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FLORIDA NON-PROFIT CORPORATION

Spanish Oaks Homeowners' Association, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 28, 2001

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SUBJECT: SPANISH OAKS HOMEOWNERS' ASSOCIATION, INC.
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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION OF
SPANISH OAKS HOMEOWNERS' ASSOCIATION OF ST. AUGUSTINE, INC.,
A NON-PROFIT CORPORATION**

The undersigned natural person competent to contract, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I. NAME

The name of the corporation shall be SPANISH OAKS HOMEOWNERS' ASSOCIATION OF ST. AUGUSTINE, INC.

II. PURPOSE

The purpose for which this corporation is organized is to provide for maintenance, preservation and architectural control of the Lots and Common Area within that certain parcel of real property described as:

All of that land contained within the plat of SPANISH OAKS, according to plat thereof to be recorded in the public records of St. Johns County, Florida, and any additions thereto (the "Property").

And to promote the health, safety and welfare of the residents within the above-described Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for such purpose.

In furtherance of such purpose, the Association shall have power to:

a. exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants and Restrictions for Spanish Oaks ("the Declaration") as same may be amended from time to time.

b. fix, levy, collect and enforce payment of all charges or assessments pursuant to the terms of the Declaration and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including without limitation all licenses, taxes or governmental charges levied or imposed against the Property of the Association and the expense of maintaining and repairing the surface water or stormwater management system described in subsection h.

c. acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

d. borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

e. dedicate, sell or transfer all or any part of the Common Property to any public agency, authority, or utility for such purposes and subject to such terms and conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless consent to in writing by two-thirds (2/3) of each class of members.

f. participate in mergers and consolidations with other non-profit corporations organized for the same purposes and annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members unless otherwise authorized by the Declaration.

g. have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

h. operate and manage the Surface Water or Stormwater Management System ("the System") in a manner consistent with the St. Johns River Water Management District permit issued under application no. 40-109-64708-1, and applicable District rules and regulation; assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the System; and contract for services for the operation and maintenance of the System.

III. MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot (including contract sellers but excluding persons or entities holding title merely as security for performance of an obligation) which is subject to assessment by the Association shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

IV. CLASSES OF MEMBERSHIP

Class A. Class A members shall be all Owners, with the exception of the Declarant (as defined in the Declaration). Each Owner shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot owned by a Class A member.

Class B. The Class B member(s) shall be the Declarant, who shall be entitled to six (6) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

- a. Three (3) months after ninety percent (90%) of all Lots in all phases of the Property that will ultimately be operated by the Association have been conveyed to members other than Declarant. For purposes of this section, the term

"members other than Declarant" shall not include builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for sale;
or

b. Ten (10) years following the date of conveyance of the first Lot; or

c. At such time as the Declarant, in its sole discretion, elects to terminate the Class B membership.

Notwithstanding the foregoing, the Declarant shall be entitled to elect at least one (1) member of the Board of Directors as long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots in all phases of the Property.

V. EXISTENCE

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The corporation shall have perpetual existence.

VI. SUBSCRIBERS NAMES AND RESIDENCES

The name and residence of the subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Sanchez Goode	811 Gerona Street St. Augustine, Florida 32086

VII. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, a President, Vice-President and a Secretary/Treasurer. The Board shall consist of no fewer than three (3) nor more than seven (7) members. The Directors shall be elected as provided in the By-Laws. After Class B membership ceases as provided in Article V of the Declaration, only owners of Lots may be Directors or officers. The Declarant may appoint or elect non-owners while Class B membership exists. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Jon Jefferson Overby	309 Whitehead Street Key West, Florida 33040
Sanchez Goode	811 Gerona Road St. Augustine, Florida 32086
Guerry Goode	511 W. Baker Street Ahoskie, North Carolina 27910

VIII. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than

incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

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 maintained by an entity acceptable to the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

IX. AMENDMENT TO THE ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting. Any amendment which alters the Surface Water or Stormwater Management System from its original condition must receive the approval of the St. Johns River Water Management District.

X. AMENDMENTS TO BYLAWS

The Bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the

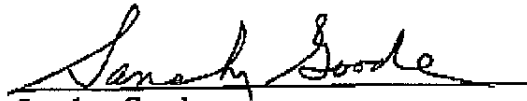
affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting by a person or by proxy, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

XI. INDEMNIFICATION

Every director and officer of the Association and every member of the Association serving the Association at its request shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, or by reason of his or her serving or having served the Association at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities are incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

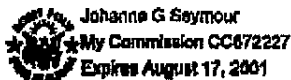
XII. PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND REGISTERED AGENT

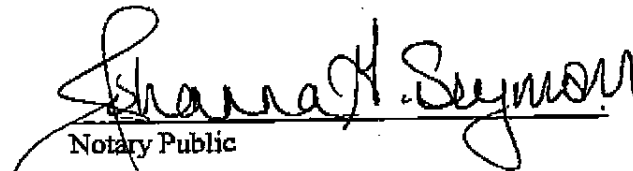
The street address and mailing address of the principal office of the corporation is 309 Whitehead Street, Key West, Florida 33040. The initial registered office of the corporation is 780 N. Ponce de Leon Boulevard, St. Augustine, Florida 32084, and the registered agent at such address is Katherine G. Jones.


Sanchez Goode
Subscriber

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 21st day of September 2000, by Sanchez Goode, who () is personally known to me or () has produced Florida driver's license number G300-780-35-429-0 as identification.




Notary Public
(Name of notary, typed/printed/stamped)
My commission number: _____
My commission expires: _____

Audit #H01000077074 2

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent for
the foregoing corporation.



Katherine G. Jones

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