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FLORIDA DIVISION OF CORPORATIONS

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NAME: COLONY AT PONTE VEDRA X CONDOMINIUM ASSOCIAT

AUDIT NUMBER.....H98000009526

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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U.S. DEPT. OF JUSTICE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, and do certify as follows:

The name of this corporation is COLONY AT PONTE VEDRA X CONDOMINIUM ASSOCIATION, INC. The corporation is sometimes referred to herein as the "Association".

This corporation is organized to operate and manage COLONY AT PONTE VEDRA X, A CONDOMINIUM to be established in accordance with Chapter 718, Florida Statutes, upon real property situate, lying and being in St. Johns County, Florida; to perform and carry out the acts and duties incident to the administration, operation and management of said condominium in accordance with the terms, provisions, and conditions, contained in these Articles of Incorporation, in the Declaration of Condominium Ownership and any amendments thereto, which will be recorded among the Public Records of St. Johns County, Florida, and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

The terms used herein shall have the same meaning attributed to them in Chapter 718, Florida Statutes.

The Association shall have all of the powers of a corporation not for profit existing under the laws of the State of Florida and all the powers now or hereafter granted to Condominium Associations by the Condominium Act, Chapter 718, Florida Statutes, as the same may be hereafter amended and all powers reasonably necessary to

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implement the powers of the Association, which powers shall include, but are not limited to, the power:

A. To make, establish and enforce reasonable rules and regulations governing the use of the Condominium Property;

B. To make, levy and collect assessments against Unit Owners of the said Condominium to provide the funds to pay for Common Expenses of the Condominium as provided for in the condominium documents and the Condominium Act, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association;

C. To maintain, repair, replace and operate those portions of the Condominium Property that the Association has the duty or right to maintain, repair, replace and operate under the Condominium Documents;

D. To contract for the management and maintenance of the Condominium and to authorize the management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the power and duties granted them by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association;

E. To employ personnel to perform the services required for the proper operation of the Condominium;

F. To purchase insurance upon the Condominium Property for the protection of the Association and its members;

G. To reconstruct improvements constructed on the real property submitted to the Condominium form of ownership after casualty or other loss;

H. To make additional improvements on and to the Condominium Property;

I. To approve or disapprove the transfer, mortgage and ownership of Condominium Parcels to the extent such power is granted to it under the Condominium Documents;

J. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in

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lands or facilities including but not limited to country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association;

K. To enforce by legal action the provisions of the Condominium Documents; and

L. To acquire by purchase or otherwise Condominium Parcels in the Condominium.

ARTICLE IV

MEMBERS

1. Members. The members of the Association shall consist of all owners of the Condominium Parcels in the Condominium, and after the termination of the Condominium shall consist of those persons who are members at the time of such termination.

2. Voting Members. Each Condominium Parcel shall be entitled to one vote, which vote shall be exercised by the Unit Owner designated by the Owner or Owners of a majority interest in a single Condominium Parcel to cast the vote appurtenant to said Parcel. The designation of voting members shall be perfected in the manner provided in the Condominium Declaration.

3. Assignment. Neither the share of a member in the funds and assets of the Association, nor membership in the Association may be assigned, hypothecated or transferred in any manner except as an appurtenance to a Condominium Parcel.

4. The members of the Association shall be subject to all of the terms, conditions, restrictions and covenants contained in the Condominium Documents.

ARTICLE V

TERM

This corporation shall exist perpetually.

THERESA MARIE KENNEY, ESQ
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ARTICLE VI
SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation are as follows:

John S. Duss, IV c/o LeBoeuf, Lamb, Greene & MacRae, L.L.P.
50 North Laura Street, Suite 2800
Jacksonville, Florida 32202

ARTICLE VII
BOARD OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors, which shall consist of not less than three (3) nor more than five (5) directors. The Board of Directors shall be elected annually by the members of the Association entitled to vote.

ARTICLE VIII
OFFICERS

The affairs of the Association shall be managed by a President, Vice President, Secretary and Treasurer. The officers of the Association shall be elected annually by the Board of Directors of the Association in accordance with the provision of the Bylaws of the Association.

ARTICLE IX
INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon them here in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of their being or having been a director or officer of the Association, or any settlement thereof, whether or not they are a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of

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indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE X
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by an affirmative vote of three-fourths (3/4) of the Voting Members of the Association.

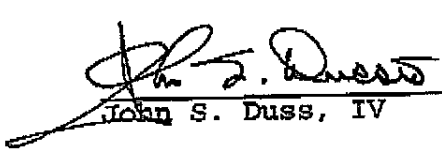
ARTICLE XI
BY-LAWS

The Association shall adopt Bylaws governing the conduct of the affairs of the Association. The Bylaws may be amended by an affirmative vote of three-fourths (3/4) of the Voting Members of the Association.

ARTICLE XII
PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

The initial principle office and initial registered office of this corporation shall be located at 50 North Laura Street, Suite 2800, Jacksonville, Florida 32202, or at such other place or places as may be designated from time to time by the Board of Directors. The initial registered agent of this corporation shall be John S. Duss, IV, or such other person as may be designated from time to time by the Board of Directors.

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


John S. Duss, IV

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 19 th day of May, 1998.


JOHN S. DUSS, IV

THERESA MARIE KENNEY, ESQ
LeBOEUF, LAMB, GREENE & MACRAE, L.L.P.
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STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 19 th
day of May, 1998 by John S. Duss, IV.



Theresa Marie Kenney (print name)
Notary Public, State and County
aforesaid

My Commission expires:
Commission No.: _____

He: (please check appropriate statement)
X is personally known to me
_____ produced identification (specify type)

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98 MAY 21 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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