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BASIC AMENDMENT

HARBOUR ISLAND AT MARSH LANDING HOMEOWNERS ASSOCIATI

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Page Count	07
Estimated Charge	\$35.00

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 9, 2004

HARBOUR ISLAND AT MARSH LANDING HOMEOWNERS ASSOCIATION,
4200 MARSH LANDING BLVD
SUITE 200
JACKSONVILLE BEACH, FL 32250

SUBJECT: HARBOUR ISLAND AT MARSH LANDING HOMEOWNERS ASSOCIATION, INC.
REF: N93000004384

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please note that the original articles of incorporation do not contain an apostrophe after the word HOMEOWNERS. If you would like the apostrophe, we can file this as a name change as well, and you would only need to correct the name in the heading of the articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6027.

Michelle Milligan
Document Specialist

FAX And. #: H04000018249
Letter Number: 204A00015728



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 27, 2004

HARBOUR ISLAND AT MARSH LANDING HOMEOWNERS ASSOCIATION,
4200 MARSH LANDING BLVD
SUITE 200
JACKSONVILLE BEACH, FL 32250

SUBJECT: HARBOUR ISLAND AT MARSH LANDING HOMEOWNERS ASSOCIATION, INC.
REF: N93000004384

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: E04000018249
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HARBOUR ISLAND AT MARSH LANDING HOMEOWNERS ASSOCIATION, INC.
A CORPORATION NOT-FOR-PROFIT**

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION are approved in their entirety by resolution of the Board of Directors of Harbour Island at Marsh Landing Homeowners Association, Inc. on October 28, 2003. The number of votes cast for amendment by the Members of the Corporation entitled to vote was unanimous.

The UNDERSIGNED, being desirous of forming a corporation not for profit, does hereby form a corporation for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be:

HARBOUR ISLAND AT MARSH LANDING HOMEOWNERS ASSOCIATION, INC.,

(hereinafter referred to as the "Association").

ARTICLE II. LOCATION

The principal office of the Association is located at 4200 Marsh Landing Boulevard, Suite 200, Jacksonville Beach, Florida 32250

ARTICLE III. PURPOSES AND POWERS

The purpose and object of the Association shall be to exercise all of the rights, powers and duties granted to it under that certain Declaration of Covenants, Restrictions, Conditions and Easements for Harbour Island at Marsh Landing, as recorded in Official Records Book 997, page 1273 of the public records of St. Johns County, Florida, as amended by that certain First Amendment to Declaration of Covenants recorded at Official Records Book 1040, page 1440 of the public records of St. Johns County, Florida, as amended by that certain Second Amendment to Declaration recorded at Official Records Book 1155, page 384 of the public records of St. Johns County, Florida, as amended by that certain Third Amendment to Declaration recorded at Official Records Book 1246, page 477 of the public records of St. Johns County, Florida, as amended by that certain Fourth Amendment to Declaration and recorded at Official Records Book 1307, page 996 of the public records of St. Johns County, Florida, as amended by that certain Amended and Restated Amendment to Declaration of even date herewith to be recorded in the public records of St. Johns County, Florida, as further amended and as further supplemented from time to time (collectively, the "Declaration"). as well as all other rights, powers and duties which may be granted to it by Fletcher Realty III, Inc. (the "Developer"), these Articles or the By Laws for the Association. The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it formed are (i) to provide for the acquisition, construction, management, maintenance and care of the Common Property, (ii) to provide for architectural control over the lands which are from time to time subjected to the Declaration ("Property"), (iii) to operate, maintain and manage the portion of the Stormwater Management System that serves the Property in a manner consistent

H04000018249 3

with the permit requirements and applicable rules of the St. Johns River Water Management District, (iv) to assist in the enforcement of the covenants, conditions, restrictions and easements contained in the Declaration, (v) to undertake such other duties and powers as are set forth in the Declaration, Articles and Bylaws, and (vi) in furtherance of any of the foregoing, the Association may engage in any activity permitted to a corporation not-for-profit under Chapter 617, Florida Statutes, 2003, unless otherwise prohibited by the Articles or Bylaws.

