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December 29, 2000

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: St. Johns Golf & Country Club Community Association, Inc.

Dear Sir or Madam:

Enclosed for filing are the original and 1 copy of the above captioned corporation, the certificate of designation of registered agent, and a check issued in the amount of \$70 to cover the filing fee. Please send the filed copy to my attention as soon as possible.

Thank you for your assistance and please do not hesitate to contact me with any questions you may have concerning this matter.

Sincerely,



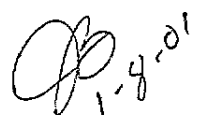
Rachel Haskin
Legal Assistant

Enclosure

5297/St. Johns

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
ST. JOHNS GOLF & COUNTRY CLUB COMMUNITY ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a nonprofit corporation under Chapter 617, Florida Statutes, and certify as follows:

Article 1. Name. The name of the Corporation is St. Johns Golf & Country Club Community Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association."

Article 2. Address. The address of the initial principal office of the Association and the initial mailing address of the Association is 3995 Hunt Club Road, Jacksonville, Florida 32224.

Article 3. Definitions. All capitalized terms used herein which are not defined shall have the meaning set forth in the Declaration of Covenants, Conditions, and Restrictions for St. Johns Golf & Country Club, Recorded or to be Recorded in St. Johns County, Florida, as amended from time to time (the "Declaration").

Article 4. Purposes and Duties. The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its Members. In way of explanation and not of limitation, the purposes for which the Association is organized are:

(a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as set forth in the Governing Documents and as provided by law;

(b) to provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration; and

(c) to operate, maintain, and manage the Surface Water or Stormwater Management System in a manner consistent with the requirements of St. Johns River Water Management District Permit No's. 4-109-0200 and 4-109-0201, as may be supplemented and/or amended from time to time, and applicable District rules; to assist in the enforcement of the Declaration's provisions relating to the Surface Water or Stormwater Management System; and to levy and collect adequate assessments against Owners for the cost of maintenance and operations of the Surface Water and Stormwater Management System.

Article 5. Powers. In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or Association's By-Laws, may be exercised by the Board of Directors:

(a) all of the powers conferred upon nonprofit corporations by common law and Florida statutes in effect from time to time;

(b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, and the Declaration, including, without limitation, the power to do the following:

(i) fix, levy, collect, and enforce payment of all charges or assessments authorized by the Declaration by any lawful means and to pay all expenses in connection therewith and all administrative and other expenses incident to the conduct of the Association's business including all licenses, taxes, or governmental charges levied or imposed against Association property, and further including the costs of maintenance and operation of the Surface Water or Stormwater Management System (including, but not limited to, work within retention areas, drainage structures, and drainage easements);

(ii) manage, control, operate, maintain, repair, and improve the Common Areas and facilities, and any property the Association subsequently acquires, or for which the Association, by rule, regulation, declaration, or contract, has a right or duty to provide such services;

(iii) make rules and regulations and to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(iv) engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(v) buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any Association purpose;

(vi) borrow money for any purpose subject to such limitations as may be contained in the Declaration and By-Laws;

(vii) enter into, make, perform, and enforce contracts of every kind and description with or in association with other corporations or entities, public or private agencies, or with individuals, and to do other acts necessary, appropriate, or advisable in carrying out any Association purpose;

(viii) provide any and all supplemental municipal services to the Community as may be necessary or desirable.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 5.

Article 6. Members. The Association shall be a membership corporation without certificates or shares of stock. There shall be two classes of membership as more fully set forth in the Declaration. The Owner of each Lot, as those terms are defined in the Declaration, shall be a Member of the Association and shall be entitled to vote as provided in the Declaration and the By-Laws.

Change of membership in the Association shall be established by recording in the Office of the Clerk of the Circuit Court of St. Johns County, Florida, a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the Owner designated by such instrument shall become a Member of the Association and the membership of the prior Owner shall terminate.

Article 7. Existence and Duration. The Association shall commence its existence with the filing of these Articles of Incorporation with the Florida Department of State. Unless dissolved in accordance with Florida law and Article 12, the Association shall exist in perpetuity.

Article 8. Board of Directors. The Association's business and affairs shall be conducted, managed, and controlled by its Board of Directors. The Board may delegate its operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

The initial Board shall consist of three members, as provided in the By-Laws. The names and addresses of the initial directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

S. Morgan Brown
3995 Hunt Club Road
Jacksonville, Florida 32224

Doug Maier
3995 Hunt Club Road
Jacksonville, Florida 32224

Rose Bock
3995 Hunt Club Road
Jacksonville, Florida 32224

The method of election and removal of directors, filling of vacancies, and the term of office of directors shall be as set forth in the By-Laws.

Article 9. By-Laws. The By-Laws shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws.

Article 10. Liability of Directors. To the fullest extent that the Florida Nonprofit Corporation Act, as may be amended, permits the limitation or elimination of the liability of directors, no director of the Association shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged

liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 11. Amendments. Amendments to these Articles of Incorporation may be proposed and adopted upon a resolution duly adopted by the Board and the affirmative vote or written consent of Members representing at least 75% of the Class "A" votes in the Association, and the consent of the Class "B" Member, if any. No amendment may be in conflict with the Declaration, and no amendment shall be effective to impair or dilute any rights of Members that are governed by the Declaration. However, no Members shall be entitled to vote on any amendment to these Articles of Incorporation made for the sole purpose of complying with the requirements of any governmental (including, without limitation, the U.S. Department of Housing and Urban Development ["HUD"] or the U.S. Department of Veterans Affairs ["VA"]) or quasi governmental entity or institutional lender authorized to fund, insure, or guarantee mortgages on individual Lots, as such requirements may exist from time to time, which amendments may be adopted by the Board.

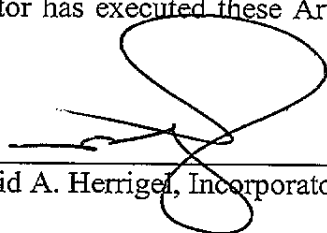
Article 12. Dissolution. The Association may be dissolved only upon a resolution duly adopted by the Board and the affirmative vote of Members who are Owners of not less than 75% of the Lots (other than Declarant). In addition, so long as Declarant or any Affiliate of Declarant owns any property subject to the Declaration or which Declarant may unilaterally subject to the Declaration, Declarant's consent to dissolution is required.

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, prior to such termination, dissolution, or liquidation, be approved by the St. Johns River Water Management District.

Article 13. Incorporator. The name of the incorporator of the Association is David A. Herrigel, and such incorporator's address is 1200 Peachtree Center, South Tower, 225 Peachtree St., N.E., Atlanta, Georgia 30303.

Article 14. Registered Agent and Office. The initial registered office of the Association is 7900 Glades Road, Suite 200, Boca Raton, Florida 33434, and the initial registered agent at such address is John Baric.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29th day of December 2000.



David A. Herrigel, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

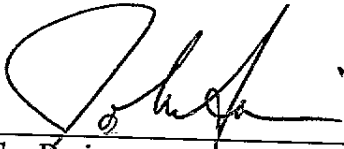
1. The name of the corporation is:

St. Johns Golf and Country Club Community Association, Inc.

2. The name and address of the registered agent and office is:

John Baric
7900 Glades Road, Suite 200
Boca Raton, Florida 33434

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: 

Name: John Baric

Date

Dec. 4, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA