

DOBSON & BROWN, P.A.  
ATTORNEYS AT LAW  
66 CUNA STREET, SUITE A  
ST. AUGUSTINE, FLORIDA 32084

GEOFFREY B. DOBSON  
RONALD W. BROWN

TELEPHONE (904) 824-9032  
TELEFAX (904) 824-9236

N98000003034  
October 14, 1998

Secretary of State  
Division of Corporations  
The Capitol  
Plaza Level 10  
Tallahassee, Florida 32399-0810

400002665784--7  
-10/16/98--01088--006  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: First Amended Articles of Incorporation;  
Ocean Trace Homeowners' Association, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the First Amended Articles of Incorporation for the above referenced Corporation along with the name of the Resident Agent in the Articles. Also please find a check in the amount of \$43.75 to cover filing tax, filing fees, and a certified copy of the First Amended Articles of Incorporation.

If the enclosed document meets with your approval, I would appreciate your filing it and returning it to me by possible transmission.

Thank you for your cooperation.

Sincerely,  
*Jill E. Creter*  
Jill E. Creter,  
Secretary to Ronald W. Brown

FILED  
98 NOV 24 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/jec  
Enclosures

*OK*  
N98000003034  
APR Amended  
\* cert copy  
RR - 11-24-98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 21, 1998

DOBSON & BROWN, P.A.  
% JILL CRETER  
66 CUNA STREET, SUITE A  
ST. AUGUSTINE, FL 32084

SUBJECT: OCEAN TRACE HOMEOWNERS' ASSOCIATION, INC.  
Ref. Number: N98000003034

We have received your document for OCEAN TRACE HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 898A00051970



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 9, 1998

DOBSON & BROWN, P.A.  
% JILL CRETER  
66 CUNA STREET, SUITE A  
ST. AUGUSTINE, FL 32084

SUBJECT: OCEAN TRACE HOMEOWNERS' ASSOCIATION, INC.  
Ref. Number: N98000003034

We have received your document for OCEAN TRACE HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 198A00054308

FIRST AMENDED ARTICLES OF INCORPORATION  
OF  
OCEAN TRACE HOMEOWNERS' ASSOCIATION, INC.

The undersigned, for the purpose of forming a corporation pursuant to the Florida Not-for-Profit Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I

OCEAN TRACE HOMEOWNERS' ASSOCIATION, INC.

The name of the Corporation is OCEAN TRACE HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II

TERM OF EXISTENCE

Existence of the Corporation shall be perpetual. Its existence shall commence upon the filing of these Articles of Incorporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE III

NATURE OF BUSINESS

The purposes for which the Corporation is initially organized are the transaction of any and all business related to the management, operation and control of a homeowners' association for a subdivision and performance of the duties assigned to the Corporation by the Declaration of Covenants and Restrictions for the Ocean Trace subdivision located in St. Johns County, Florida.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The street address and mailing address of the initial

principal office shall be 5366 5<sup>TH</sup> Street, St. Augustine, Florida 32084, and the name of its initial registered agent at such address is JOAN M. BRUSH.

ARTICLE V

BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members, but such number may be increased or decreased as provided in the By-Laws of the Corporation, provided that the number of Directors shall not be fewer than three (3). The name and address of the initial members of the Board of Directors are as follows:

Joan M. Brush  
5366 5<sup>th</sup> Street  
St. Augustine, Florida 32084

Scott Cole, III  
5366 5<sup>th</sup> Street  
St. Augustine, Florida 32084

William Dew  
5366 5<sup>th</sup> Street  
St. Augustine, Florida 32084

ARTICLE VI

INCORPORATORS

The name and address of each of the incorporators are as follows:

Joan M. Brush  
5366 5<sup>th</sup> Street  
St. Augustine, Florida 32084

Scott Cole, III  
5366 5<sup>th</sup> Street  
St. Augustine, Florida 32084

William Dew  
5366 5<sup>th</sup> Street  
St. Augustine, Florida 32084

ARTICLE VII

SURFACE WATER MANAGEMENT SYSTEM

A. Duties. The Association shall operate, maintain the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water management District permit no. 40-109-0248-ERP requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

B. Powers. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

C. Assessments. The assessments shall be used for the maintenance and repair of the surface water or storm water management systems including but not limited to work within retention areas, drainage structures and drainage easements.

D. Dissolution Language. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

E. Existence and Duration. Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association

shall exist in perpetuity.

ARTICLE VIII

CREATION OF FIRST AMENDMENT TO ARTICLES OF INCORPORATION

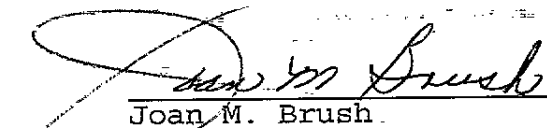
These First Amended Articles of Incorporation of Ocean Trace Homeowners' Association, Inc. were adopted on October 9, 1998 by the unanimous vote of the Board of Directors of the corporation pursuant to the requirements of Section 617.1006, Florida Statutes. No members of the corporation exist other than the members of the Board of Directors who are also the only incorporators.


ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved initially by the majority of the Board of Directors, presented to the members for approval and adopted by the majority vote of the members entitled to vote thereon.

IN WITNESS WHEREOF, the Incorporators have hereunto set their hands and seals this 11th day of November, A. D., 1998.

  
\_\_\_\_\_  
Joan M. Brush

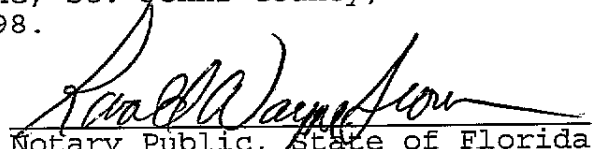
  
\_\_\_\_\_  
Scott Cole, III

  
\_\_\_\_\_  
William Dew

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned officer duly authorized to take oaths and acknowledgments in the County and State aforesaid, personally appeared JOAN M. BRUSH, SCOTT COLE, III and WILLIAM DEW, who are personally known to me or who produced \_\_\_\_\_ as identification, and who, after being by me first duly sworn and cautioned, acknowledged to and before me that they executed the above and foregoing First Amended Articles of Incorporation of OCEAN TRACE HOMEOWNERS' ASSOCIATION, INC. for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in St. Augustine, St. Johns County, Florida this 17<sup>th</sup> day of November, A. D., 1998.

  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large  
My Commission Expires: \_\_\_\_\_

RONALD WAYNE BROWN  
Notary Public, State of Florida  
My Comm. expires Aug. 29, 2000  
Comm. No. LC 574758



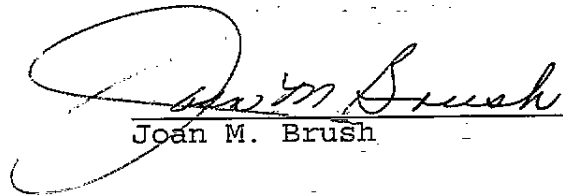
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Ocean Trace Homeowners' Association, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of St. Augustine, State of Florida, has named Joan M. Brush, 5366 5<sup>th</sup> Street, St. Augustine, Florida 32084 as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

I, Joan M. Brush, having been named to accept service of process for the above stated corporation at the place designated in this certificate, hereby accept to act in this capacity and agree to comply with the provisions of the Florida Not-for-Profit Corporation Act relative to maintaining said office.

  
Joan M. Brush