All of the Association's assets and earnings shall be used exclusively for the purposes set forth herein and in accordance with Section 528 of the Internal Revenue Code of 1986, as amended ("Code") and no part of the assets of this Association shall inure to the benefit of the any individual Member or other person. The Association may, however, reimburse its members for actual expenses incurred for or on behalf of the Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Association as permitted by Section 528 of the Code and other applicable provisions of the Code and federal and state law.

All capitalized terms herein are defined in the Declaration.

ARTICLE IV. MEMBERSHIP

Every person or entity who is a record Owner of a Lot or a Yacht Basin Mooring Slip 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. There shall be three classes of membership. The Class A members shall be all persons or entities who own a Lot, with exception of Developer. The Class B member shall be the Developer and any successor or assign to which it specifically assigns in writing its rights under the Declaration. The Class C members shall be those persons or entities owning or having an easement to use a Yacht Basin Mooring Slip, which is not subject to an easement in favor of the Owner of a Lot.

The Class B membership shall terminate upon the happening of one of the following events, which ever shall first occur:

- A. when the Developer no longer owns any Lot or Yacht Basin Mooring Slips or any part of the Additional Property;
- B. December 31, 2023;
- C. when the Developer, in its sole discretion, determines to terminate its Class membership.

Class A and Class C Memberships shall be appurtenant to the ownership of the Lot or Yacht Basin Mooring Slip respectively and shall not be separated therefrom. The interest of a Member in the funds and assets of the Association can not be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Lot or Yacht Basin Mooring Slip owned by such Member.

ARTICLE V. VOTING RIGHTS

When entitled to vote, each Lot and Yacht Basin Mooring Slip shall be assigned one (1) vote. Until such time as the Class B Membership terminates, the Class B Member shall be vested with the sole voting rights of the Association. The Class A and C Members shall have no voting rights. If an Owner owns more than one (1) Lot or Yacht Basin Mooring Slip, such Owner shall be entitled to one (1) vote for each Lot or Yacht Mooring Slip. Provided however, if an Owner owns a Lot and all or a

H04000018249 3

Frances Hutchison

1548 The Greens Way, Suite 4
Jacksonville Beach, Florida 32250

C. The directors shall serve at the pleasure of Developer and may be reappointed or replaced, in the sole discretion of the Developer, until termination of Class B Membership.

D. At the first meeting at which the Class A and Class C members have the right to vote, the members of the Association entitled to vote thereat, shall elect the members of the Board of Directors by a plurality of votes cast at such election. At the first such election, such directors shall be elected to terms so that each year for the following three (3) years, the terms of one third of the directors shall expire. Thereafter, all directors shall serve terms of three (3) years.

E. If there is a removal, resignation, death or other vacancy of a director position, after the termination of the Class B membership, the vacancy shall be filled by the Board of Directors. A replacement director shall serve the remainder of the term of his predecessor.

F. No member of the Board of Directors, any committee of the Association, any officer of the Association, or any employee of the Association, shall be personally liable to any Member of the Association or to any other party, including the Association, for any damage, loss, prejudice or negligence of such person or group, provided that such person or group has, upon the basis of such information as may be possessed by him or them, acted in good faith, without willful or intentional misconduct.

G. The Board of Directors shall determine the amounts of Annual and Special Assessments in accordance with the provisions of the Declaration. Where there are multiple owners of the Lot or Yacht Basin Mooring Slip, such Owners shall be jointly and severally liable for the payment of the Assessments. In establishing the amount of the Assessments, the Board of Directors may not provide that a Member shall pay no Assessment except in accordance with the Declaration. The Assessments shall be fixed by the Board of Directors annually and shall be based upon the costs and expenses expected to be incurred in owning, operating and maintaining and improving the Common Property in the coming year and on the establishment of reasonable reserves for future use as deemed advisable by the Board of Directors and for such other costs and expenses as are required or permitted by the Declaration, Articles and Bylaws. The Annual Assessment may include any amounts to cover deficiencies from the previous year; or, at the end of each year, the Board of Directors, as an alternative to increasing the coming year's Annual Assessment, may make a Special Assessment above and beyond the Annual Assessment, if the costs and expenses of owning, operating, maintaining and improving Common Properties and performing its other duties in that year exceeded the amount of the Annual Assessment and other income received by the Association. Special Assessments for matters or activities deemed appropriate by the Board of Directors may be made at any time in accordance with the provisions of the Declaration.

