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FLORIDA NON-PROFIT CORPORATION

Moultrie Lakes Condominium Association, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 31, 2001

UPCHURCH, BIALEY & UPCHURCH, P.A.

SUBJECT: MOULTRIE LAKES CONDOMINIUM ASSOCIATION, INC.
REF: W01000017655

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MOULTRIE LAKES CONDOMINIUM ASSOCIATION, INC.

I, the undersigned natural person competent to contract, associate myself for the purpose of forming a corporation not-for-profit under Chapter 617 of the Florida Statutes, and certify as follows:

ARTICLE I
NAME

The name of the corporation is Moultrie Lakes Condominium Association, Inc.

ARTICLE II
PURPOSE

The purposes and objectives of the corporation are such as are authorized under Chapter 718 of the Florida Statutes and include providing for the operation, maintenance, preservation, administration, and management of Moultrie Lakes Condominium, condominium located in St. Johns County, Florida (hereinafter referred to as the "Condominium"), and the property of the Association under the Florida Condominium Act.

ARTICLE III
POWERS

The powers of the Association shall be, in addition to the general powers afforded a corporation not-for-profit under the statutory laws of the State of Florida, all the powers reasonably necessary to implement the purpose of this Association, including, but not limited to, the following:

1. To operate and manage the Association's property, the Condominium, and the lands on which it is situated.
2. To carry out all the powers and duties vested in the Association pursuant to the Declaration of Condominium for Moultrie Lakes Condominium ("the Declaration of Condominium"), By-Laws, and any rules and regulations of the Association, which shall include:
 - a. to make and collect assessments against members to defray the costs, expenses and losses of the Association;

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b. to use the proceeds of assessments in the exercise of its powers and duties;

c. to maintain, repair, replace and operate the property of the Association ("the Property");

d. to reconstruct improvements after casualty and to further improve the Property;

e. to make and amend regulations respecting the use of the Property;

f. to enforce by legal means the provisions of the Declaration of Condominium, these Articles, the By-Laws of the Association and the Rules and Regulations for the use of the Property;

g. to contract for the management and maintenance of the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted it by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association;

h. to purchase insurance upon the Property and insurance for the protection of the Association and its members as Unit Owners;

i. to acquire title to property or otherwise hold, convey, lease and mortgage Association property for the use and benefit of its members.

3. The Association shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon non-profit corporations of a similar character by the provisions of Chapter 617, Florida Statutes, entitled "Florida Corporations Not for Profit," now or hereafter in force and to do any and all things necessary to carry out its purposes.

4. The Association shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations formed to operate condominiums under the provisions of Chapter 718, Florida Statutes, 2000, as amended, now or hereafter in force.

5. No compensation shall be paid to Directors for their services as Directors. Compensation, however, may be paid to a Director in his or her capacity as an officer or employee or for other services rendered to the Association outside of his or her duties as a Director. In this

case, compensation must be approved and advanced by the Board of Directors and the vote for said compensation. The Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents, or attorneys for services rendered to the corporation.

6. All funds and the title to all property acquired by this Association and the proceeds thereof shall be held in trust for the owners of the condominium Units in accordance with the provisions of the Declaration of Condominium, these Articles and the By-Laws.

7. All of the powers of this Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws and Rules and Regulations of the Association, which govern the use of the lands to be operated and administered by this Association.

ARTICLE IV **MEMBERS**

Each Condominium Unit shall have appurtenant thereto a membership in the corporation, which membership shall be held by the person or entity, or in common by the persons or entities owning such Unit, except that no person or entity holding title to a Unit as security for the performance of an obligation, shall acquire the membership appurtenant to such Unit by virtue of such title ownership. In no event may any membership be severed from the Unit to which it is appurtenant.

Each membership in the corporation shall entitle the holder or holders thereof to exercise that proportion of the total voting power of the corporation corresponding to the proportionate undivided interest in the common elements appurtenant to the Unit to which such membership corresponds, as established in the Declaration.

ARTICLE V **DURATION**

The period of the duration of the corporation is perpetual.

ARTICLE VI **SUBSCRIBERS**

The name and address of the subscriber to these Articles is:

Name

Address

Alene Corey O'Connor

1150 San Jose Forest Drive
St. Augustine, Florida 32080

**ARTICLE VII
OFFICERS**

The affairs of the corporation are to be managed by a President and Secretary/Treasurer who will be accountable to the Board of Directors. Officers will be elected annually in the manner set forth in the By-Laws.

The names of the officers who are to serve until the first election of officers are as follows:

Name

Office

Frank Petersilie

President

Natalie Beth Petersilie

Vice President

Alene Corey O'Connor

Secretary/Treasurer

**ARTICLE VIII
DIRECTORS**

The number of persons constituting the first Board of Directors is not less than three (3). The number of directors may be increased or decreased from time to time as provided by the By-laws, provided there shall never be less than three (3). The names and addresses of the directors who are to serve until the first annual meeting of the members or until their successors are elected and qualified are:

Name

Address

Frank Petersilie

4300 Ocean Homes Court
St. Augustine, Florida 32080

Natalie Beth Petersilie

4300 Ocean Homes Court
St. Augustine, Florida 32080

Alene Corey O'Connor

1150 San Jose Forest Drive
St. Augustine, Florida 32080

The election of Directors, their terms of office, removal or the filling of vacancies on said Board shall be in accordance with the By-Laws of the Association.

ARTICLE IX
Bylaws

By-Laws regulating operation of the corporation shall be adopted by the Board of Directors and may be amended by the first Board of Directors until the first annual meeting of members. Thereafter, the By-Laws shall be amended by the members in the manner set forth in the By-Laws.

ARTICLE X
AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by at least two-thirds (2/3) of the Directors or by members entitled to exercise at least one-third (1/3) of the then authorized membership voting power. Amendments may be adopted by affirmative vote of those members exercising not less than two-thirds (2/3) of the total voting power of the corporation. Additional requirements concerning proposal and adoption of amendments to these Articles shall be set forth in the By-Laws.

ARTICLE 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 in the performance of his or her duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best

interests 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.

ARTICLE XII
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND REGISTERED AGENT


The street address and mailing address of the initial Principal Office of the Association is 1845 Old Moultrie Road #77, St. Augustine, Florida, 32086. The street address of the initial Registered Office of the Association is 780 North Ponce de Leon Boulevard, St. Augustine, Florida 32084, and the name of its initial Registered Agent at such address is Katherine G. Jones.

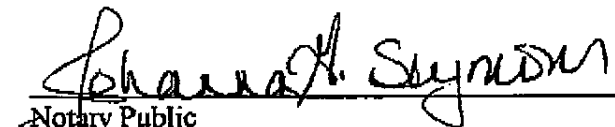


Alene Corey O'Connor

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 30th day of July, 2001, by Alene Corey O'Connor, who () is personally known to me or () has produced Florida driver's license number _____ as identification.

 Johanna G Seymour
My Commission CC872227
Expires August 17, 2001




Notary Public

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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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