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June 22, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: St. Augustine Shores Service Corporation
Our File No. A9054

100002572231--4
-06/25/98-01042-002
*****87.50 *****87.50

Dear Reader:

You will find attached hereto the First Restated and Amended Charter and Articles of Incorporation of the St. Augustine Shores Service Corporation, Inc. to which is affixed certification by their President and Secretary by the affirmative vote of the majority of the votes and members entitled to vote thereon.

Please note that the name of the corporation, as it shows on your records, "St. Augustine Shores Service Corporation, Inc.," has been amended by the new Charter to be "St. Augustine Shores Service Corporation."

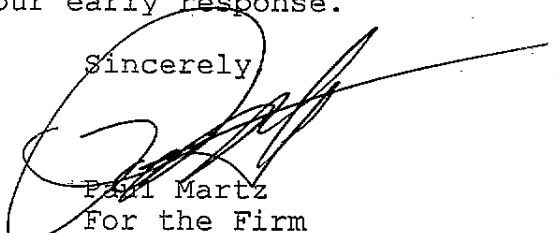
Please record same.

Please return to us a certified copy for our client's use.

Our Firm check in the amount of Eighty-Seven and 50/100 Dollars (\$87.50) is attached hereto.

We look forward to your early response.

Sincerely


Paul Martz
For the Firm

PM:vrc
Enclosures
cc: St. Augustine Shores Service Corporation
A9054-7.1tr

W3 JUL 8 1998

Amended & Restated Cert. & N/C

FILED
98 JUN 25 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESOLUTION APPROVING
THE FIRST RESTATED AND AMENDED CHARTER
AND ARTICLES OF INCORPORATION
OF THE
ST. AUGUSTINE SHORES SERVICE CORPORATION, INC.**

WHEREAS, THE ST. AUGUSTINE SHORES SERVICE CORPORATION INC. (hereinafter referred to as the "Corporation"), was organized pursuant to a Certificate of Incorporation filed in the Office of the Department of State of the State of Florida, on the 10th day of March, 1971 at the direction of its then Class B, and controlling, member, the Deltona Corporation, and;

WHEREAS, said Certificate of Incorporation was thereafter changed by Articles of Amendment filed October 31, 1980, December 10, 1980, and November 5, 1982, each in the Office of the Secretary of State of the State of Florida, at the direction of said Class B member, and;

WHEREAS, pursuant to the terms of said Certificate of Incorporation as amended there is no longer a Class B member of the Corporation and the Class A members of the Corporation control said Corporation, and;

WHEREAS, on the 1st day of May, 1998, at a duly constituted meeting of said members, wherein a quorum was present, after notice to the membership, by resolution duly made and adopted, the following was enacted;

WHEREAS, the Corporation desires to remove the redundant "INC" from its registered corporate name.

NOW, THEREFORE, the attached is: the First Restated and Amended Articles of Incorporation of the St. Augustine Shores Service Corporation, Inc. To be named:

**THE FIRST RESTATED AND AMENDED
ARTICLES OF INCORPORATION OF THE
ST. AUGUSTINE SHORES SERVICE CORPORATION**

THE FIRST ARTICLE

1.01 The name of the Corporation is: "ST. AUGUSTINE SHORES SERVICE CORPORATION", (hereinafter referred to as the "Corporation").

THE SECOND ARTICLE

2.01 The Corporation is incorporated as a corporation not for profit under the provisions of Chapter 617, Florida Statutes.

2.02 The date of commencement of corporate existence was March 10th, 1971.

THE THIRD ARTICLE

3.01 The street address of the current registered office of the Corporation is 790 Christina Drive, St. Augustine, Florida 32086. The name of the current Registered Agent at such address is Ronald F. Jockers.

THE FOURTH ARTICLE

4.01 The purposes, objectives and powers for which this Corporation is organized are to promote the health, safety and welfare of its members; being the property owners of the area known and described as St. Augustine Shores Subdivision, St. Johns County, Florida, and more specifically described from time to time in plats of various Units of said subdivision, recorded in the public records of St. Johns County, Florida (hereinafter referred to as the "Plats"). Membership may also include owners of other platted lands, provided the Plats, deed restrictions and other conditions of membership are first approved and accepted by the Membership.

4.02 The purposes, objectives and powers shall include, but shall not be limited to, the carrying out of those functions and activities to be carried out and performed by the Corporation enumerated in the various Declarations of Restrictions (hereinafter referred to as the "Restrictions") restricting lots, tracts and parcels of land shown on the said Plats as said Restrictions are recorded in the Official Records of St. John County, Florida. Future or amended Restrictions concerning said platted lands may also be subject of the purposes, objectives and powers of the Corporation, provided said future or amended Restrictions are first approved by the Board of Directors of the Corporation or where otherwise required by the membership.

4.03 The Corporation shall have all the powers enumerated in Chapter 617.0302, Florida Statutes, 1997 and as same may be from time to time amended, not inconsistent herewith, and shall have all the powers of not corporations, not for profit, not prohibited by some provision of law, unless otherwise excepted herein.

4.04 The Corporation may enter contracts, including contracts with any of its members. The Corporation may do everything that a natural person could or might do which is necessary or incidental to the conducting and carrying out of all its various purposes, objectives and powers as set forth herein and in the Restrictions.

THE FIFTH ARTICLE

5.01 The owner of a lot, tract, parcel of land, or condominium unit, (hereinafter referred to as Shores Property) within the subdivision as shown on a plat of St. Augustine Shores Subdivision shall automatically be and become a member of this Corporation. Membership in this Corporation shall cease and terminate upon the sale, transfer or divestiture of the member's Shores Property. In a like manner, owners of Shores Property in

plats recorded in the future, provided the plats are first approved and accepted by the Membership of the Corporation, shall also be and become members of the Corporation and cease and terminate their membership on divestiture of Shores Property ownership upon the foregoing conditions.

5.02 Members shall be entitled to one (1) vote in the affairs of the corporation for each Shores Property within this subdivision owned by said member. In the event a Shores Property is owned by more than one (1) person, firm or corporation, the membership relating thereto shall nevertheless have only one (1) vote which shall be exercised by the owner, or person designated in writing by the owners as the one entitled to cast the vote for the membership concerned. In the absence of a written proxy as stated above, the receipt of a vote by only one owner of a multiply owned Shores Property shall, in the absence of a written protest by one or more other owners of same Shores Property, received by the Corporation by 4 p.m. the day prior to the meeting, shall be deemed the vote of that particular Shores Property. In the event of a timely filing of such a protest, the membership shall not count the vote of said Shores Property, unless unanimously cast by all the recorded owners of the Shores Property.

The receipt of a vote by only one owner of a multiple owned Shores Property shall, in the absence of a written protest by one or more other owners of same Shores Property received by the Corporation by 4 p.m. the day prior to the meeting shall be deemed certified in writing on behalf of the owners entitling the voter to ballot on behalf of the Shores Property. In the event of a timely filing of such protest, the membership shall not count the vote of said Shores Property, unless unanimously cast by all the recorded owners of the Shores Property.

THE SIXTH ARTICLE

6.01 The term for which the Corporation is to exist is perpetual unless the purposes

for which the Corporation exists are terminated in accordance with the Restrictions hereinabove referred to.

THE SEVENTH ARTICLE

7.01 The affairs of the Corporation are to be managed by a Board of Directors. The Directors shall be in such number as are prescribed by the By-Laws from time to time, initially seven (7) in number, but the By-Laws shall never establish a requirement of less than three (3) Directors. The Directors shall serve until such time as they may resign, be removed, or until such time as their successors are elected and qualified according to the By-Laws.

THE EIGHTH ARTICLE

8.01 The initial officers of the Corporation were as historically recorded in the initial Certificate of Incorporation as recorded in the Office of the Department of State of the State of Florida, March 10th, 1971. The present Officers are elected by the Directors of the Corporation according to the By-Laws. Officers serve at the will of the Board of Directors.

THE NINTH ARTICLE

9.01 The Corporation was initially governed by a Board of Directors historically identified in the Certificate of Incorporation recorded the 10th day of March, 1971 in the Office of the Department of State of the State of Florida. The present Board of Directors is as presently constituted by the electing membership.

THE TENTH ARTICLE

10.01 The initial By-Laws of the Corporation are those annexed to a certain Declaration of Restrictions made by the Deltona Corporation, a Delaware Corporation and recorded among the Official Records of St. Johns County, Florida, which said Declaration of Restrictions pertains to a portion of St. Augustine Shores Subdivision, Unit 1. The By-Laws

may be altered, amended or added to in the manner provided for therein and herein and in conformity with the provisions and requirements of the Florida Statutes.

THE ELEVENTH ARTICLE

11.01 Unless otherwise limited herein or in the Restrictions or the By-Laws, these First Restated and Amended Articles of Incorporation may be altered, amended or added to at any duly called and constituted meeting of the members of this Corporation, by a majority voting at said meeting by ballot or proxy in the manner now or hereafter provided by law. The amendment must be specified in the notice of the meeting.

THE TWELFTH ARTICLE

12.01 This Corporation shall never have or issue shares of stock and no part of the net income after expenses of the Corporation shall be distributable or distributed to its members, or directors, except as provided in the Thirteenth Article.

THE THIRTEENTH ARTICLE

13.01 In the event of termination of the Corporation pursuant to the aforesaid Restrictions, any assets owned by the Corporation shall be distributed for the benefit of its members or shall be proportionately and equitably distributed to its members.

THE FOURTEENTH ARTICLE

14.01 In the event of any discrepancy between these First Restated and Amended Articles of Incorporation and the Restrictions, the Restrictions shall prevail.

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THIS DAY BEFORE ME, the undersigned authority qualified to take oaths in the above jurisdiction, personally appeared RAYMOND HILL to me well known to be the President of St. Augustine Shores Service Corporation and Joseph WATSON, to me well known to be the Secretary of St. Augustine Shores Service Corporation who, being first duly sworn, deposed and stated on oath as follows:

a. The name of the corporation is St. Augustine Shores Service Corporation

c. The adoption of the foregoing Restated and Amended Articles of Incorporation was accomplished at a regular meeting of the membership of the entire Corporation on the 1st day of May, 1998, after notice, as required by law by the affirmative vote of a majority of the votes of members entitled to vote thereon.

Raymond Hill

As President of St. Augustine Shores Service Corp.

Joseph Watson

As Secretary of St. Augustine Shores Service Corp.

Dorothy Nevins

Notary Public, State of Florida at large

My Commission Expires: 11/29/99

Taking the foregoing oath on the 31st
Day of May 1998

