicable St. Johns River Water Management District permit requirements and applicable District rules, and assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

The Association shall, in exercising these and all other powers, be subject to and act in accordance with the Condominium Act, the Declaration of Condominium, the Association Bylaws, and these Articles. The Association shall distribute no part of its income to its members, Directors, or officers, and if the Association is dissolved, all its assets shall be transferred only to another nonprofit corporation or a public agency. All funds and all titles of any properties acquired by the Association and any proceeds therefrom shall be held in trust for the unit owners in accordance with the Declaration of Condominium, the Association, Bylaws, and these Articles.

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7. All persons who own a vested present interest in fee to any unit in the condominium, which is evidenced by a proper instrument properly recorded in the public records of Nassau County, Florida shall be members of the Association, and upon termination of the Association members at the time of the termination and their successors and assigns shall be members. Members' shares in the funds and assets of the Association may not be assigned, hypothecated, or transferred in any member except as an appurtenance to the unit for which the share is held. In all matters on which the membership is entitled to vote, each member of the Association shall have a vote proportionate to his share in the common elements, as provided for in the Declaration of Condominium and the Association Bylaws. The manner in which a vote is to be cast or exercised shall be determined by the Declaration of Condominium and the Association Bylaws.

8. The business and affairs of the Association shall be managed by a Board consisting of the number of directors determined by the Association Bylaws, but in any event not less than three (3) directors. Directors need not be members of the Association nor reside in the condominium. The Board of Directors, its agents, contractors, or employees, shall exclusively exercise all of the powers of the Association existing under the Condominium Act, the Declaration of Condominium, the Association Bylaws, and these Articles, subject only to the approval of the unit owners when such approval is specifically required. The Directors shall be elected at the annual meeting of the Association members in the manner provided for by the Association Bylaws. Directors may be removed, and vacancies on the Board may be filled as provided for in the Association Bylaws. The members of the first Board of Directors and their replacements shall be appointed by the Developer. The members of the first Board of Directors shall serve terms as provided for in the Association Bylaws, and they or their replacements appointed by the Developer shall serve until such time as unit owners other than the Developer are permitted to elect Directors as provided by the Condominium Act, or at an earlier date at the discretion of the Developer as provided for in the Association Bylaws. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John G. Owens	1122 Azalea Circle Marietta, Georgia 30062
Bernard D. Edwards, Sr.	1810 Parkview Court Kennesaw, Georgia 30152
Bernard D. Edwards, Jr.	760 Harbor Bend, Suite 102 Memphis, Tennessee 38103

9. The affairs of the Association shall be administered by the officers provided for in the Bylaws. At the first meeting of the Board of Directors following the Association annual meeting, the Board shall elect the officers who will thereafter serve at the pleasure of the Board. The names and addresses of the officers who shall serve until such time as the Board of Directors appoints successors are as follows.

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<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Bernard D. Edwards, Sr.	1810 Parkview Court Kennesaw, Georgia 30152
Vice President	Bernard D. Edwards, Jr.	760 Harbor Bend, Suite 102 Memphis, Tennessee 38103
Secretary	Bernard D. Edwards, Sr.	1810 Parkview Court Kennesaw, Georgia 30152
Treasurer	John G. Owens	1122 Azalea Circle Marietta, Georgia 30062

10. The Association shall indemnify Directors, officers, members, employees, or agents of the Association against all expense and liabilities including attorney's fees, costs, judgments, fines, and settlements reasonably incurred or imposed as a result of any proceeding to which any director, officer, member, employee, or agent of the Association may have been a party or may have been otherwise involved by reason of his serving or previously having served the Association at its request. However, unless the Board of Directors approves indemnification as being in the best interest of the Association and places in the minutes of the meeting at which such decision is made reasons therefor, no indemnification shall be permitted where a court of competent jurisdiction decides that the party seeking indemnification was guilty of willful misfeasance or malfeasance in the performance of his duties. The rights of indemnification shall not be exclusive of any rights to which a person seeking indemnification might be entitled.

