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REPLY TO: JACKSONVILLE

November 19, 2001

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

RE: Articles of Incorporation for Belvedere Place Homeowners Association, Inc.

Dear Sir/Madam:

Enclosed for filing is an original and one (1) copy of the executed Articles of Incorporation for Belvedere Place Homeowners Association, Inc., and a Certificate designating the registered agent. Also enclosed is a check in the amount of \$78.75 for the filing fee and a certified copy of the Certificate of Incorporation after filing. **Please return the certified copy to the undersigned c/o Lewis, Longman & Walker, P.A., 9428 Baymeadows Road, Suite 625, Jacksonville, Florida 32256.**

Please call me should any additional information be required or should you have any questions concerning these documents.

Sincerely,


Brenna M. Durden

BMD/mlc

Jacksonville Office
9428 Baymeadows Road
Suite 625
Jacksonville, Florida 32256
(904) 737-2020 • Fax (904) 737-3221

Tallahassee Office
Post Office Box 10788 (32302)
125 South Gadsden Street • Suite 300
Tallahassee, Florida 32301
(850) 222-5702 • Fax (850) 224-9242

West Palm Beach Office
1700 Palm Beach Lakes Boulevard
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West Palm Beach, Florida 33401
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF BELVEDERE PLACE HOMEOWNERS ASSOCIATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, adopts the following Articles of Incorporation pursuant to Chapters 720 and 617, Florida Statutes:

**ARTICLE I
Name**

Section 1.1 Name. The name of this corporation shall be Belvedere Place Homeowners Association, Inc.

**ARTICLE II
Principal Office and Mailing Address**

Section 2.1 Principal Office and Mailing Address. The principal office and mailing address of this corporation shall be: 3204 Sawgrass Village Circle, Ponte Vedra Beach, Florida.

**ARTICLE III
Members**

Section 3.1 Members. This corporation shall have members. The qualifications for, manner of admission of, and voting and other rights of member shall be set forth in the bylaws of the corporation and the Declaration (as hereinafter defined).

**ARTICLE IV
Initial Registered Agent and Office**

Article 4.1 Initial Registered Agent and Office. The address of the initial registered office of this corporation is: 3204 Sawgrass Village Circle, Ponte Vedra Beach, Florida, and the initial registered agent at that office is Goldcon Enterprises, Inc.

**ARTICLE V
Incorporator**

Section 5.1 Incorporator. The name and street address of the incorporator of this corporation is Goldcon Enterprises, Inc., 3204 Sawgrass Village Circle, Ponte Vedra Beach, Florida

**ARTICLE VI
Duration**

Section 6.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE VII
Purpose and Powers of the Association

Section 7.1 Purpose and Powers of the Association. This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance, operation, and management of the surface or stormwater facilities and structures and Common Areas, if applicable, all in accordance with the terms of the Declaration of Covenants, Restrictions, Conditions and Easements for Belvedere Place and brought within the jurisdiction of this Association (hereinafter referred to as the "Property") and for these purposes shall have the 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, Restrictions, Conditions and Easements (hereinafter called the "Declaration"), applicable to the Property and recorded or to be recorded in the public records of St. Johns County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Association or property of the Association;

(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 the 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 Area, if applicable, to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property other than those Properties described in the Declaration, and Common Area, as applicable, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members;

(g) Operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District, Permit No. 40-109-65151-1 requirements and applicable District rules, and shall assist in the enforcement of the provisions of the Declaration which relate to the surface water or stormwater management system.

(h) Levy and collect adequate assessments against members of the Association for the costs of maintenance, operation and management of the surface water or stormwater management system(s) and Common Areas, if applicable. The assessments shall be used for the maintenance, operation, repair and management of the surface water or stormwater management systems, including structures and drainage easements, and Common Areas, if applicable.

(i) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Laws of the State of Florida by law may now or hereafter have or exercise.

ARTICLE VIII

Directors

Section 8.1 Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time as provided in the bylaws, but shall never be less than three (3). Directors shall be elected in the manner provided in the corporation's bylaws or the Declaration.

Section 8.2 Initial Directors. The names and addresses of the initial directors of the corporation are:

1. Paul G. Kahn, 3204 Sawgrass Village Circle, Ponte Vedra Beach, FL 32082
2. Cathleen M. Kahn, 3204 Sawgrass Village Circle, Ponte Vedra Beach, FL 32082
3. Diane Hutto, 3204 Sawgrass Village Circle, Ponte Vedra Beach, FL 32082

Section 8.3 Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE IX

Bylaws

Section 9.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by the board of directors.

ARTICLE X

Dissolution

Section 10.1 Dissolution. The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the 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 not accepted, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other

organization to be devoted to such similar purposes. This procedure of dissolution shall be subject to Sections 617.1402 and 617.1406 of the Florida Statutes as presently enacted or hereinafter amended, and such other applicable statutes.

Section 10.2 Stormwater Management. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation, maintenance and management of the surface water or stormwater management system and Common Areas, if applicable, must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., as may be amended from time to time, and be approved by the St. Johns Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XI **Indemnification**

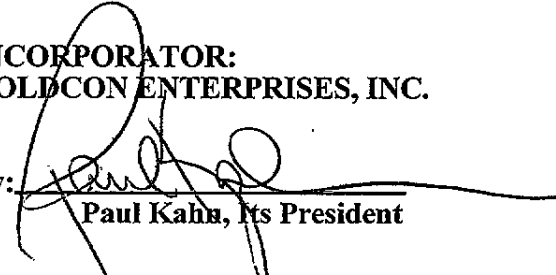
Section 11.1 Indemnification. Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in 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 Director or officer may be entitled.

ARTICLE XII **Amendments**

Section 12.1 Amendments. Amendment of these Articles may be proposed by the Board of Directors and adoption of any such amendment shall require the assent of seventy-five percent (75%) of the entire membership.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation the 15 day of November, 2001.

INCORPORATOR:
GOLDCON ENTERPRISES, INC.

By: 
Paul Kahn, Its President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

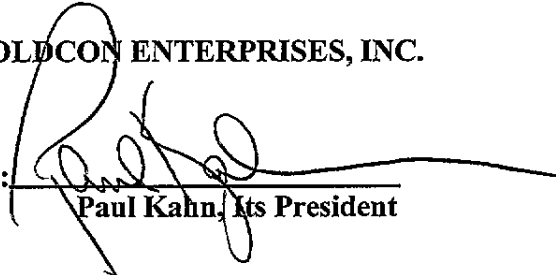
In compliance with Sections 408.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

Belvedere Place Homeowners Association, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Goldcon Enterprises, Inc. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 3204 Sawgrass Village Circle, Ponte Vedra Beach, Florida 32082.

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.

Dated this 15 day of Nov, 2001.

GOLDCON ENTERPRISES, INC.

By: 
Paul Kahn, Its President

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