ARTICLE X. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than fifty one percent (51%) of the votes of each class of the members entitled to vote. In the event of termination, dissolution, final liquidation of the Association, the Association shall be conveyed or assigned to a similar not-for-profit corporation or public body, provided however, any responsibility for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-12027, F.A.C. and be acceptable to the St. Johns River Water Management District prior to such termination of liquidation.

H04000018249 3

ARTICLE XI. TERM OF EXISTENCE/DISSOLUTION

The Association shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained in accordance with the laws of the State of Florida. The date on which corporate existence began is the date on which these Articles of Incorporation were filed with the Secretary of State.

ARTICLE XII. BY-LAWS

A. The Board of Directors shall adopt by a majority vote the original Bylaws of the Association.

B. The Bylaws may be amended, altered or rescinded upon the approval of the majority of the Board of Directors.

ARTICLE XIII. AMENDMENT OF ARTICLES

A. Prior to the termination of the Class B membership, these Articles may be amended by the Developer, without the consent or joinder of the Owners or Mortgagees. Thereafter, these Articles of Incorporation may be amended upon the proposal of the Board of Directors. Upon such proposal, a special meeting of the Members shall be called, the notice of which shall state that such proposal is to be voted upon at that meeting. The proposal shall be passed if fifty one percent (51%) of the votes of each class of members entitled to vote at a meeting in person or by proxy at which a quorum is present, in person or by proxy, vote to approve the proposal or by written consent of the members owning fifty one percent (51%) of the Lots and fifty one percent (51%) of the Yacht Basin Mooring Slip Owners.

B. If so approved, a certified copy of the said amendment shall be filed in the office of the Secretary of State of the State of Florida.

C. The Articles of Incorporation may be amended without consent or joinder from any party (i) to conform to the requirements of the Institutional Mortgagee or title insurance company(ies) or (ii) to comply with the requirement of any permitting or approval agency governing the development by the Property or (iii) to perfect, clarify, or make internally consistent the provisions herein.

ARTICLE XIV. INDEMNIFICATION

This Association shall indemnify any and all of its directors, officers, employees or agents, or former directors 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 appeals 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 exclude any other rights, which such director may be lawfully granted. It shall be the obligation of the Association to obtain and keep in force a policy of officers' and directors' liability insurance and in such amounts and providing such coverage as the Board may, from time to time, deem prudent.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal this 28th day of October, 2003, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Frank Treadwell
FRANK TREADWELL

STATE OF FLORIDA
COUNTY OF ST JOHNS

The foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION was acknowledged before me this 28th day of October, 2003, by Frank Treadwell, who is personally known to me and who did not take an oath.



Judy V Buckner
My Commission DD068795
Expires February 03, 2006

Judy V. Buckner
Notary Public, State of Florida
Print Name Judy V. BUCKNER
Commission number DD068795
My commission expires: 2/3/06

CERTIFICATE NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted:

That HARBOR ISLAND AT MARSH LANDING HOMEOWNERS ASSOCIATION, INC., a corporation duly organized and existing under the laws of the State of Florida, with principal office, as indicated in the Articles of Incorporation at County of St. Johns, State of Florida, has named Marsh Landing Management Company, whose address is 4200 Marsh Landing Boulevard, Suite 200, Ponte Vedra Beach, Florida 32082 as its agent to accept service of process within this state.

Frances Hutchison
FRANCES HUTCHISON, SECRETARY

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statute relative to keeping open said office.

MARSH LANDING MANAGEMENT COMPANY

By: [Signature]
Name: STEPHEN G. LOVELAND