11. The first Bylaws of the Association shall be adopted by the Board of Directors. The Bylaws may be amended, altered, or rescinded in any manner provided for in the Bylaws.

12. The Articles may be amended as provided for in this article. Notice of the subject of a proposed amendment must be included in the notice of the meeting at which the amendment is to be considered. A resolution for the adoption of the amendment may be proposed by either the Board of Directors or any member of the Association. A member of the Board of Directors or a committee may submit in writing his or her agreement or disagreement with any action taken at a meeting that the member did not attend. This agreement or disagreement may not be used as a vote for or against the action taken and may not be used for the purposes of creating a quorum. Amendments may be approved by a three-quarters vote of members of the Association represented at a meeting at which a quorum has been attained. No amendment shall change the qualifications for membership, voting or property rights for members, the Association's obligation under Article 6 of these Articles to exercise its powers in accordance with the Condominium Act, the Declaration of Condominium, the Bylaws, and these Articles, or its obligation under Article 6 concerning distribution of Association income, dissolution, and the holding of all funds and titles to properties acquired by the Association for the benefit of unit owners, without written approval by all members and the joinder of all record owners of mortgages on units. No amendment may be made which conflicts with the Declaration of

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Condominium or the Condominium Act. A copy of any amendment which is adopted shall be accepted and certified by the Secretary of State and be recorded in the public records of Nassau County, Florida.

13. In the event of termination, dissolution or final liquidation of this corporation, the responsibility for the operation and maintenance of the surface water or stormwater management system shall be transferred to and accepted by an entity which agrees to comply with Section 40C-42.027, F.A.C., and is approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

14. The name and address of the incorporator to these Articles of incorporation is:

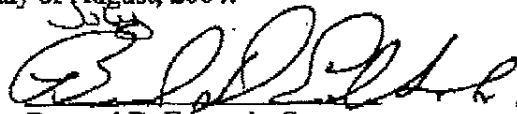
NAMEADDRESS

Bernard D. Edwards, Sr.

1810 Parkview Court
Kennesaw, Georgia 30152

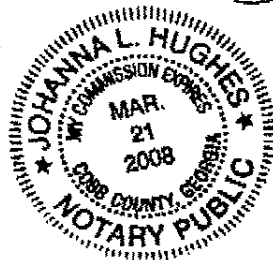
15. The initial registered office of this corporation shall be located at 3010 South Third Street, Jacksonville Beach, FL 32250, and the initial registered agent at that address is Patterson, Bond & Latshaw, P.A.

IN WITNESS WHEREOF, the undersigned incorporator has affixed its signature below at Jacksonville Beach, Florida, on the 30th day of August, 2004.


Bernard D. Edwards, Sr.STATE OF GA
COUNTY OF COB

The foregoing instrument was freely and voluntarily acknowledged before me by Bernard D. Edwards, Sr., who is personally known to me to be the person described in the Articles of incorporation.

IN WITNESS WHEREOF, I have set my hand and seal at Jacksonville Beach, Duval County, Florida this 30th day of August, 2004.


Notary Public State of GA

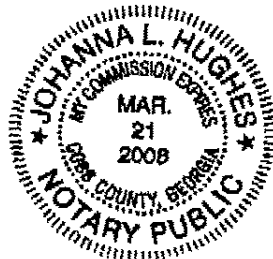
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

FERNANDINA CAY CONDOMINIUM ASSOCIATION, INC., desiring to organize under the laws of the State of Florida as a non profit corporation, with its principal place of business in Nassau County, Florida, has named PATTERSON, BOND & LATSHAW, P.A., whose business office is 3010 South Third Street, Jacksonville Beach, Florida, 32250, as its registered agent to accept service of process within this state, all in accordance with Section 617.0501, Florida Statutes.

DATED this 30th day of August, 2004.

[Signature]



Fernandina Cay Condominium Association, Inc.

By: *[Signature]*
Bernard D. Edwards, Sr.
Its: President

ACCEPTANCE

Having been named to accept service of 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 30th day of July, 2004.

Patterson, Bond & Latshaw, P.A.

By: *[Signature]*
John H. Latshaw, Jr.
Its: Vice President

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