

APR. 25. 2001 3:30PM ST JOE CORP

NO. 2243

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NO1000002939

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FLORIDA NON-PROFIT CORPORATION

Golfway Center Owners Association, Inc.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

*Corrected -
Thank you
4-25-01*

April 25, 2001

THE ST. JOE COMPANY

SUBJECT: GOLFWAY CENTER OWNERS ASSOCIATION, INC.
REF: W01000009390

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ST JOE CORP

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**ARTICLES OF INCORPORATION
OF
GOLFWAY CENTER OWNERS ASSOCIATION, INC.
(a corporation not-for-profit)**

ARTICLE I - NAME

The name of this not-for-profit corporation is Golfway Center Owners Association, Inc. (the "Association"). All capitalized terms used herein without definition that are defined in the Declaration of Reciprocal Easements and Restrictive Covenants recorded or to be recorded in the public records of St. Johns County, Florida (the "Declaration") will have the same meaning herein as in the Declaration.

ARTICLE II - DURATION

The term of existence of the Association is perpetual.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS.

The location of the Association's principal office and its mailing address shall be 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207, or at such other place as may be established by resolution of the Association's Board of Directors from time to time.

ARTICLE IV - PURPOSES

The specific purposes for which the Association is formed are:

- (a) To provide for the maintenance, preservation, and control of the Common Areas within the Property, specifically including the Master Drainage System.
- (b) To promote the health, safety and welfare of the Owners and Occupants of the Property.
- (c) To fulfill the obligations of the Association as set forth in the Declaration.

ARTICLE V - BOARD OF DIRECTORS

The affairs of the Association will be managed by a Board of Directors. The method of election of the Directors will be as provided in the Bylaws.

ARTICLE VI - BYLAWS

The Board of Directors will adopt Bylaws consistent with these Articles of Incorporation. The Bylaws may be altered, amended or repealed in accordance with the terms thereof.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is Susan G. Whitlatch, 1650 Prudential Drive Suite 400, Jacksonville, FL 32207.

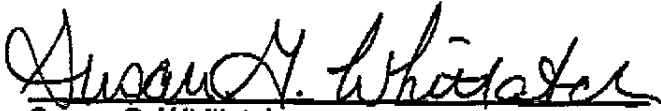
ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The address of the Association's registered office will be 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207, and the name of its registered agent at said address is Lawrence Paine.

ARTICLE IX - DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than seventy-five percent (75%) of the total number of votes outstanding, and the necessary consent of any lenders. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, including property consisting of the Master Drainage System, will be either (a) dedicated and/or conveyed to an appropriate public or private agency to be used for the purposes similar to those for which this Association was created, or (b) dedicated, granted, conveyed and assigned to a non-profit corporation, association, trust or other organization devoted to such similar purposes, subject to any and all applicable liens and encumbrances and restrictions of record.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of April, 2001.


Susan G. Whitlatch
Incorporator

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Golfway Center Owners Association, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Lawrence Paine, 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207 as its agent to accept service of process within Florida.



Susan G. Whitlatch
Incorporator

4-24-01
Date

Having been named to accept service of process for the above stated Association, at the place designated in this certificate, Lawrence Paine hereby agrees to act in this capacity, and Lawrence Paine further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his/her/its duties.



Lawrence Paine

4-24-01
Date

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