

NO00000001092

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February 11, 2000

Department of State
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

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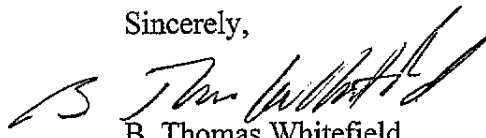
Re: Ocean Terrace of Jacksonville Beach, Inc.

Gentlemen:

Enclosed please find an original and one fully conformed copy of Articles of Incorporation in connection with the above corporation. Please file the same and have a certified copy returned to our office. Enclosed is our firm check in the amount of \$122.50 to cover all fees.

Thank you for your courtesy.

Sincerely,



B. Thomas Whitefield
For the Firm

FILED
00 FEB 14 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BTW:am
Enc. as noted

2-18
[Handwritten initials]

**ARTICLES OF INCORPORATION
OF
OCEAN TERRACE OF JACKSONVILLE BEACH, INC.**

FILED
00 FEB 14 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, adopt these Articles of Incorporation:

Article I - Name

The name of the corporation is **OCEAN TERRACE OF JACKSONVILLE BEACH, INC.** For convenience the corporation shall be referred to in this instrument as the "Association".

Article II - Purpose

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, for the operation of **OCEAN TERRACE OF JACKSONVILLE BEACH**, a Condominium, located upon the following lands in Duval County, Florida.

Lot 2, Block 111, PABLO BEACH SOUTH, as recorded in Plat Book 3, Page 28, of the current public records of Duval County, Florida, AND all of the lands lying East of said lot to the bulkhead of the Atlantic Ocean.

Which lands are dedicated to Condominium ownership pursuant to that Declaration of Condominium recorded at Book 5175, page 533, et seq, of the current public records of Duval County, Florida.

The Association shall make no distribution of income to its members, governors or officers.

Article III - Principal and Registered Office and Registered Agent

The street address of the principal office of the corporation is 4040 Woodcock Drive, Suite 202 Jacksonville, Florida 32207 and the address of the initial registered office of this corporation is 4040 Woodcock Drive, Suite 202, Jacksonville, Florida 32207, and the name of the registered agent at that address is B. Thomas Whitefield.

Article IV - Powers

The powers and duties of the Association shall include and be governed by the following:

1. All of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

2. Those powers and duties set forth in the Declaration of Condominium recorded at Book 5175, page 533, et seq, public records of Duval County, Florida, as it may be amended from time to time.

3. All of the powers and duties of a Condominium Association set forth in Chapter 718, Florida Statutes, except as limited by these Articles and the Declaration of Condominium.

4. The Association shall have the power to purchase a unit or units in the Condominium. This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the Condominium.

5. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

6. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

Article V - Members

The members of the Association shall consist of all of the record owners of units in the Condominium; and after termination of the Condominium shall consist of those who are members at the time of such termination and their successors and assigns.

After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the public records of Duval County, Florida, a deed or other instrument establishing a record title to an apartment in the Condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

The owner of each unit shall be entitled to one vote as a member of the Association. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

Article VI - Officers

The affairs of the Association will be managed by a board consisting of the number of governors determined by the By-Laws, but not less than three governors, and in the absence of such determination shall consist of three governors.

Governors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Governors may be removed and vacancies on the Board of Governors shall be filled in the manner provided by the By-Laws.

The names and addresses of the members of the first Board of Governors who shall hold office until their successors are elected and have qualified or until removed are as follows:

Les Mosteller, 1107 S. First Street, Unit C, Jacksonville Beach, Florida 32250.
Laura Fitts, 1107 S. First Street, Unit A, Jacksonville Beach, Florida 32250.
Cynthia Goff, 1107 S. First Street, Unit L, Jacksonville Beach, Florida 32250.

Article VII - Officers

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Governors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Governors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Governors are as follows:

President - Les Mosteller, 1107 S. First Street, Unit C, Jacksonville Beach, Florida 32250.
Secretary - Laura Fitts, 1107 S. First Street, Unit A, Jacksonville Beach, Florida 32250.
Treasurer - Cynthia Goff, 1107 S. First Street, Unit L, Jacksonville Beach, Florida 32250.

Article VIII - Indemnification

Every governor 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 him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a governor or officer of the Association, whether or not he is a governor or officer at the time such expenses are incurred, except when the governor or officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Governors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such governor or officer may be entitled.

Article IX - By-Laws

The first By-Laws of the Association shall be adopted by the Board of Governors and may be altered, amended or rescinded in the manner provided by the By-Laws.

Article X - Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Governors or by the members of the Association. Governors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided such approval must be not less than 75% of the votes of the entire membership of the Association; or provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 4 of Articles III, without approval in writing by all members and the joinder of all record owners of mortgages upon the Condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. A copy of each amendment shall be certified by the Secretary of State and be recorded in the public records of Duval County, Florida.

Article XI - Term

The term of the Association shall be perpetual.

Article XII - Incorporator

The name and address of the Incorporator of these Articles of Incorporation is as follows:

B. Thomas Whitefield, 4040 Woodcock Drive, Suite 202, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 11th day of February, 2000.


B. Thomas Whitefield

STATE OF FLORIDA
COUNTY OF DUVAL

B. Thomas Whitefield, appeared before me, and after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in Articles on this 11th day of February, 2000.

Alvarene J. Middlebrooks

(Print)

Notary Public, State and County aforesaid

My Commission Expires:

Commission No.:

He/She: (please check appropriate statement)

is personally known to me

produced identification (specify type)

(name)



Alvarene J. Middlebrooks
MY COMMISSION # CC859280 EXPIRES
September 28, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Acknowledgment and Acceptance

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept such designation to act as registered agent, and agree to comply with the provisions of Florida Statutes relative to keeping open said office.

B. Thomas Whitefield
B. Thomas Whitefield